DRAFT RED HERRING PROSPECTUS
Dated October 12, 2018
Please read Section 32 of the Companies Act 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Building Offer

EMAMI CEMENT LIMITED

Our Company was incorporated as "Emami Cement Limited" on June 13, 2007, as a public limited company under the Companies Act 1956, at Kolkata, West Bengal with a certificate of incorporation issued by the Registrar of Companies, West Bengal, at Kolkata (the "**RoC**"). We received our certificate of commencement of business on July 3, 2007. For details of the change in the registered office of our Company, see "***History and Certain Corporate Matters***" on page 153.

Corporate Identity Number: U26940WB2007PLC116503
Registered Office: Acropolis, 15th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata 700 107, West Bengal, India
Tel: +91 33 6627 1301; **Fax:** N.A. **E-mail**: investor.relations@emamicement.com; **Website**: www.emamicement.com
Contact Person: Debendra Banthiya, Company Secretary and Compliance Officer; **Tel:** +91 33 6627 1301

OUR PROMOTERS: DR. RADHE SHYAM AGARWAL, DR. RADHE SHYAM GOENKA, MANISH GOENKA, ADITYA VARDHAN AGARWAL, HARSH VARDHAN AGARWAL, MOHAN GOENKA, BHANU VYAPAAR PRIVATE LIMITED, DIWAKAR VINIYOG PRIVATE LIMITED AND SUNTRACK COMMERCE PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (THE "EQUITY SHARES") OF EMAMI CEMENT LIMITED (OUR "COMPANY" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ 10,000.00 MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 5,000.00 MILLION AND AN OFFER FOR SALE OF [●] EQUITY SHARES AGGREGATING UP TO ₹ 5,000.00 MILLION, COMPRISING AN OFFER FOR SALE OF [●] EQUITY SHARES BY DR. RADHE SHYAM AGARWAL, [●] EQUITY SHARES BY DR. RADHE SHYAM GOENKA, [●] EQUITY SHARES BY ADITYA VARDHAN AGARWAL, [●] EQUITY SHARES BY HARSH VARDHAN AGARWAL, [●] EQUITY SHARES BY BHANU VYAPAAR PRIVATE LIMITED, [●] EQUITY SHARES BY DIWAKAR VINIYOG PRIVATE LIMITED, [●] EQUITY SHARES BY SUNTRACK COMMERCE PRIVATE LIMITED (COLLECTIVELY, THE "PROMOTER SELLING SHAREHOLDERS") AND [●] EQUITY SHARES BY THE OTHER SELLING SHAREHOLDERS (AS DEFINED HEREINAFTER) (TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS" AND SUCH OFFER, THE "OFFER FOR SALE"). THE OFFER INCLUDES A RESERVATION OF [●] EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION FOR SUBSCRIPTION BY THE ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER) (WHICH SHALL NOT EXCEED 5% OF THE POST-OFFER EQUITY SHARE CAPITAL OF OUR COMPANY) ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER", AGGREGATING UP TO [●] EQUITY SHARES. THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS") AND WILL BE ADVERTISED IN [●] EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED BENGALI NEWSPAPER, BENGALI BEING THE REGIONAL LANGUAGE OF WEST BENGAL, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE (OR SUCH OTHER TIME PERIOD AS PRESCRIBED UNDER THE APPLICABLE LAW) AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE" AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSES OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES

In case of a revision in the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after such revision of the Price Band subject to the Bid/Offer Period not exceeding a total of 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the websites of the BRLMs, and at the terminals of the members of the Syndicate.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), read with Regulation 41 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**"), through the Book Building Process and in compliance with Regulation 26(2) of SEBI ICDR Regulations, wherein at least 75% of the Net Offer shall be Allotted to Qualified Institutional Buyers ("**QIBs**") on a proportionate basis (the "**QIB Category**"), provided that our Company may, in consultation with BRLMs, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which one-third is to 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. Further, 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. If at least 75% of the Net Offer cannot be Allotted to QIBs, the entire application money shall be refunded forthwith. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Net Offer 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 Offer Price. All Investors (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("**ASBA**") process, and shall provide details of their respective bank account in which the Bid Amount will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "***Offer Procedure***" on page 368.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares, there has been no formal market for the Equity Shares. The face value of our Equity Shares is ₹ 10 and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Offer Price (as determined and justified by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, and as stated in "***Basis for Offer Price***" on page 94) 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 RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" on page 16.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, and that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Each Selling Shareholder, severally and not jointly, assumes responsibility only for statements made by such Selling Shareholder in this Draft Red Herring Prospectus to the extent that such statements contain information in relation to the Selling Shareholder and its respective portion of the Equity Shares being offered by it in the Offer and confirms that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares issued though the 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 [●] and [●], respectively. For the purposes of this Offer, [●] is the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to 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 the Red Herring Prospectus up to the Bid/ Offer Closing Date, see "***Material Contracts and Documents for Inspection***" on page 424.

BOOK RUNNING LEAD MANAGERS					REGISTRAR TO THE OFFER
IIFL Holdings Limited 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013, Maharashtra India **Tel**: +91 22 4646 4600 **Fax**: +91 22 2493 1073 **E-mail**: emamicement.ipo@iiflcap.com **Investor grievance e-mail:** ig.ib@iiflcap.com **Website**: www.iiflcap.com **Contact person**: Sachin Kapoor/ Devendra Maydeo **SEBI Registration No.**: INM000010940	**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 **Fax:** +91 22 4325 3000 **E-mail:** emamicement.ipo@axiscap.in **Website:** www.axiscapital.co.in **Investor grievance E-mail:** complaints@axiscap.in **Contact person:** Sagar Jatakiya **SEBI Registration No.**: INM000012029	**CLSA India Private Limited** 8/F Dalamal House Nariman Point Mumbai 400 021, Maharashtra India **Tel:** +91 22 6650 5050 **Fax:** +91 22 2284 0271 **E-mail:** emamicement.ipo@clsa.com **Website**: www.india.clsa.com **Investor grievance e-mail:** investor.helpdesk@clsa.com **Contact person:** Prachi Chandgothia **SEBI Registration No.:** INM000010619	**Edelweiss Financial Services Limited** 14th Floor, Edelweiss House, Off C S T Road, Kalina Mumbai 400 098 Maharashtra, India **Tel**: +91 22 4086 3535 **Fax:** +91 22 4086 3610 **E-mail:** ecl.ipo@edelweissfin.com **Website:** www.edelweissfin.com **Investor Grievance E-mail:** customerservice.mb@edelweissfin.com **Contact Person:** Shubham Mehta/ Mohit Kapoor **SEBI Registration No.:** INM0000010650	**Nomura Financial Advisory and Securities (India) Private Limited** Ceejay House, Level 11, Plot F Shivsagar Estate, Worli Mumbai 400 018, Maharashtra, India **Tel:** +91 22 4037 4037 **Fax:** +91 22 4037 4111 **Email**: emamicementipo@nomura.com **Investor grievance e-mail:** investorgrievances-in@nomura.com **Website:**www.nomuraholdings.com/company/group/asia/india/index.html **Contact person:** Vishal Kanjani/ Srishti Tyagi **SEBI Registration No.**: INM000011419	**Karvy Computershare Private Limited** Karvy Selenium Tower – B Plot 31 and 32, Gachibowli Financial District, Nanakramguda Hyderabad 500 032 Telangana, India **Tel**: +91 40 6716 2222 **Fax**: +91 40 2343 1551 **E-mail**: einward.ris@karvy.com **Website**: www.karisma.karvy.com **Investor Grievance E-mail**: emamicement.ipo@karvy.com **Contact Person**: Murali Krishna M **SEBI Registration No.**: INR000000221

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

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

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SECTION I - GENERAL
DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Draft Red Herring Prospectus, and references to any statute, regulation, rule, guideline, circular, notification or clarification or policy will include any amendments or re-enactments thereto, from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. Notwithstanding the foregoing, terms in "Statement of Tax Benefits", "Industry Overview", "Basis for Offer Price", "Key Regulations and Policies in India", "Capital Structure", "History and Certain Corporate Matters", "Financial Statements", "Outstanding Litigation and Other Material Developments", "Government and Other Approvals" "Offer Procedure" and "Main Provisions of Articles of Association", will have the meaning ascribed to such terms in these respective sections.

*Unless the context otherwise indicates, all references to "**the Company**" and "**our Company**" are references to Emami Cement Limited, a company incorporated in India under the Companies Act 1956 with its registered office at Acropolis, 15th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata 700 107, West Bengal, India, and references to "**we**", "**us**" and "**our**" are references to our Company.*

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Company Related Terms

Term	Description
AoA/Articles of Association or Articles	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Board
Auditors/ Statutory Auditors	The statutory auditor of our Company, being Agrawal Sanjay & Company, Chartered Accountants
Bhabua Manufacturing Plant	Cement grinding plant located at Bhabua, Bihar
Bhanu Vyapaar	Bhanu Vyapaar Private Limited
Board/ Board of Directors	The board of directors of our Company, or a duly constituted committee thereof
Chief Financial Officer	The chief financial officer of our Company, Rajiv Ranjan Thakur
Chief Marketing Officer	The chief marketing officer of our Company, Vinit Tiwari
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, Debendra Banthiya
CRISIL Report	Report titled "Cement Market Assessment for India and Eastern Region" dated October 2018 prepared by CRISIL
CSR Committee	The corporate social responsibility committee of our Board
Demerger Scheme	The scheme of demerger filed by our Company and Emami Power in respect of the Proposed Demerger
Director(s)	The director(s) on our Board
Diwakar Viniyog	Diwakar Viniyog Private Limited
Eco Cements	Eco Cements Limited
Emami Natural Resources	Emami Natural Resources Private Limited
Emami Paper Mills	Emami Paper Mills Limited
Emami Power	Emami Power Limited
Equity Shares	The equity shares of our Company of face value of ₹ 10 each
Executive Chairman	The chairman of our Board of Directors, Manish Goenka
Group Companies	The group companies of our Company, as covered under the applicable accounting standards and other companies as considered material by our Board and described in "***Group Companies***" on page 186
Guntur Mining Unit	Limestone mining unit in Guntur, Andhra Pradesh, which is under development
Independent Director(s)	The independent Director(s) on our Board
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Offer, comprising Manish Goenka, Aditya Vardhan Agarwal and Vivek Chawla
Kalinganagar Manufacturing Plant	Cement grinding unit under construction at Kalinganagar, Odisha

Term	Description
KMP/ Key Management Personnel	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI ICDR Regulations being the ‘key managerial personnel’ of our Company in terms of Section 2(51) of the Companies Act 2013 and as disclosed in “***Management – Key Management Personnel and Senior Management Personnel***” on page 173
Manufacturing Plants	Collectively, the Risda Manufacturing Plant, the Panagarh Manufacturing Plant, the Bhabua Manufacturing Plant and the Kalinganagar Manufacturing Plant
Materiality Policy	The policy adopted by our Board on September 24, 2018 for identification of 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
Mining Units	Collectively, the Risda Mining Unit, the Guntur Mining Unit and the Proposed Nagaur Mining Unit
New Way	New Way Constructions Limited
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board
Other Selling Shareholders	Collectively, Indu Goenka, Jyoti Goenka, Magnificent Vyapaar LLP, Mansi Agarwal, Prabhakar Viniyog, Priti A Sureka, Puja Goenka, Rachana Goenka, Rashmi Goenka, Raviraj Viniyog, Richa Agarwal, Raj Kumar Goenka, Santosh Goenka, Shruti Goenka, Suraj Viniyog and Usha Agarwal
Panagarh Manufacturing Unit	Cement grinding unit located at Panagarh, West Bengal
Prabhakar Viniyog	Prabhakar Viniyog Private Limited (*formerly Emami High Rise Private Limited*)
Promoters	The promoters of our Company, namely, Dr. Radhe Shyam Agarwal, Dr. Radhe Shyam Goenka, Manish Goenka, Aditya Vardhan Agarwal, Harsh Vardhan Agarwal, Mohan Goenka, Bhanu Vyapaar, Diwakar Viniyog and Suntrack Commerce
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(zb) of the SEBI ICDR Regulations and as disclosed in “***Promoter and Promoter Group*”** on page 176
Proposed Demerger	The proposed demerger of the solar power business of our Company, as described in “***History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc. - Proposed Scheme of Demerger***” on page 156
Proposed Nagaur Mining Unit	Limestone mining units proposed to be set up by our Company at Nagaur, Rajasthan
Promoter Selling Shareholders	Collectively, Dr. Radhe Shyam Agarwal, Dr. Radhe Shyam Goenka, Aditya Vardhan Agarwal, Harsh Vardhan Agarwal, Bhanu Vyapaar, Diwakar Viniyog and Suntrack Commerce
Raviraj Viniyog	Raviraj Viniyog Private Limited (*formerly Emami Enclave Markets Private Limited*)
Registered Office	The registered office of our Company, located at Acropolis, 15th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata 700 107, West Bengal, India
Restated Financial Statements	The restated financial statements of our Company, which comprise the restated balance sheet, the restated profit and loss and the restated cash flow statement as at and for the three months ended June 30, 2018 and the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014, together with the annexures and the notes thereto, which have been prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations
Risda Manufacturing Plant	Integrated cement manufacturing plant comprising *inter alia* a grinding and clinkering unit located at Risda in Chattisgarh
Risda Mining Unit	Limestone mining unit located at Risda, Chhattisgarh
Sapphire Merchants	Sapphire Merchants Private Limited
Selling Shareholders	Together, the Promoter Selling Shareholders and the Other Selling Shareholders
SMP/ Senior Management Personnel	Senior management personnel of our Company as disclosed in “***Management – Key Management Personnel and Senior Management Personnel***” on page 173
Shareholders	The holders of the Equity Shares from time to time
Stakeholders Relationship Committee	The stakeholders’ relationship committee of our Board
Suntrack Commerce	Suntrack Commerce Private Limited
Suraj Viniyog	Suraj Viniyog Private Limited

Offer Related Terms

Term	Description
Acknowledgment Slip	The slip or document issued by the 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, the issue, allotment and transfer of the Equity Shares to successful Bidders pursuant to the Offer
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A qualified institutional buyer, who applies under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Bidding Date	The date, one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be a price equal to or higher than the Offer Price and/ or the price at which Equity Shares are allocated to Anchor Investors on the Anchor Investor Bidding Date as determined by the Company in consultation with the BRLMs, but not higher than the Cap Price.
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 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 is made to Anchor Investors
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) by a Bidder (other than Anchor Investors) to make a Bid authorizing the relevant SCSB to block the Bid Amount in the relevant ASBA Account
ASBA Account	A bank account maintained with an SCSB and specified in the Bid cum Application Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by a Bidder (other than a Bid by an Anchor Investor)
ASBA Form	An application form, whether physical or electronic, used by Bidders bidding through the ASBA process, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis	Axis Capital Limited
Banker(s) to the Offer	The Escrow Bank(s), Refund Bank(s) and Public Offer Account Bank(s), as the case may be
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "***Offer Procedure***" on page 368
Bid	An indication to make an offer during the Bid/Offer Period by a Bidder (other than an Anchor Investor), 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 the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly
Bid Amount	The highest value of the optional Bids as indicated in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Offer. However, for the Retail Individual Investors and Eligible Employees Bidding under the Employee Reservation Portion applying at the Cut-Off Price, the Bid Amount shall be calculated at the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Investors and Eligible Employees Bidding under the Employee Reservation Portion 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 pursuant to the terms of the Red Herring Prospectus and the Prospectus
Bid Lot	[●] Equity Shares
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bids for the Offer, which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Bengali newspaper, Bengali being the regional language of West Bengal, where our Registered Office is located**)** and in case of any revisions, the extended Bid/Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the websites of the BRLMs, and at the terminals of the members of the Syndicate. Our Company, in consultation with the BRLMs, may decide to close

Term	Description
	the Bid/ Offer Closing Date for QIBs one Working Day prior to the Bid/Offer Closing Date, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Bengali newspaper, Bengali being the regional language of West Bengal, where our Registered Office is located)
Bid/Offer Period	The period between the Bid/Offer Opening Date and the Bid/Offer 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 the Red Herring Prospectus
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs.
Book Building Process	The book building process as described in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers/ BRLMs	The book running lead managers to the Offer, namely, IIFL, Axis, CLSA, Edelweiss and Nomura
Broker Centres	Broker centres of the Registered Brokers, where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on 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 sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band above which the Offer Price and Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted, including any revisions thereof
Client ID	Client identification number of the Bidder's beneficiary account
CLSA	CLSA India Private Limited
Collecting Depository Participants/ CDPs	A depository participant, as defined under the Depositories Act, 1996 and registered under Section 12 (1A) of the 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 / CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	The Offer 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 Bidders' address, names of the Bidders' father/husband, investor status, occupation and bank account details
Depository Participant	A depository participant, as defined under the Depositories Act, 1996
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Form used by Bidders (other than Anchor Investors), a list of which is available at the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34) and updated from time to time or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such centres of the Collecting Depository Participants where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the websites of the Stock Exchanges and updated from time to time
Designated Date	The date on which the funds from the Escrow Accounts are transferred to the Public Offer Account or the Refund Account(s), as appropriate, and the relevant amounts blocked by the SCSBs are transferred from the ASBA Accounts, to the Public Offer Account and/or are unblocked, as applicable, in terms of the Red Herring Prospectus, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate members/agents, SCSBs, Registered Brokers, CDPs and CRTAs, who are authorized to collect Bid cum Application Forms from the Bidders (other than Anchor Investors), in relation to the Offer

Term	Description
Designated RTA Locations	Such centres of the CRTAs where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the CRTAs are available on the websites of the Stock Exchanges and updated from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus/ DRHP	This draft red herring prospectus dated October 12, 2018, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which our Equity Shares will be Allotted and the size of the Offer and includes any addenda or corrigenda thereto
Edelweiss	Edelweiss Financial Services Limited
Eligible Employee	All or any of the following: (a) a permanent and full time employee of our Company (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be an employee of our Company until the submission of the Bid cum Application Form, and is based, working and present in India as on the date of submission of the Bid cum Application Form; and (b) a director of our Company, whether a whole time director, part time director or otherwise, (excluding such directors who are not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as of the date of filing the Red Herring Prospectus with the RoC and who continues to be a director of our Company, as applicable until the submission of the Bid cum Application Form and is based and present in India as on the date of submission of the Bid cum Application Form. An employee, who is recruited against a regular vacancy but is on probation as on the date of submission of the Bid cum Application Form will also be deemed a 'permanent and a full time employee'. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee cannot exceed ₹ 500,000.
Employee Reservation Portion	The portion of the Offer, being [●] Equity Shares aggregating up to ₹ [●] million (which shall not exceed 5% of the post-Offer equity share capital of our Company), available for allocation to the Eligible Employees
Eligible NRI	An NRI, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid cum Application Form constitute an invitation to subscribe to or purchase for the Equity Shares
Escrow Account	Account to be opened with the Escrow Bank and in whose favour the Anchor Investors will transfer money through direct credit or NACH or NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agreement	The agreement to be entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs and the Banker(s) to the Offer for collection of the Bid Amounts and where applicable remitting refunds, if any, 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 [●]
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bidders, whose name appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, and any revisions thereof, at or above which the Offer Price and the Anchor Investor Offer 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
Fresh Issue	Fresh issue of [●] Equity Shares aggregating up to ₹ 5,000.00 million to be issued by our Company as part of the Offer, in terms of the Red Herring Prospectus and Prospectus.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by SEBI and included in "***Offer Procedure***" on page 368
Gross Proceeds	Gross proceeds from the Fresh Issue that will be available to our Company
IIFL	IIFL Holdings Limited
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot
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 Offer Price
Net Offer	The Offer less the Employee Reservation Portion, aggregating up to [●] Equity Shares

Term	Description
Net Proceeds	Proceeds of the Fresh Issue that will be available to our Company, i.e., Gross Proceeds, less Offer Expenses to the extent applicable to the Fresh Issue
Nomura	Nomura Financial Advisory and Securities (India) Private Limited
Non-Institutional Category	The portion of the Offer, being not more than 15% of the Net Offer or [●] Equity Shares, available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price
Non-Institutional Investors/NIIs	All Bidders, including Category III FPIs that are not QIBs (including Anchor Investors), Eligible Employees Bidding under the Employee Reservation Portion 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)
Offer	Public issue of up to [●] Equity Shares of face value ₹ 10 each for cash at a price of ₹ [●] including a premium of ₹ [●] per Equity Share aggregating up to ₹ 10,000.00 million comprising the Fresh Issue and the Offer for Sale. The Offer comprises the Net Offer and the Employee Reservation Portion
Offer Agreement	The agreement dated October 12, 2018 entered into among our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	Offer of [●] Equity Shares for cash aggregating up to ₹ 5,000.00 million to be offered for sale/transfer by the Selling Shareholders pursuant to the Offer in terms of the Red Herring Prospectus and the Prospectus
Offer Price	The final price at which Equity Shares will be Allotted to the successful Bidders (except Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company, in consultation with the BRLMs in terms of the Red Herring Prospectus on the Pricing Date.
Price Band	Price band of the Floor Price of ₹ [●] and a Cap Price of ₹ [●], including any revisions thereof. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company, in consultation with the BRLMs, and advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Bengali newspaper, Bengali being the regional language of West Bengal, the place where our Registered Office is located**)** at least five Working Days prior to the Bid/Offer Opening Date (or such other period as prescribed under the applicable law), 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 Offer Price
Prospectus	The Prospectus to be filed with the RoC for this Offer on or after the Pricing Date in accordance with Section 26 of the Companies Act 2013 and the SEBI ICDR Regulations, containing, among others, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	The bank account(s) to be opened with the Banker(s) to the Offer 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 Offer Account Bank	The bank(s) with whom the Public Offer Account will be opened for collection of Bid Amounts from Escrow Account and ASBA Account on the Designated Date, in this case being [●]
QIB Category	The portion of the Offer, being at least 75% of the Net Offer or [●] Equity Shares to be Allotted to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price
Qualified Institutional Buyers/ QIBs	A qualified institutional buyer as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Red Herring Prospectus/ RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act 2013 and the SEBI ICDR Regulations, which will 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/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The account(s) opened with the Refund Bank(s) from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
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 14, 2012, issued by SEBI
Registrar Agreement	The agreement dated October 10, 2018, entered into among our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer

Term	Description
Registrar to the Offer	Karvy Computershare Private Limited
Retail Category	The portion of the Offer, being not more than 10% of the Net Offer or [●] Equity Shares, available for allocation to Retail Individual Investors, which shall not be less than the minimum Bid Lot, subject to availability in the Retail Category
Retail Individual Investors/ RIIs	Bidders (other than Eligible Employees Bidding in the Employee Reservation Portion) (including HUFs and Eligible NRIs) whose Bid Amount for Equity Shares in the Offer is not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
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 Bidding under the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Period
Self Certified Syndicate Banks/ SCSBs	The banks registered with the SEBI which offer the facility of ASBA and the list of which is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	The agreement to be entered into among our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the respective portion of the Equity Shares offered by each Selling Shareholder and the credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Syndicate Agreement	The agreement to be entered into among our Company, the Selling Shareholders, the members of the Syndicate and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case being [●]
Syndicate/ members of the Syndicate	Together, the BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into among our Company, the Selling Shareholders, the Underwriters and the Registrar to the Offer, to be entered into on or after the Pricing Date but prior to filing of the Prospectus
Working Day(s)	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/ Offer Period, "Working Day(s) shall mean all days on which commercial banks" in Mumbai, Maharashtra are open for business, excluding all Sundays, Saturdays and public holidays and with reference to the time period between the Bid/Offer Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India in accordance with the SEBI circular no SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Conventional and General Terms and Abbreviations

Term	Description
AIF(s)	Alternative Investment Funds, as defined and registered with SEBI under the SEBI AIF Regulations
BIS Act	Bureau of Indian Standards Act, 2016
Bn	Billion
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I FPIs	FPIs registered as category I FPIs under the SEBI FPI Regulations
Category II FPIs	FPIs registered as category II FPIs under the SEBI FPI Regulations
Category III FPIs	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under Category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CDSL	Central Depository Services (India) Limited
CSE	The Calcutta Stock Exchange Limited
Companies Act	Together, the Companies Act 1956 and the Companies Act 2013

Term	Description
Companies Act 1956	The Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Copyright Act	The Copyright Act, 1957
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DP ID	Depository Participant's identity number
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
EPF Act	The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
Factories Act	The Factories Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
Financial Year/ Fiscal/ Fiscal Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FVCI	The Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GoI/ Central Government	The Government of India
GST	Goods and services tax
GUVNL	Gujarat Urja Vikash Nigam Limited
HUF(s)	Hindu Undivided Family(ies)
IAS Rules	The Companies (Indian Accounting Standards) Rules, 2015
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IPO	Initial Public Offering
Income Tax Act	The Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the IAS Rules
Indian GAAP	Generally Accepted Accounting Principles in India
INR/ Rupee/ ₹/ Rs.	Indian Rupee, the official currency of the Republic of India
IRDA	Insurance Regulatory and Development Authority
IT	Information Technology
MAT	Minimum Alternative Tax
MCA	The Ministry of Corporate Affairs, GoI
MOEFCC	Ministry of Environment, Forest and Climate Change, Government of India
Mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NA/ N.A.	Not applicable
NACH	National Automated Clearing House
NAV	Net asset value
NCLT	National Company Law Tribunal, Kolkata, West Bengal
NEFT	National Electronic Fund Transfer
Notified Sections	The sections of the Companies Act 2013 that have been notified by the MCA and are currently in effect
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian
NRV	Net realizable value
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
P/E Ratio	Price/earnings ratio

Term	Description
PAN	Permanent account number allotted under the Income Tax Act
Payment of Bonus Act	The Payment of Bonus Act, 1965
Payment of Gratuity Act	The Payment of Gratuity Act, 1972
PPE	Property, plant and equipment
RBI	The Reserve Bank of India
Regulation S	Regulation S under the Securities Act
RoC or Registrar of Companies	The Registrar of Companies, West Bengal, at Kolkata
RoNW	Return on net worth
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A of the Securities Act
SCRA	The Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	The Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Securities Act	U.S. Securities Act of 1933, as amended
State Government	The government of a state in India
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Trademarks Act	Trademarks Act, 1999
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
U.S. QIBs	"qualified institutional buyers" as defined under Regulation 144A under the Securities Act
US$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
WBIDC	West Bengal Industrial Development Corporation Limited
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(zn) of the SEBI ICDR Regulations

Industry Related Terms

Term	Description
BIS	Bureau of Indian Standards
CAGR	Compounded Annual Growth Rate
CRISIL	CRISIL Research, a division of CRISIL Limited
GDP	Gross Domestic Product
MMT	Million Metric Tonnes
MMTPA	Million Metric Tonnes Per Annum
MT	Metric Tonnes
OPC	Ordinary Portland Cement
PPC	Portland Pozzolana Cement
PSC	Portland Slag Cement
RCC	Reinforced cement concrete

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

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and all references to the "U.S.", "U.S.A" or "United States" are to the United States of America.

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

Financial Data

Unless indicated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our Restated Financial Statements.

Unless the context otherwise requires, any percentage, amounts, as set forth in "***Risk Factors***", "***Summary of Business***" "***Business***", "***Management's Discussion and Analysis of Financial Conditions and Results of Operations***" on pages 16, 50, 128 and 301, respectively and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Financial Statements unless otherwise stated."

Certain data included in this Draft Red Herring Prospectus in relation to certain operating metrics, financial and other business related information not otherwise included in the Restated Financial Statements has been reviewed and verified by (i) S.K. Bhatia, Chartered Engineer; (ii) AMK & Associates, Chartered Accountants; (iii) Global Environment and Mining Services (Consulting Engineers, Mine Designers, Geologists and Surveyors); (vi) Synergy Geotech Private Limited; (v) Sripad Pujar and BVR Achar, on behalf of Chaithanya Geo Lynx, Mining, Geology, Survey and Environmental Consultants; (vii) Shailendra Singh Bisht, on behalf of Udaipur Mi-Tech Private Limited; (viii) S.K. Soni; and (ix) Agrawal Sanjay & Company, Chartered Accountants.

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, so all references to a particular 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. Reference in this Draft Red Herring Prospects to the terms Fiscal or Fiscal Year or Financial Year or FY is to the 12 months ended on March 31 of each year, unless otherwise specified.

On February 16, 2015, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Rules, 2015 ("**IAS Rules**") for the purpose of enacting changes to Indian GAAP that are intended to align Indian GAAP further with IFRS. The IAS Rules provide that the financial information of the companies to which they apply shall be prepared and audited in accordance with the Ind AS. We have transitioned to the Ind AS accounting standards with effect from April 1, 2015 and have prepared our Restated Financial Statements for (i) the three months ended June 30, 2018 and Fiscals 2018, 2017 and 2016 in accordance with Ind AS; and (ii) Fiscals 2015 and 2014 in accordance with Indian GAAP.

In accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 and Ind AS 101, First-time Adoption of Indian Accounting Standard, we have presented reconciliation from Indian GAAP to Ind AS in "***Financial Statements – Note 49 – First Time Adoption of IND AS - Reconciliations between previous Indian GAAP and Ind AS***" on page 255. Except such reconciliation, we have not made any attempt to quantify the impact of the differences between Indian GAAP and Ind AS as applied to our financial information and it is urged that you consult your own advisors regarding the impact of difference, if any, on financial data included in this Draft Red Herring Prospectus. Potential investors should consult their own advisers for an understanding of the principal differences between the existing Indian GAAP and the Ind AS, and how these differences might affect the financial statements appearing in this document. See "***Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.***" on page 41.

Indian GAAP and Ind AS differ from accounting principles with which prospective investors may be familiar in other countries, including IFRS and US GAAP and the reconciliation of the financial information to other accounting principles has not been provided. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and investors should consult their own advisors regarding such differences and their impact on our Company's financial data. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP, Ind AS, the Companies Act, the SEBI ICDR Regulations and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited and we urge you to consult your own advisors regarding such differences and their impact on our financial data. See "***Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.***" on page 41.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. 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 Draft 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 Offer, we have commissioned a report titled "Cement Market Assessment for India and Eastern Region" dated October 2018 prepared by CRISIL ("**CRISIL Report**"). CRISIL has included the following disclaimer as part of such report:

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

Aside from the above, unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been derived from certain industry sources. Industry publications generally state that the information contained in such publications has been obtained from sources generally believed to be reliable, but their accuracy, adequacy or completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be made based on such information. Although we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by us, the Selling Shareholders, the BRLMs, or any of our or their respective affiliates or advisors, and none of these parties makes any representation as to the accuracy of this information. The data used in these sources may have been re-classified 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 Draft 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.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors***" on page 16.

In accordance with the SEBI ICDR Regulations, "***Basis of Offer Price***" on page 94 includes information relating to our peer group companies. Such information has been derived from publicly available sources and neither we nor the BRLMs have independently verified such information.

Currency and Units of Presentation

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

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

Exchange Rates

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

The exchange rates of the currencies used in this Draft Red Herring Prospectus into Indian Rupees are provided below.

(in ₹)

Currency	June 30, 2018*	March 31, 2018**	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014#
1 USD^	68.5753	65.0441	64.8386	66.3329	62.5908	60.0998

^Source: RBI Reference Rate

** Exchange rate as on June 29, 2018, as RBI Reference Rate is not available for June 30, 2018 being a Saturday.*

*** Exchange rate as on March 28, 2018 as RBI Reference Rate is not available for March 29, 2018, March 30, 2018 and March 31, 2018 being public holidays and a Saturday, respectively.*

#Exchange rate as on March 28, 2014, as RBI Reference Rate is not available for March 31, 2014, March 30, 2014 and March 29, 2014 being a public holiday, Sunday and Saturday, respectively.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward looking statements include statements which can generally be identified by words or phrases such as "***aim***", "***anticipate***", "***believe***", "***expect***", "***estimate***", "***intend***", "***likely to***", "***objective***", "***plan***", "***propose***", "***will continue***", "***seek to***", "***will pursue***" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plan, prospects 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, whether made by us or any third party, are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which we have our businesses 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, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially include, including, but not limited to:

- A relatively short operating history of our business.
- Any adverse development affecting eastern India where our operations are concentrated.
- A slowdown or shutdown in our manufacturing operations or under-utilization of our manufacturing plants.
- Our inability to mine sufficient limestone for our operations or failure to comply with the terms of the mining lease.
- A shortage or non-availability of labour, power, fuel or water .
- Inability to source adequate raw materials at acceptable costs.
- Inability to continue to use the 'Emami' brand name or any negative impact on the 'Emami' brand name.
- Delays in the construction of our new and proposed manufacturing plants.
- Failure to yield the benefits of our planned capital expenditure.

For a further discussion of factors that could cause our actual results to differ, see "***Risk Factors***", "***Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 16, 128 and 301, 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 be materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft 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 statements based on them could prove to be inaccurate. Given these uncertainties, investors are cautioned not to place undue reliance on such forward looking statements.

Neither our Company, nor the Selling Shareholders, the Syndicate, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with regulatory requirements, our Company and the BRLMs will ensure that Bidders in India are informed of material developments from the date of the Red Herring Prospectus until the receipt of final listing and trading approvals from the Stock Exchanges for the Equity Shares pursuant to the Offer.

SECTION II - RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the country and the industry in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with "**Business**", "**Industry Overview**" and "**Management's Discussions and Analysis of Financial Condition and Results of Operations**" on pages 128, 99 and 301, respectively, as well as the financial, statistical and other information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

*Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See "**Forward Looking Statements**" on page 15.*

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, our financial information has been derived from our Restated Financial Statements.

*The industry-related information contained in this section is derived from the CRISIL Report. We commissioned the CRISIL Report for the purposes of confirming our understanding of the industry in connection with the Offer. Neither our Company, nor any other person connected with the Offer, including the BRLMs, has independently verified the information in the CRISIL Report or other publicly available information cited in this section. In this regard, see "**Internal Risk Factors - We have commissioned an industry report from CRISIL Research which has been used for industry related data in this Draft Red Herring Prospectus and such data has not been independently verified by us**." below.*

Internal Risk Factors

Risks Relating to our Business

1. ***Criminal proceedings and proceedings for violation of securities laws have been initiated against certain of our Promoters and Directors and any conviction as a result of such proceedings may affect our business, reputation and results of operations.***

   A first information report was lodged by the Deputy Director of the Fire Prevention Wing, West Bengal Fire & Emergency Services, with the Lake Police Station, Kolkata against various persons, who were accused of willfully not maintaining a fire fighting system or an evacuation management team, allegedly dumping combustible materials, and inadequately responding to a fire at AMRI Hospital, resulting in the death of and injuries to several persons. Subsequently, a charge sheet was filed against 16 persons, including certain Promoters (the "**Accused Persons**") who were also the directors of AMRI Hospitals Limited, for various charges under the provisions of Indian Penal Code, 1860, including culpable homicide not amounting to murder, attempt to commit culpable homicide, as well as under the provisions of the West Bengal Fire Services Act, 1950. The matter is currently pending before the Additional Sessions Judge, 3rd Court, 24-Parganas South. Additionally, applications seeking alteration of charges were made by the Accused Persons with the Calcutta High Court. These applications are currently pending.

   Additionally, SEBI has imposed a penalty of ₹ 0.80 million on Dr. Radhe Shyam Agarwal, one of our Promoters and also the Chairman of Emami Limited, for stating that Emami Limited intends to buy the equity shares of a listed company, Amrutanjan Healthcare Limited ("**AHL**") to a journalist, without having discussed such intention with the board of Emami Limited, which was subsequently published in a media report. While SEBI noted that no disproportionate gains or unfair advantage was made by Dr. Radhe Shyam Agarwal or any specific loss suffered by investors as a consequence of such statement, it was held that the trading price of AHL was impacted, which resulted in a violation of Regulations 3 and 4 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003. Dr. Radhe Shyam Agarwal has filed an appeal against the order passed by SEBI before the Securities Appellate Tribunal (the "**SAT**"), and the matter is currently pending.

Further, one of our Independent Directors, Anand Rathi, is involved in certain criminal proceedings that have been initiated against him, Anand Rathi Share and Stock Brokers Limited and others, alleging, among others, criminal breach of trust, cheating and dishonestly inducing delivery of property, using as genuine a forged document or electronic record and criminal conspiracy. These proceedings are pending at various fora. Further, in 2001, SEBI had passed an order against Anand Rathi, one of our Independent Directors restraining him from holding any position of a director or trustee of any capital market related institutions/ entities for two years with effect from March 12, 2001. Subsequently, upon preferring an appeal before the SAT against such order, pursuant to an order dated February 28, 2002, the SAT modified SEBI's order and restrained him from holding any position as a member of the governing board or office bearer of any stock exchanges as well as in any capital market related public institutions for a period of one year from March 12, 2001. For further details, see "***Other Regulatory and Statutory Disclosures***" on page 343.

In addition, Anand Rathi received a summons dated July 15, 2016, from the Assistant Director, Directorate of Enforcement, Mumbai, as director of Anand Rathi Commodities Limited ("**ARCL**"), which is a member of National Spot Exchange Limited along with requisite documents in connection with ongoing investigations against National Spot Exchange Limited under the provisions of Prevention of Money Laundering Act, 2002. Pursuant to a reply dated July 16, 2016, Anand Rathi has submitted that he has never been a director of ARCL and does not hold any position in ARCL and therefore not fully conversant with the affairs of ARCL and communicated the details of the relevant person who was managing the day to day business affairs of ARCL.

Further, certain of our other directors, being Sundaram Balasubramanian and Ram Krishna Agarwal have pending criminal proceedings against them in relation to dishonour of cheque and non-compliance with section 227 (2) read with section 233 of the Companies Act 1956 for non-classification of dividend income in the annual accounts of a company, respectively.

For further details of the proceedings mentioned above, see "***Outstanding Litigation and Material Developments - Litigation involving our Promoters - Outstanding Criminal Litigation involving our Promoters***" on page 333, "***Outstanding Litigation and Material Developments - Litigation involving our Promoters - Pending action by statutory or regulatory authorities against our Promoter***" on page 334, and "***Outstanding Litigation and Material Developments - Litigation involving our Directors - Outstanding Criminal Litigation involving our Directors***" on page 335.

2. ***We have a relatively short operating history, which makes it difficult to evaluate our business and future prospects.***

Our business has a relatively short operating history, which makes it difficult to evaluate our business and future prospects. We commenced our cement manufacturing commercial operations in December 2016, and much of our growth has occurred in recent periods. We have encountered, and will continue to encounter, risks and difficulties frequently experienced by growing companies, including those related to:

- market acceptance of our current and future products;
- our ability to compete with other companies that are currently in, or may in the future enter, the market for our products;
- our ability to successfully expand our business;
- our ability to operate profitably in a sustainable manner;
- uncertainties in relation to new local business partners, including dealers and distributors, logistics and transportation partners;
- the amount and timing of operating expenses, particularly sales and marketing expenses, related to the maintenance and expansion of our business, operations and manufacturing plants;
- write-downs, impairment charges or unforeseen liabilities in connection with acquisitions;
- our ability to successfully manage any acquisitions; and
- general economic and political conditions in our domestic markets.

If we are unable to manage these risks successfully, it could adversely affect our business, results of operations and financial condition.

Further, we and our Promoters have limited experience in manufacturing cement and operating limestone mines and may face managerial, technical and logistical challenges while operating our plants and mining units. Any failure on our part to effectively manage such challenges could disrupt our operations. We cannot assure you that we will be able to develop efficient, automated, low-cost manufacturing capability and processes that will enable us to meet the quality, price, engineering, design and production standards, or production volumes required to successfully market our products. Even if we are successful in developing our high volume manufacturing capability and processes, we cannot assure you that we will be able to do so in time to satisfy the requirements of our customers. Our failure to develop such manufacturing processes and capabilities could have an adverse effect on our business, results of operations and financial condition.

3. ***We have incurred losses during the last two financial years of our operations and we may not achieve or sustain profitability in the future.***

We have incurred losses in the last two financial years of our operations and our loss for the period was ₹ 785.68 million and ₹ 380.54 million for Fiscal 2018 and 2017, respectively. These losses were due to the substantial investments we made to set up our manufacturing plants, grow and maintain our business and acquire customers. Key elements of our growth strategy include setting up new plants, acquiring new customers and continuing to build our brand. As a result, we expect our operating expenses to increase in the future. Although we had a profit for the period of ₹ 179.42 million for the three months ended June 30, 2018, you should not rely upon our recent revenue growth, or such profit, as indicative of our future performance. We cannot assure you that we will be able to sustain such profitability. If we are ultimately unable to generate sufficient revenue to meet our financial targets, become profitable and have sustainable positive cash flows, investors could lose their investment. In addition, if we record losses in the future, we may be unable to meet our financial obligations, we may breach the terms of our financial instruments and our lenders could accelerate amounts due under our existing indebtedness. The occurrence of such events could adversely affect our business and financial condition.

4. ***Our operations are concentrated in east India, and any adverse development affecting this region could have an adverse effect on our business, results of operations and financial condition.***

We currently operate three manufacturing plants, our Risda, Panagarh and Bhabua Manufacturing Plants. We are also in the process of setting up a cement grinding plant at Kalinganagar, Odisha. Consequently, our business and operations are concentrated in east India. The manufacture and sale of cement in India is largely regional in nature on account of significant transport costs involved, which limits our ability to sell our products in markets that are far from our plants. Since our manufacturing plants are located in east India, our business and results of operations are dependent on the economic growth in this region. The level of economic activity is influenced by a number of factors, including political and regulatory policy, funding received for housing and infrastructure projects from the central and state governments and climatic conditions such as monsoon and drought. Any slowdown in the Indian economy, and in particular in the demand for housing and infrastructure could adversely affect our business and results of operations. In addition, any significant social, political or economic disruption, or natural calamities or civil disruptions in this region, or changes in the policies of the state or local governments of this region or the Government of India, could disrupt our business operations, require us to incur significant expenditure and change our business strategies. The occurrence of, or our inability to effectively respond to any such event, could have an adverse effect on our business, results of operations and financial condition.

5. ***A slowdown or shutdown in our manufacturing operations or under-utilization of our manufacturing plants could have an adverse effect on our business, results of operations and financial condition.***

We conduct our operations through three manufacturing plants and where cement production is undertaken using single line kilns and single line grinding units. Our business is dependent upon our ability to manage our manufacturing plants and run them at certain utilization levels, which are subject to various operating risks, including those beyond our control, such as the breakdown and failure of equipment, industrial accidents, labour disputes or shortage of labour, severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. Further, we produce all the clinker for our manufacturing operations at our Risda Manufacturing Plant and any interruption at such plant could significantly affect our operations. If we are unable to repair malfunctioning machinery in a timely manner or at all, our operations may need to be suspended until we procure machinery to replace the same. In addition, we may be required to carry out planned shutdowns of our plants for maintenance, statutory inspections and testing, capacity expansion and equipment upgrades. We may also face protests from local citizens at our existing plants or while setting up new plants, which may delay or halt our operations.

Although we have not experienced any significant disruptions at our manufacturing plants in the past, we cannot assure you that there will not be any disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shut-down of our operations or the under-utilization of our manufacturing plants, which in turn may have an adverse effect on our business, results of operations and financial condition. Further, in the event that there is an over supply of cement in the markets in which we operate, we may be required to reduce production volumes and may not be able to realize the benefits of expanding our manufacturing capacities.

In addition, we depend on domestic and international vendors to supply necessary equipment and services that we require for our operations. We cannot assure you that we will be able to continue to obtain equipment on commercially acceptable terms, or at all, or that our vendors will continue to enter into or honor their commitments. Our inability to continue to obtain equipment in a timely manner, or at all, could adversely affect our business and results of operations.

6. ***Our business is dependent upon our ability to mine sufficient limestone for our operations and our mining leases contain onerous terms, which may expose us to unanticipated costs and liabilities.***

We require limestone for our cement manufacturing operations, which we currently source from our Risda Mining Unit. We have recently entered into a limestone mining lease in Guntur, Andhra Pradesh. In addition, we have obtained approvals for the mining plans submitted for two limestone mines in Nagaur, Rajasthan and are awaiting execution of the mining leases. The lease period for our mines are usually 50 years. In terms of the mining leases, our Company is required to, among others, indemnify the state governments against all claims that may be made by any person in respect of any damage, injury or disturbance which may be caused by the Company in exercise of its powers under the respective leases.

Mining rights are subject to compliance with certain conditions, and the central government and the state governments have the power to take action with respect to mining rights, including imposing fines or restrictions, revoking or varying the mining rights or changing the amount of royalties payable for mining the quarries. Such royalties may be reviewed and increased by the government periodically. We cannot assure you that the mining royalties will not be further increased in the future. For further details on the regulatory framework governing the operation of limestone mines, see "***Key Regulations and Policies of India - Specific laws governing limestone mining operations***" on page 148.

We cannot assure you that we will be able to satisfy all of the terms and conditions of the mining leases and that our lessors will not terminate the mining leases for non-compliance. In the event that such termination does occur, or we are unable to renew the mining leases, our results of operations will be adversely affected.

In addition, regulations governing mining activities have been a subject matter of increased scrutiny during recent times and terms and conditions of our mining leases may become more stringent, and we cannot predict with certainty the scope and extent of such changes, including their effect on our operations and the requirement to incur significant additional amounts.

Although we believe that our mining rights are sufficient to meet current and projected production levels, if our mining rights are revoked or not renewed upon expiration, or significant restrictions on the usage of the rights are imposed, or applicable environmental standards are substantially increased, or royalties are increased to significantly higher levels, our ability to operate our plants could be disrupted until alternative limestone sources are located. We may also be required to purchase limestone at higher costs, which could increase our overall cost of production and adversely affect our business, results of operations and financial condition.

7. ***A shortage or non-availability of power, fuel or water may adversely affect our manufacturing operations***

and have an adverse effect on our business, results of operations and financial condition.

Our manufacturing operations require a significant amount and continuous supply of power, fuel and water and any shortage or non-availability may adversely affect our operations. We source almost all of our energy requirements for our Risda Manufacturing Plant from our captive power plant and waste heat recovery system. If this captive power plant or waste heat recovery system are unable to supply the requisite amount of electricity for any reason, our operations may be adversely affected. We will need to rely on the state electricity board as an alternative source of energy, which may not be able to consistently meet our requirements and, if for any reason electricity is not available, we may need to shut down our operations at Risda Manufacturing Plant. Further, the cost of electricity purchased from the state electricity board could be significantly higher, which could adversely affect our cost of production and profitability. We depend on state electricity boards for our energy requirements at our other plants. Although we have diesel generators to meet exigencies at our plants, we cannot assure you that our plants will be operational during power failures. We source water for our operations from ground water through tube wells and borewells. Any failure on our part to obtain alternate sources of power, fuel or water, in a timely fashion, and at an acceptable cost, may have an adverse effect on our business, results of operations and financial condition.

8. ***If we are unable to source adequate amounts of raw materials and at acceptable cost, our business, results of operations and financial condition may be adversely affected.***

Our operations depend on the availability of reasonably priced raw materials at the time and in the quantities required by us. In addition to limestone, the principal raw materials that we require for our operations are iron ore, gypsum, fly ash, slag, coal and pet coke. The price and timely availability of such raw materials depend on several factors beyond our control, including overall economic conditions, production levels, market demand and competition for such materials, production and transportation cost, duties and taxes and trade restrictions. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, our cost of materials consumed (net of change in inventories of finished goods and work-in-progress) was ₹ 956.57 million, ₹ 1,397.11 million, and ₹ 247.40 million, or expressed as a percentage of our revenue from operations (net of excise duty expenses, if any) was 21.08%, 14.34% and 14.90%, respectively. While we have entered into agreements for the purchase of fly ash which ranges for a period of one to five years, and coal which are for a period of five years, we do not have any long-term contractual arrangements for the purchase of our other raw materials. The absence of long-term contracts 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, in October 2017, the Supreme Court of India banned the use of pet coke in the states of Uttar Pradesh, Haryana and Rajasthan. While such ban was subsequently relaxed for use of pet coke in the cement industry, the Supreme Court directed the GoI to frame rules on the use of pet coke. We, therefore, cannot predict whether such a ban on pet coke may be implemented in the future or the regions in which the ban would be implemented. In the event the supply of pet coke is interrupted, we would be required to rely on more expensive alternatives, including fuel oil, which may affect our results of operations.

We also face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure raw materials from alternate suppliers in a timely fashion, or on commercially acceptable terms, may adversely affect our operations. In addition, although we currently produce all the clinker required for our cement manufacturing operations, as we continue to expand our business and set up additional manufacturing plants, we may be required to purchase clinker from the market, which may not be available at commercially reasonable prices, or at all. Further, we typically rely on third-party transportation providers to transport the raw materials to our manufacturing plants and we also require railway wagons for the movement of raw materials and our products. If we are unable to obtain such wagons in a timely manner or at all, or if third-party transportation providers are unable to render their services, our business and operations may be adversely affected.

9. ***Deevee Commercials Limited, one of the members of our Promoter Group had, until recently, been suspended from trading on the Calcutta Stock Exchange ("CSE") on account of non-compliance with listing requirements and has also been identified as a suspected shell company in a list issued by the Ministry of Corporate Affairs.***

Deevee Commercials Limited ("**DCL**"), one of the members of our Promoter Group had, in 2014, been suspended from trading on the CSE on account of non-compliance with certain provisions of the listing agreement. DCL approached the CSE for revocation of the suspension in 2016, pursuant to which CSE sought for certain documents and information in relation to compliances under the SEBI Listing Regulations, SEBI Takeover Regulations and SEBI Insider Trading Regulations. Subsequently, pursuant to a letter dated August 28, 2018, CSE has revoked the suspension on trading in the shares of DCL, with effect from August 29, 2018. However, we cannot assure you that DCL will continue to be able to comply with all applicable listing requirements in the future, or that any such non-compliance will not have an adverse effect on the reputation of our any of our Promoters and Promoter Group and consequently our reputation or prospects.

Further, pursuant to its letter dated June 9, 2017 to SEBI, the MCA identified 331 listed companies (which included DCL) as suspected shell companies, for initiation of appropriate action as per relevant SEBI regulations. Accordingly, an independent auditor was appointed by the CSE to undertake an audit on the status of compliance by DCL with applicable regulatory requirements. Through a letter dated September 10, 2018, the CSE informed DCL that it has submitted its summary report with SEBI, along with the report of such independent auditor (which report concluded that DCL has been found to have maintained the necessary documents and compliances), and also advised DCL to approach the MCA, in line with SEBI's recommendation that companies on the list of suspected shell companies should approach MCA for redressal of any grievances.

Accordingly, DCL has approached the MCA pursuant to its letter dated September 14, 2018 for removal of its name from the list of suspected shell companies. We cannot assure you that the MCA will remove DCL's name from the list of suspected shell companies, or that no further regulatory action will be taken against DCL. Any such regulatory action taken against DCL may have an adverse effect on the reputation of the members of our promoter and promoter group and consequently our reputation and prospects of our business, financial condition and results of operations.

10. ***We rely heavily on our existing brands and, specifically, the 'Emami' brand name, the dilution of which could adversely affect our business.***

Our brand and reputation serve in attracting customers to our products in preference over those of our competitors. We use the trade name 'Emami' as well as the Emami logo, which are registered in the name of Emami Limited, one of our Group Companies and members of our Promoter Group pursuant to an agreement dated July 9, 2015 with Emami Limited. This agreement is valid for a period of five years with effect from April 1, 2015, renewable by mutual consent and requires payment of an annual license fee of 0.5% of our Company's profit after tax, or ₹ 1.00 million, whichever is higher, by our Company to Emami Limited. If this agreement is terminated, or if we are unable to renew the agreement on commercially acceptable terms, or at all, we will not be able to use the 'Emami' brand to sell our products.

We believe that continuing to develop awareness of our brand, through focused and consistent branding and marketing initiatives, among retail and institutional customers, is important for our ability to increase our sales volumes and our revenues, grow our existing market share and expand into new markets. We also believe the 'Emami' brand commands strong brand recall in India due to its long presence in the Indian market and the diversified businesses in which the group operates. Consequently, any decrease in product quality due to reasons beyond our control, or allegations of product defects, even when false or unfounded, could tarnish the image of our brand and may cause consumers to choose other products. Our reputation and brands could also be affected by socially motivated groups, which could lead to a decline in our sales volume. Further, the considerable expansion in the use of social media over recent years has compounded the impact of negative publicity. Consequently, any adverse publicity involving the 'Emami' brand, our Company or our products may impair our reputation, dilute the impact of our branding and marketing initiatives and adversely affect our business.

11. ***Delays in the construction of new manufacturing plants and the expansion of our existing plants may adversely affect our business, results of operations and financial condition.***

We are currently in the process of setting up a plant at Kalinganagar, Odisha and we expect this plant to commence commercial operations by April 2019. In September 2018, we acquired a cement grinding unit in Bhabua, Bihar and we are currently in the process of increasing its installed capacity, subject to the receipt of necessary approvals. However, the construction or expansion of a cement manufacturing plant involves various risks, including engineering, designing and construction of the plant, delays in leasing or acquiring land and completion of the projects, inability to obtain adequate financing, cost overruns, labour disputes or shortages, obtaining governmental, environmental and other regulatory approvals, and other significant challenges that may delay or prevent the successful operation of a plant. In particular, while we expect to increase our installed capacity for production of cement up to 9.30 MMTPA by April 2019, this is subject to the receipt of necessary approvals, some of which are either currently pending or we are yet to apply for. For further details, see "-***We are subject to extensive government regulation and if we fail to obtain, maintain or renew our statutory and regulatory approvals required to operate our business, our business and results of operations may be adversely affected***". We cannot assure you that we will be able to obtain necessary approvals and registrations in a timely manner to be able to meet our installed capacity. If such risks were to materialize, it could result in failure to meet our expected installed capacity of 9.30 MMTPA by April 2019, our debt service obligations, lower or no returns on capital, erosion of capital, or a reduction in our revenues. In addition, we may be unable to identify attractive locations for construction of new plants. We commissioned a railway siding at our Panagarh Manufacturing Plant in September 2018, are in the process of setting up a railway siding at our Risda Manufacturing Plant and intend to construct a siding at our Bhabua Manufacturing Plant. Therefore, we may incur additional costs if we are unable to complete any construction or expansion project on time or within budget, or if our new or existing plants do not operate at their designed capacity or in a manner we anticipated. We cannot assure you that additional costs that we incur will not have an adverse effect on our business, results of operations and financial condition.

12. ***We have significant planned capital expenditure, and such expenditure may not yield the benefits we anticipate.***

We are currently in the process of setting up a new plant in Kalinganagar, Odisha and expanding the capacity of our Bhabua Manufacturing Plant and we expect to incur significant capital expenditure for such activities. Our capital expenditure plans are subject to a number of variables, including possible cost overruns; accidents, construction and development delays or defects; construction being affected by adverse weather conditions; satisfactory and timely performance by construction contractors; receipt of any governmental or regulatory approvals and permits; political risk; availability of financing on acceptable terms; and changes in management's views of the desirability of current plans, among others. We may also require additional financing in order to expand and upgrade our existing plants as well as to construct new plants. However, financing required for such investments may not be available to us on acceptable terms, or at all, and we may be restricted by the terms and conditions of our existing or future financing agreements. If we decide to raise additional funds through the incurrence of debt, our interest obligations will increase, which could significantly affect financial measures such as our earnings per share. If we decide to raise additional funds through the issuance of equity, your ownership interest in our Company will be diluted. Our ability to finance our capital expenditure plans is also subject to a number of risks, contingencies and other factors, some of which are beyond our control, including borrowing or lending restrictions under applicable laws and general economic and capital markets conditions. Further, we cannot assure you that our operations will be able to generate cash flows sufficient to cover such costs. Any inability to obtain sufficient financing could result in the delay, reduction or abandoning of our development, expansion and acquisition plans. As a result, if adequate capital is not available, there could be an adverse effect on our business and results of operations.

The actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes, weather-related delays and technological changes. In addition, we are yet to order some of the machinery that we intend to install at our Manufacturing Plants, which could also lead to costs in addition to our current estimates. Further, some of our debt must be continuously rated by credit rating agencies. Any downgrading of our credit ratings for existing debt may impact the cost of our existing debt, impact our ability to raise additional financing and result in higher interest rates for any debt raised by us in the future.

Consequently, we cannot assure you that any expansion or improvement of our existing plants or construction of new plants, will be completed as planned or on schedule, or that we will achieve our increased planned output capacity or operational efficiency. If we experience significant delays in the implementation of our expansion plans or if there are significant cost overruns, the overall benefit of such plans to our revenues and profitability may decline. If the expenditure that we incur does not produce anticipated or desired results, our profitability and financial condition will be adversely affected.

13. ***Our inability to protect or use our intellectual property rights may adversely affect our business.***

We consider our brand and intellectual property to be one of our most valuable assets and we have certain trademarks registered in India. We also rely on unpatented proprietary know-how, continuing technological innovation and other trade secrets to develop and maintain our competitive position. While we have applied for trademark registration for certain of the brands under which we sell our products, some of which are currently pending, we do not currently have such protection for some of our other brand names. In particular, while we market all of our products under the "Emami Double Bull" brand, our applications for registration of a trademark over "Double Bull", "PROCEM" and "Emami Double Bull LABH" in Class 19, which pertains to cement and building materials, has been objected to for registration on grounds of being similar to an already registered trademark. Further, trademarks over "Double Bull" in Class 19 has already been registered in the name of another entity, and accordingly, we cannot assure you that such application shall succeed and that we will be able to continue using this trademark. In addition, the applications for the trademarks "Emami DOUBLE Bull" and "Emami Double Bull" have been made in the name of Emami Limited and such applications have not been assigned to our Company yet. Further, we have applied for and are yet to receive registration for our brands, "Emami Double Bull MASTER" which is the brand which under which we sell our premium PPC offering, "TECH EXPRESS" and "Utkrisht". If we fail to receive the requisite registration in respect of our unregistered trademarks, we may have to discontinue using these marks. This may affect our brand value and consequently our business and financial condition.

The registrations provided to our trademarks are for a limited duration of 10 years, and are required to be renewed from time to time. We cannot assure you that we will be able to obtain them in a timely manner or at all. We may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted.

The measures we take to protect our intellectual property include relying on Indian laws and initiating legal proceedings, which may not be adequate to prevent unauthorized use of our intellectual property by third parties. We may also incur significant costs in connection with legal actions relating to such rights. 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 and financial condition. Our failure to detect counterfeiting or imitation of our own brand products and trademarks and to mitigate the adverse impact from such counterfeiting and imitation could result in a decrease in our sales volume or market share.

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. Any of the foregoing could have an adverse effect on our business, results of operations and financial condition.

14. ***Our business is subject to seasonal variations and cyclicality that could result in fluctuations in our results of operations.***

Our business is subject to seasonal variations on account of lower demand for building materials during the monsoon season. Consequently, our revenues recorded during the months of June to September could be lower compared to other periods. During the monsoons, construction activity is curtailed and we may continue to incur operating expenses, but our revenue from the sale of our products may be delayed or reduced. As a result of such fluctuations, our sales and results of operations may vary by fiscal quarter, and the sales and results of operations of any given fiscal quarter may not be relied upon as indicators of the sales or results of operations of other fiscal quarters or of our future performance.

In addition, a majority of our revenue is from customers who are in industries and businesses that are cyclical in nature and subject to changes in general economic conditions. For example, many of our customers operate in the construction industry. The level of construction activity in local and national markets is inherently cyclical, being influenced by a wide variety of factors including global and national economic circumstances, governments' ability to fund infrastructure projects, consumer sentiment and other factors beyond our control. As a result, any adverse developments in such industries could adversely affect our business and results of operations.

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

We have entered into various transactions with our related parties which include, among others, availing unsecured loans from certain of our Promoters, Bhanu Vyapaar, Diwakar Viniyog and Suntrack Commerce. Further, we use the trade name 'Emami' as well as the Emami logo, which are registered in the name of Emami Limited, one of our Group Companies and members of our Promoter Group pursuant to an agreement dated July 9, 2015 with Emami Limited and are required to pay an annual license fee of 0.5% of our Company's profit after tax, or ₹ 1.00 million, whichever is higher. While we believe that all such transactions have been conducted on an arm's length basis and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. It is likely that we may enter into related party transactions in the future. For details on our related party transactions, see "***Related Party Transactions***" on page 194.We cannot assure you that such transactions, individually or in the aggregate, even if entered into at arm's length terms, will always be in the best interests of our shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

16. ***Increases in interest rates or fluctuations in foreign currency exchange rates may materially impact our results of operations.***

As our business is capital intensive, we finance a majority of our capital expenditure through debt financing. All of the debt facilities we have currently availed from banks and financial institutions carry floating rates of interest thereby exposing us to interest rate risk. Any increase in interest rates would increase our interest expense, which in turn may have an adverse effect on our financial results and business prospects. Additionally, as of August 31, 2018, we had outstanding external commercial borrowings and a foreign currency non-repatriable loan amounting to USD 34.20 million, and are accordingly exposed to foreign exchange risks as such borrowings and interest thereon are repayable in US Dollar. While we have entered into hedging agreements for the outstanding external commercial borrowings and foreign currency non-repatriable loan, we cannot assure you that we will be able to enter into any hedging or swap arrangements against interest rate or foreign currency fluctuation related risks in the future on commercially acceptable terms, or at all, or that any such arrangements would successfully protect us from losses due to such fluctuations.

17. ***If we pursue strategic acquisitions, we may not be able to successfully consummate favourable transactions or successfully integrate acquired businesses, which in turn could adversely affect our business, results of operations and financial condition.***

From time to time, we may evaluate potential acquisitions that would further our strategic objectives. For example, in September 2018, we acquired a cement grinding unit in Bhabua, Bihar. However, we may not be able to identify suitable companies or assets, consummate a transaction on terms that are favourable to us, or achieve expected returns and other benefits as a result of integration challenges or anti-monopoly regulations. Companies or operations acquired or created by us may not be profitable or may not achieve sales levels and profitability that justify the investments made and we may be required to incur or assume debt or additional expenses beyond our forecasts, or assume contingent liabilities, as part of any acquisition. Our strategic acquisition activities may entail financial and operational risks, including diversion of management attention from its existing core businesses, difficulty in integrating or separating personnel and financial and other systems, and negative impacts on existing business relationships with suppliers and customers. Future acquisitions could also result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and increased operating expenses, all of which could adversely affect our business, results of operations and financial condition.

18. ***Our mining operations are subject to operational hazards, the occurrence of which may adversely affect our business, results of operations and financial condition.***

Mining operations are subject to hazards and risks normally associated with the exploration, development and production of natural resources, any of which could disrupt our operations or cause damage to persons or property when safety and precautionary measures are breached by individuals. Although rare, the occurrence of accidents, such as explosions, fires, transportation interruptions and inclement weather could adversely affect our operations by disrupting our ability to extract limestone from the mines we operate or exposing us to significant liability.
Further, mining operations are also subject to hazards and risks relating to adverse environmental consequences such as those resulting from tailings and sludge disposal, effluent management and disposal of mineralized waste water and rehabilitation of land disturbed during mining processes. In addition,

environmental awareness throughout the world, including in India and other emerging markets, has grown significantly in recent years, and opposition to mining operations have also increased due to the perceived negative impact they have on the environment. Public protests over our mining operations could cause operations to slow down and damage our reputation. Public protest could also affect our ability to obtain necessary licenses to expand existing facilities or establish new operations. Consequently, negative environmental consequences as well as public opposition to our current or planned mining operations could have an adverse effect on our results of operations and financial condition.

19. We are subject to extensive government regulation and if we fail to obtain, maintain or renew our statutory and regulatory approvals required to operate our business, our business and results of operations may be adversely affected.

Our operations are subject to extensive government regulation and we are required to obtain and maintain a number of statutory and regulatory approvals under central, state and local government laws for carrying out our business, in particular for our manufacturing and mining operations.

For our manufacturing and mining operations, we are required to obtain various environment related approvals, both at the under-construction and operational stage. Prior to commencement of the construction of our manufacturing and mining units, we are required to obtain environmental clearances for establishment of our manufacturing and mining units from the MoEFCC and consents to establish from the respective state pollution control boards. Further, in the event of expansion or enhancement of capacity of our existing manufacturing plants and mining units, as applicable, we are also required to seek environmental clearance from the relevant authority. Further, in order to undertake our manufacturing and mining operations, we are required to maintain a consent to operate from the respective state pollution control boards, authorization to handle hazardous wastes and no-objection certificates for drawing ground water to meet the water requirements of our manufacturing and mining units.

While the environmental clearances and consents to establish are required to be obtained only once, the consents to operate granted by the relevant state pollution control boards are required to be renewed every two to three years. Presently, the validity of the consents to operate required for the purposes of undertaking our manufacturing and mining operations range between January 31, 2019 to December 31, 2021. Further, the authorization to handle hazardous wastes at our Risda Manufacturing Plant and Panagarh Manufacturing Plant is valid till December 23, 2021 and November 30, 2022 respectively and the no-objection certificate for drawing ground water at our Risda Manufacturing Plant is valid till March 15, 2020.

In addition, we are also required to maintain approvals for storage of petroleum and explosives in our manufacturing and mining units which are valid for five years, use of boilers in our manufacturing plants which are valid for one year and setting up of railway siding for connecting our manufacturing plants to a railway line. Further, in respect of the cement manufactured by us, we are typically required to seek a registration under the BIS Act to use the standard mark and adhere to the quality requirements set out in the BIS Act which needs to be renewed on an annual basis. For further details of laws applicable to our Company and approvals relating to our business and operations, see "***Key Regulations and Policies in India***" and "***Government and Other Approvals***" on page 338. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and results of operations may be adversely affected.

Our Company has made applications for increasing the approval for cement production at the Panagarh Manufacturing Unit from 2.00 MMTPA to 2.50 MMTPA and for production of power at the waste heat recovery system at the Risda Manufacturing Plant from 9.00 MW to 15.00 MW. In addition, our Company has recently acquired the Bhabua Manufacturing Plant in September 2018 from Eco Cements and has filed applications for the purposes of transferring certain key approvals from Eco Cements to our Company, including an application for obtaining a consent to operate. However, we are yet to make applications for transferring from Eco Cement and obtaining certain key approvals which include environmental clearance, no objection certificates for drawing ground water and authorization to handle hazardous wastes. Further, in connection with our Kalinganagar Manufacturing Plant, which is presently under-construction, we have made applications for obtaining certain key approvals. In relation to our Risda Mining Unit, we have made an application for increasing the approval for limestone mining from 3.17 MMTPA to 5.50 MMTPA. For further details of pending key approvals required for operating our Manufacturing Plants and Mining Units, see "***Government and Other Approvals - Manufacturing Plants – Pending Key Approvals***" and "***Government and Other Approvals – Mining Units - Pending Key Approvals***" on page 340 and 341, respectively.

A majority of these approvals 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 and results of operations.

20. ***We are required to comply with various safety, health and environmental laws and other applicable regulations and any non-compliance could expose us to the risk of liabilities, loss of revenue and increased expenses.***

We are subject to a broad range of safety, health, environmental, labour, workplace and related laws and regulations in the regions in which we operate, which impose controls on the transportation and storage of raw materials, noise emissions, air and water pollution, on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations. For example, there is a limit on the amount of pollutant discharge that our manufacturing plants and mining units may release into the air and water. We generate a considerable amount of hazardous and bio-medical waste, solid waste, plastic waste and fugitive dust, which are released as effluents as a result of our manufacturing processes. While we intend to comply with all applicable laws and terms and conditions of environment related approvals and permits that we are subject to, the methods undertaken by us may be insufficient. We could be subject to substantial civil and criminal liability and other regulatory consequences in the event that any environmental hazards are found at the site of any of our manufacturing plants and mining units, or if the operation of any of our manufacturing plants and mining units results in contamination of the environment. We may be the subject of public interest litigation in India relating to allegations of environmental pollution by our manufacturing plants and mining units, as well as in cases having potential criminal and civil liability filed by state pollution control authorities. If such cases are determined against us, we may be required to suspend our operations, be liable to conduct remedial action or pay damages for the restoration of any environmental degradation and our results of operations may be adversely affected.

Further, any accidents at our manufacturing plants and mining units may result in personal injury or loss of life of our employees, contract laborers or other people, substantial damage to or destruction of property and equipment resulting in the suspension of operations. Any of the foregoing could subject us to litigation, which may increase our expenses in the event we are found liable, and could adversely affect our reputation. Additionally, the government or the relevant regulatory bodies may revoke our licenses, require us to shut down our manufacturing plants and mining units, which in turn could lead to product shortages that delay or prevent us from fulfilling our obligations to customers. Further, events like these could also affect our reputation with suppliers, customers, regulators, employees and the public, which could in turn affect our financial condition and business performance. While we maintain general insurance against these liabilities, insurance proceeds may not be adequate to fully cover the substantial liabilities, lost revenues or increased expenses that we might incur.

The adoption of stricter health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. Complying with, and changes in, these laws and regulations or terms of approval may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition.

We are also subject to the laws and regulations governing relationships with 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 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. 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. For details on the regulations and policies applicable to our Company, see "***Key Regulations and Policies in India***" on page 147.

21. ***Our inability to expand or effectively manage our distribution network may have an adverse effect on our business, results of operations and financial condition.***

We have set up an extensive sales and distribution network for the sale of our products and we also make sales to certain institutional customers directly. We serve our retail clients through a distribution network that comprised over 2,200 dealers and over 5,000 retailers, as of June 30, 2018. In addition, we have set up 110 warehouses cum sales depots, as of June 30, 2018. Our ability to expand and grow our product reach significantly depends on the reach and effective management of our distribution network. We continuously seek to increase the penetration of our products by appointing new dealers targeted at different customer groups and geographies. However, we cannot assure you that we will be able to successfully identify or appoint new dealers or effectively manage our existing distribution network. If the terms offered to such dealers by our competitors are more favourable than those offered by us, dealers may decline to distribute our products and terminate their arrangements with us. We may be unable to appoint replacement dealers in a timely fashion, or at all, which may reduce our sales volumes and adversely affect our business, results of operations and financial condition.

Further, our competitors may have exclusive arrangements with certain dealers who may be unable to stock and distribute our products, which may limit our ability to expand our distribution network. In addition, failure to provide dealers with sufficient inventories of our products may result in a reduction in the sales of our products. If our dealers fail to distribute our products in a timely manner, or adhere to the terms of the distribution agreements, or if our distribution agreements are terminated, our business, results of operations and financial condition may be adversely affected.

22. ***We typically do not have long-term agreements with our customers, which could adversely affect our business and results of operations.***

We distribute and sell our cement products to retail and institutional customers, with whom we typically do not have any long-term contracts. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, sales to retail customers accounted for 63.19%, 61.00% and 66.50% of our total cement sales, respectively, while sales to institutional customers accounted for 36.81%, 39.00% and 33.50% of our total cement sales, respectively. In the absence of long-term agreements, we cannot assure you that our existing customers will continue to purchase our products. The orders placed by our customers are dependent on factors such as customer satisfaction in terms of consistency of supply, quality and the price of our products in comparison to those of our competitors. Consequently, any change in the buying pattern of our customers can adversely affect our business and results of operations.

23. ***Our inability to effectively manage our growth could have an adverse effect on our business, results of operations and financial condition.***

We have recently commenced our commercial operations and experienced considerable growth over the past fiscal. Our total income grew from ₹ 1,896.78 million for Fiscal 2017 to ₹ 10,270.33 million for Fiscal 2018, while our loss for the period grew from ₹ 380.54 million for Fiscal 2017 to ₹ 785.68 million for Fiscal 2018. We cannot assure you that our growth strategy will be successful or that we will be able to continue to grow further, or at the same rate. With a view to expand our geographic presence in India, we have recently entered into a limestone mining lease in Guntur, Andhra Pradesh and are in the process of entering into limestone mining leases in Nagaur, Rajasthan. However, we have no prior experience in operating in these regions.

Our inability to manage our expansion effectively and execute our growth strategy in a timely manner, or within budget estimates or our inability to meet the expectations of our customers and other stakeholders could have an adverse effect on our business, results of operations and financial condition. Our future prospects will depend on our ability to grow our business and operations, which could be affected by many factors, including general political and economic conditions in India, government policies or strategies in respect of specific industries, prevailing interest rates, price of equipment and raw materials, energy supply and currency exchange rates.

In order to manage our growth effectively, we must implement, upgrade and improve our operational systems, procedures and internal controls on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that would result in inconsistent internal standard operating procedures, we may not be able to meet our customers' needs, hire and retain new employees or operate our business effectively. Moreover, our ability to sustain our rate of growth depends significantly upon our ability to select and retain key personnel, maintaining effective risk management policies and training managerial personnel to address emerging challenges. We cannot assure you that our existing or future management, operational and financial systems, procedures and controls will be adequate to support future operations, or establish or develop business relationships beneficial to future operations. Failure to manage growth effectively could have an adverse effect on our business, results of operations and financial condition.

24. ***The Indian cement market in general, and the East Indian cement market in particular, is highly competitive and our inability to compete effectively may adversely affect our business, results of operations and financial condition.***

The cement industry in India is highly fragmented and competitive. We face competition from domestic cement companies which operate in the Indian market, as well as companies that operate as joint ventures with international cement companies. Some of our competitors are larger than we are, are more diversified, with operations across India, have greater financial resources than we do, have access to a cheaper cost of capital and may be able to produce cement more efficiently or to invest larger amounts of capital into their businesses. In addition, although we depend on the strength of the "Emami" brand to sell our products, such brand is relatively new in the cement industry and we may experience difficulties in competing against brands that are well established. Our business could be adversely affected if we are unable to compete with our competitors and sell cement at comparable prices. For example, if any of our current or future competitors develop more efficient manufacturing facilities, enabling them to produce cement and clinker at a significantly lower cost and sell at lower prices than us, we may be required to lower the prices we charge for our products and our business and results of operations could be adversely impacted.

Further, the Indian cement industry has seen witnessed consolidation among the top cement manufacturers in the past. In the event such instances arise in the future, we expect that we will face greater competition, which may lead to lower prices and margins and adversely affect our results of operations. Current and future competitors may also introduce new and more competitive products and supporting services, make strategic acquisitions or establish co-operative relationships among themselves or with third parties, including dealers of our products, thereby increasing their ability to address the needs of our target customers. If we cannot compete in pricing, provide competitive products or services or expand into new markets, this could have an adverse effect on our business, results of operations and financial condition.

In 2016, pursuant to investigations, the Competition Commission of India ("**CCI**") imposed significant penalties on certain companies operating in the cement industry and the Cement Manufacturers' Association, for violation of the anti-cartel provisions of the Competition Act, 2002, through fixing of cement prices and controlling production and supply of cement in the market. In the event that the cement industry and players operating in this industry become subject to further regulatory actions, it may have an adverse effect on the industry as a whole and may negatively impact our reputation, business operations, prospects and financial condition.

25. ***The limestone reserve data in this Draft Red Herring Prospectus are only estimates and our actual production with respect to our reserves may differ from such estimates.***

We entered into a mining lease for an area measuring 395.05 hectares located in Kukurdih and Risda villages district Baloda Bazar - Bhatapara in the state of Chhattisgarh. We commenced mining at this area in June 2016, and extracted 0.99 MMT and 3.17 MMT of limestone in Fiscals 2017 and 2018, respectively. During the five months ended August 31, 2018, we extracted 1.82 MMT of limestone from such area. We have presented the limestone reserves in this area in this Draft Red Herring Prospectus pursuant to an approved mining plan prepared by Sripad Pujar and B.V.R. Achar dated July 2016, based on a report prepared by Synergy Geotech Private Limited under the United Nations Framework Classification in August 2014 and we have not conducted any reserve analysis thereafter. We have recently engaged a mining expert to determine the current reserves at such area.

In addition, we have entered into a limestone mining lease for an area in Tangeda village of district Guntur in the state of Andhra Pradesh with the state government. We have presented the limestone reserves in this area in this Draft Red Herring Prospectus subsequent to drilling and analysis, under the United Nations Framework Classification, based on a mining plan prepared by Global Environment and Mining Services, as of September 2014 which was based on a report prepared by Synergy Geotech Private Limited in August 2013, which plan was approved by the Indian Bureau of Mines in October 2014.

Further, our Company participated in an open auction and was issued letters of intent by the state government of Rajasthan for two limestone blocks. The first letter of intent was issued on November 2, 2016 and relates to a mining area located in the Deh and Sarasani villages of district Nagaur in the state of Rajasthan. We have presented the limestone reserves in this area in this Draft Red Herring Prospectus pursuant to a mining plan prepared by Shailendra Singh Bist on behalf of Udaipur Min-Tech Private Limited. The mining plan was based on a report prepared by the state government of Rajasthan and was approved by the Indian Bureau of Mines, Government of India in April 2017. The second letter of intent was issued on April 13, 2017 and relates to a mining area located in Deh village of district Nagaur in the state of Rajasthan. We have presented the limestone reserves in this area in this Draft Red Herring Prospectus pursuant to a mining plan prepared by S.K. Soni, which plan was approved by the Indian Bureau of Mines, Government of India in August 2017.

You should note that the limestone reserve data included in this Draft Red Herring Prospectus are only estimates and our Company's actual production and expenditure with respect to its reserves may differ from such estimates. There are several uncertainties inherent in estimating quantities of our limestone reserves, including many factors beyond our control. In general, reserve estimates are generally imprecise and are based upon a number of variable factors and assumptions, such as geological and geophysical characteristics of the reserves, historical production performance from the properties, quality of the limestone and the percentage of limestone ultimately recoverable, the quality and quantity of technical and economic data, extensive engineering judgments, the assumed effects of regulation by government agencies including the issuance of required permits, and taxes, including royalties, and other payments to governmental agencies, assumptions concerning, the timing for the development of the reserves, and assumptions concerning equipment and productivity, and future operating costs. Any decline in the price of limestone, increase in mining costs, decrease in recovery rates or changes in laws or regulations could result in a decrease in the tonnage that may be freely extracted from the mines. Therefore, actual limestone reserves may vary significantly from such estimates and we cannot assure you that these estimates would not be materially different from estimates prepared in accordance with another recognized international method or norm. Further, we may not develop any mines in Andhra Pradesh or Rajasthan.

26. ***If we do not continue to invest in new technologies and equipment, our technologies and equipment may become obsolete and our cost of production may increase relative to our competitors, which would have an adverse effect on our ability to compete, results of operations, financial condition and prospects.***

    Our profitability and competitiveness are in large part dependent on our ability to maintain a low cost of production. Changes in technology and high costs of raw materials may make newer generation manufacturing equipment more competitive than ours or may require us to make additional capital expenditures to upgrade our facilities. We need to continue to invest in new and more advanced technologies and equipment to enable us to respond to emerging industry standards and practices in a cost-effective and timely manner that is competitive with other cement manufacturing companies and other methods of manufacturing. If we are unable to adapt in a timely manner to changing market conditions, customer requirements or technological changes, our business and financial performance could be adversely affected.

27. ***Failures or delays in the acquisition or leasing of land or an inability to acquire or lease such land at acceptable costs or on commercially reasonable terms may adversely affect our business, results of operations and financial condition.***

    We require substantial amount of land for the purposes of operating our manufacturing plants. All but one of our manufacturing plants are located on premises which have been leased from governmental authorities. In the event we intend to expand the capacity of our manufacturing plants and require additional land for such purposes, we cannot assure you that we will be able to identify or acquire adequate land either on a freehold or leasehold basis, or that land acquisitions will be completed in a timely manner, at acceptable costs and/or on commercially reasonable terms, without opposition or relocation and resettlement costs, or at all.

    The cost of acquiring land on a freehold or leasehold basis for our manufacturing plants may be higher than we estimated and is subject to a number of factors, including the type of land being acquired, market prices, the level of economic development in the area where the land is located and government regulations pertaining to the price of land, among others.

    In addition, the public may oppose the acquisition or lease of land due to the perceived negative impact it may have on surrounding communities, tribes or the environment. We may face significant opposition to the construction of our manufacturing plants from local communities, tribes, non-government organizations and other parties. Even if we are able to overcome any such opposition, we may be subject to significant expenses arising from the relocation and resettlement of persons affected by our projects. Such opposition or circumstances may be beyond our control. If we are unable to acquire the required amount of land for our manufacturing plants, the viability and efficiency of such projects may be affected. In addition, any inability to complete the acquisition of the necessary land in a timely manner may cause construction delays. Should any such event happen, our business, results of operations and financial condition could be materially and adversely affected.

28. ***Majority of our operations are conducted on leased premises. Our inability to seek renewal or extension of such leases may adversely affect our operations.***

Majority of our business operations are conducted on premises leased or sub-leased from third parties including our Registered Office, manufacturing plants, regional marketing offices and warehouses. Upon expiration of the relevant agreements for each such premise, we will be required to negotiate the terms and conditions on which the lease agreements may be renewed.

In particular, our Registered Office is located on a premises sub-leased from a third party and such sub-lease is due to expire on November 14, 2019 unless renewed or extended upon mutual consent, which, in terms of the agreement, may be extended twice, each for a period of 37 months, and subject to escalation of rent, amenities and fit-out charges at the rate of 15% for each such extension or renewal. If the original lessor of such premises does not renew the agreement under which we occupy the premises or renews such agreement on terms and conditions that are non-favourable to us, we may suffer a disruption in its operations which could have an adverse effect on our business and operations.

In addition, certain of our properties, including those on which our Risda and Panagarh Manufacturing Plants are located have been leased from governmental authorities, being the Chhattisgarh State Industrial Development Corporation and WBIDC. The terms of such lease agreements include certain restrictive covenants, including in relation to promoters holding a minimum of 51% shareholding in the Company and promoter directors holding majority on the Board, the requirement for prior written consent for any proposed change in shareholding of the Company or any action for demerger, merger, amalgamation, or acquisition of the Company.

Our lease agreements may be terminated for various reasons, including those beyond our control. If we, our current or future landlords terminate our lease agreements, we may have to relocate to alternative premises or shut down our operations at such site. The relocation of any part of our operations may cause disruptions to our business and may require significant expenditure. We cannot assure you that in such a case, we will be able to find suitable premises on commercially viable terms, in a timely manner, or at all, and we may have to pay higher rent or incur additional expenses.

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

Our business depends on our estimate of the demand for our products from customers. 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.

30. ***We require significant capital to fund our capital expenditure and working capital requirements and if we are unable to raise additional capital, our business, results of operations, financial condition and cash flows could be adversely affected.***

We may continue to incur significant expenditure in maintaining and growing our existing infrastructure and we cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. Additionally, we need a significant amount of working capital for activities including purchase of raw materials, for our limestone mining operations as well as for the purchase of packing materials for our cement products. While we expect our cash on hand and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is dependent upon the success of our operations. Our inability to obtain sufficient financing at reasonable costs and on acceptable terms could adversely affect our ability to complete expansion plans. If we are unable to manage our working capital requirements, our business, results of operations and financial condition could be adversely affected.

Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any unfavourable change to terms of borrowings may adversely affect our cash flows, results of operations and financial conditions. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, financial condition and cash flows could be adversely affected.

31. ***Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations, financial condition and cash flows.***

As of August 31, 2018, we had a total outstanding indebtedness of ₹ 30,440.46 million (including outstanding amounts of (i) external commercial borrowings of USD 7.06 million converted into ₹ 435.20 million based on the hedged rate of ₹ 61.60 and (ii) foreign currency non-repatriable loan of USD 27.14 million converted into ₹1,862.90 million based on the rate of ₹ 68.64). Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our business. Our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions, any of which could adversely affect our business and financial condition. We are required to obtain prior approval from our lenders for, among other things:

- merger, consolidation, reorganization or amalgamation;
- effecting any changes in the constitutional documents of our Company;
- making a substantial change in the management or nature of business;
- change in management control or transfer of control;
- undertaking any new project, or augmenting, modernizing, expanding, diversifying or otherwise changing the scope of the aforesaid project or acquiring fixed assets;
- approaching capital markets for mobilizing additional resources either in the form of debt or equity;
- creating any charges, lien or encumbrances over our assets or undertaking or any part thereof in favour of any third party;
- effecting any change to the capital structure of the Company, including its shareholding pattern; and
- reduction in shareholding of our Promoters and Promoter Group below 51% of the total equity share capital of our Company.

For further details, see "***Financial Indebtedness***" on page 327.

While we have sought for consents from our lenders, where applicable, for the purposes of undertaking the Offer, as on date, we are yet to receive consents from certain of our lenders, being Central Bank of India, State Bank of India, United Bank of India and Vijaya Bank.

Under these agreements, certain lenders also require us to maintain certain financial ratios such as asset coverage ratio, security cover ratio, interest coverage ratio and debt service coverage ratio. The restrictive covenants in our financing agreements could also require us to utilize a significant portion of our cash flow from operations to make interest payments, thereby reducing cash flow available for working capital, funding capital expenditures or to generally grow our business. Certain of our financing agreements also contain cross-default provisions which are triggered in the event of default by the Company under the respective financing agreements. Our failure to meet our obligations under our financing agreements could have an adverse effect on our business, results of operations and financial condition.

Our future borrowings may also contain similar restrictive provisions. If we fail to meet our debt service obligations or comply with covenants provided under the financing agreements, the relevant lenders could declare us to be in default under the terms of our agreements or accelerate the maturity of our obligations. We cannot assure you that, in the event of any such acceleration, we will have sufficient resources to repay the borrowings.

32. ***We may experience product liability claims that may adversely affect our business and reputation.***

The products that we produce are subject to risks such as contamination, adulteration and product tampering during their production, transportation or storage. We face inherent business risks of exposure to product liability or recall claims in the event that our products fail to meet the required quality standards. Such risks may be controlled, but not eliminated, by adherence to good manufacturing practices and finished product testing. We face the risk of legal proceedings and product liability claims being brought by various entities, including consumers, distributors and government agencies for various reasons including for defective or contaminated products sold. If we experience a product recall or are a party to a product liability case, we may incur considerable expense in litigation. Although we have not experienced such cases in the past, we cannot assure you that we will not experience product recalls or product liability losses in the future. Further, we currently do not have any product liability insurance. Any product recall, product liability claim or adverse regulatory action may adversely affect our business and reputation.

33. ***There are outstanding legal proceedings involving our Company, our Promoters, Directors and Group Companies. Any adverse outcome in any of these proceedings may adversely affect our reputation, business operations, financial condition and results of operations.***

In the ordinary course of business, our Company, our Promoters, Directors and Group Companies are involved in certain legal proceedings, which are pending at varying levels of adjudication at different fora. The summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving our Company, our Promoters, Directors and our Group Companies. According to the Materiality Policy, any outstanding litigation, other than criminal proceedings, statutory or regulatory actions and taxation matters, is considered material if the monetary amount of claim by or against the entity or person in any such pending matter is in excess of ₹ 51.35 million or if an adverse outcome of any such litigation could materially and adversely affect our business, prospects, operations, financial position or reputation.

S. No.	Name of Entity	Criminal Proceedings	Statutory/ Regulatory proceedings	Material litigation	Aggregate amount involved* (in ₹ million)
1.	**Company**				
	By the Company	-	-	1	Nil
	Against the Company	-	1	-	4.43
2.	**Promoters**				
	By the Promoters:	-	-	-	-
	Against the Promoters	4	1	-	0.80
3.	**Directors**				
	By the Directors	-	-	-	-
	Against the Directors	7	1	3	73.75
4.	**Group Companies**				
	By the Group Companies	4	-	-	2.00
	Against the Group Companies	3	-	-	-
	Total	18	3	4	80.98

**to the extent ascertainable*

The summary of outstanding matters set out below includes details of tax proceedings involving our Company, our Promoters, Directors and our Group Companies

S. No.	Name of Entity	Number of Tax Proceeding	Aggregate amount involved* (in ₹ million)
1.	Company	1	14.27

S. No.	Name of Entity	Number of Tax Proceeding	Aggregate amount involved* (in ₹ million)
2.	Promoters	4	35.28
3.	Directors	-	-
4.	Group Companies	108	619.41
	Total	113	668.96

**to the extent ascertainable*

We cannot assure you that these legal proceedings will be decided in favour of our Company, our Promoters, Directors and Group Companies, and that no further liability will arise out of these proceedings. An adverse outcome in any of these proceedings, either individually or in the aggregate, may affect our reputation, business operations, financial condition and results of operations.

34. Any failure of our information technology systems could adversely affect our business and our operations.

We have information technology systems that support our business processes, including product development, sales, order processing, production, procurement, inventory management, quality control, product costing, human resources, distribution and finance. These systems may be susceptible to outages due to fire, floods, power loss, telecommunications failures, natural disasters, break-ins and similar events. Effective response to such disruptions will require effort and diligence on the part of our third-party vendors and employees to avoid any adverse effect to our information technology systems. In addition, our systems and proprietary data stored electronically may be vulnerable to computer viruses, cybercrime, computer hacking and similar disruptions from unauthorized tampering. If such unauthorized use of our systems were to occur, data related to our product formulas, product development and other proprietary information could be compromised. The occurrence of any such events could adversely affect our business, interrupt our operations, subject us to increased operating costs and expose us to litigation.

Our future success will depend in part on our ability to respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. The development and implementation of such technology entails technical and business risks. We cannot assure you that we will be able to successfully implement new technologies or adapt our processing systems to customer requirements or emerging industry standards. Changes in technology may make newer facilities or equipment more competitive than ours or may require us to make additional capital expenditures to upgrade our facility. If we are unable, for technical, financial or other reasons, to adapt in a timely manner to changing market conditions, customer requirements or technological changes, our business and results of operations could be adversely affected.

35. Land title in India can be uncertain and we may not be able to identify or correct defects or irregularities in title to the land which we own or intend to acquire in connection with the development of our plants.

There is no central title registry for real property in India and the documentation of land records in India has not been fully computerized. Property records in India are generally maintained at the state and district level and in local languages, and are updated manually through physical records. Therefore, property records may not be available online for inspection or updated in a timely manner, or may be illegible, untraceable, incomplete or inaccurate in certain respects, or may have been kept in poor condition, which may impede title investigations or our ability to rely on such property records.

Further, non-executed or improperly executed, unregistered or insufficiently stamped conveyance instruments in a property’s chain of title, unregistered encumbrances in favour of third parties, rights of adverse possessors, ownership claims of family members of prior owners or third parties, or other defects that a purchaser may not be aware of can affect title to a property. As a result, potential disputes or claims over title to the land on which our current plants are or the plants that we plan to construct may arise. Any defects in, or irregularities of, title may result in loss of development or operating rights over land. In addition, title insurance is not commercially available in India to guarantee title or development rights in respect of land. The absence of title insurance, coupled with the difficulties in verifying title to land, may increase our exposure to third party claims to the property. Further, the Government may exercise its rights of eminent domain, or compulsory acquisition in respect of land on which our plants are or will be located. Any such development may have an adverse affect on our business, results of operations and financial condition.

36. ***Our Board of Directors have recently approved a scheme to demerge and transfer our solar power business to one of our Group Companies and a member of our Promoter Group, which is subject to the approvals of the creditors, lenders and other statutory and regulatory approvals and consents required pursuant to contractual obligations. In case we are unable to obtain any of these approvals and consents and complete such demerger, the Demerger Scheme may not be implemented in time, or at all.***

Our Board and the board of directors of Emami Power one of our Group Companies and member of our Promoter Group, pursuant to resolutions dated February 26, 2018 and March 5, 2018 have approved a scheme of demerger under Sections 230 to 232 of the Companies Act, 2013 pursuant to which the solar power business of the Company, comprising a (i) 10 MW solar power plant located at Plot No. 95 and 96, Gujarat Solar Park, 96, Santalpur, Patan, Gujarat, India and (ii) 3 MW solar power plant located at Perunali, Kamuthi, Ramnad, Tamil Nadu, India, including all properties, assets, liabilities, duties, obligations, debts, tenancy rights, approvals and registrations pertaining thereto, will be demerged and transferred to and will vest with Emami Power as a going concern. Our Company and Emami Power have filed Demerger Scheme before the National Company Law Tribunal, Kolkata ("**NCLT**") in relation to the demerger on July 9, 2018. For further details, see "***History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc***." on page 156.

While the NCLT has pursuant to its order dated July 23, 2018, dispensed with the requirement for obtaining approvals of the shareholders of our Company and Emami Power, the Demerger Scheme remains subject to approval of the creditors of our Company and Emami Power, approval of the NCLT and certified copies of the approval of the NCLT being filed with the RoC and compliance with any other conditions as may be imposed by the NCLT. The Demerger Scheme will also require consents from certain governmental authorities and third parties, including lenders. The terms of the Demerger Scheme may also be need to be amended or modified by the creditors or the NCLT, and there can be no assurances that such amendments will further the underlying objectives of the Proposed Demerger, or be in the best interest of our Company. If we fail to obtain any of the consents, authorisations or approvals required to implement the Demerger Scheme, the Demerger Scheme may not be implemented in time, or at all.

37. ***We are dependent on a number of key personnel, including our senior management, and the loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.***

Our performance depends largely on the efforts and abilities of our senior management and other key personnel. We believe that the inputs and experience of our senior management and key personnel are valuable for the development of business and operations and the strategic directions taken by our Company. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. While we believe we have an experienced team, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. Competition for qualified personnel with relevant industry expertise in India is intense and the loss of the services of our key personnel may adversely affect our business, results of operations and financial condition.

38. ***Our operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.***

As of June 30, 2018, we employed 833 personnel across our operations. Although we have not experienced any material labour unrest, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are impossible for us to predict or control and any such event could adversely affect our business, results of operations and financial condition.

In addition, in order to retain flexibility and control costs, we appoint independent contractors who in turn engage on-site contract labour for performance of certain of our operations. As of June 30, 2018, 1,295 contract labourers were deployed at our Manufacturing Plants. Although we do not engage these laborers directly, we may be held responsible for any wage payments to be made to such laborers in the event of default by such independent contractor. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition. In the event of any non-compliance by contractors with statutory requirements, legal proceedings may be initiated against us. Further, while the Contract Labour (Regulation and Abolition) Act, 1970 does not require us to retain contract labourers as our employees, the Indian courts on a case by case basis have directed employers in the past to absorb contract labourers as employees. Thus, any such order from a regulatory body or court may have an adverse effect on our business, results of operations and financial condition.

39. ***Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.***

We could be held liable for accidents that occur at our manufacturing plants or otherwise arise out of our operations. In the event of personal injuries, fires or other accidents suffered by our employees or other people, we could face claims alleging that we were negligent, provided inadequate supervision or be otherwise liable for the injuries. The principal types of insurance policies maintained by us include, industrial all risk policy which is a comprehensive policy providing coverage from, among others, fire, earthquakes, breakdown of machinery, boiler explosion, theft and burglary, transit and loading risk, public liability insurance policy and electronic equipment policy for our operational Manufacturing Plants and storage cum erection insurance policy for our under construction Manufacturing Plants for providing coverage from any material damage and third party liability during the under construction stage, fire and special perils policy for our Registered Office, general personal accident policy for our employees, money insurance policy for coverage for money in transit, marine cargo policy and marine sales turnover policy for raw materials, goods and machinery in transit in air, road and rail, burglary standard policy for goods and equipment in the Registered Office, motor vehicle insurance for our commercial vehicles. Further, we also maintain fidelity group named policy covering certain employees who are responsible for the finance and accounts functions in the Company. We do not, however, have any product liability insurance.

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honored fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In particular, we currently have pending claims amounting to ₹ 14.09 million (to the extent ascertainable) for losses incurred at our Panagarh Manufacturing Plant on account of natural calamities and claims which have not been monetarily ascertainable for losses incurred at our Risda Manufacturing Plant on account of damage to machinery. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our business, results of operations and financial condition could be adversely affected.

40. ***The introduction of substitutes for cement in the markets in which we operate and the development of new construction techniques could have an adverse effect on our business, results of operations and financial condition.***

Materials such as plastic, aluminium, ceramics, glass, wood and steel can be used in construction to substitute cement. In addition, other construction techniques, such as the use of dry wall, could decrease the demand for cement, ready-mix concrete and mortars. In addition, new construction techniques and modern materials may be introduced in the future. The use of substitutes for cement could cause a significant reduction in the demand and prices for our cement products and have an adverse effect on our business, results of operations and financial condition.

41. ***Information relating to the historical capacity of our manufacturing plants included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity may vary.***

Information relating to the historical capacity of our Manufacturing Plants included in this Draft Red Herring Prospectus is based on various assumptions including those relating to availability of raw materials and operational efficiencies. Actual manufacturing levels and rates may differ significantly from the manufacturing capacities. Undue reliance should therefore not be placed on our historical capacity information for our existing plants included in this Draft Red Herring Prospectus.

42. ***We have had negative net cash flows in the past and may continue to have negative cash flows in the future.***

The following table sets forth our cash flow for the periods indicated:

(*₹ in million*)

	For the three months ended June 30, 2018	2018	Fiscal 2017	2016
Net cash flow generated from/(used) in operating activities	278.57	542.45	(770.00)	445.29
Net cash flow (used) in investing activities	(2,296.31)	(4,867.63)	(6,078.58)	(9,069.05)
Net cash flow generated from financing activities	1,611.15	4,818.45	6,836.45	8,702.00
Net increase/(decrease) in Cash and Cash Equivalents	(406.59)	493.27	(12.13)	78.24

For further details, see "***Financial Statements***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 196 and 301, respectively. Any negative cash flow in the future could adversely affect our operations and financial conditions and the trading price of our Equity Shares. We cannot assure you that our net cash flows will be positive in the future.

43. ***Reliance has been placed on declarations and affidavits furnished by certain of our Directors and Promoters for details of their profiles included in this Draft Red Herring Prospectus.***

Certain of our Directors and Promoters have been unable to trace copies of certain documents pertaining to their educational qualifications. Our Company has obtained confirmations from the relevant Directors and Promoters, that they have made their best efforts to procure the relevant supporting documents for these disclosures being made in this Draft Red Herring Prospectus and in spite of such efforts, certain documents were not traceable. Accordingly, reliance has been placed on declarations, undertakings and affidavits furnished by these Directors and Promoters to disclose details of their educational qualifications in this Draft Red Herring Prospectus and we have not been able to independently verify these details. Therefore, we cannot assure you that all information relating to the educational qualifications of certain of our Directors and Promoters included in "***Management***" and "***Promoter and Promoter Group***" beginning on pages 160 and 176, respectively, are complete, true and accurate.

44. ***Certain of our Directors and certain Key Management Personnel interested in the Company's performance in addition to their normal remuneration or benefits and reimbursement of expenses incurred.***

Certain of our Directors and key management personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, which includes amongst others, their shareholding or the shareholding of their relatives in our Company. We cannot assure you that our Directors and our Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Further, Manish Goenka and Aditya Vardhan Agarwal are among the Promoters of our Company and are interested in our Company's performance in such capacity. For further details of interests of our Directors and Key Management Personnel in our Company's performance in addition to their normal remuneration or benefits and reimbursement of expenses such interest, see "***Management – Interest of Directors***" and "***Management - Interest of Key Management Personnel and Senior Managerial Personnel***" on pages 166 and 174 respectively.

45. ***Our Company is entitled to certain benefits pursuant to the West Bengal State Support for Industries Scheme, 2013 and any change in these tax benefits applicable to us may affect our results of operations.***

We are eligible to receive certain incentives pursuant to the West Bengal State Support for Industries Scheme, 2013. Pursuant to this scheme, we receive incentives in the form of state tax refunds for sales made within West Bengal at the rate of 80% of the value added tax and central sales tax (currently known as state goods and services tax) paid in the previous year, subject to a certain threshold. These incentives are available to us for a period of nine years from December 2017. However, we cannot assure you that we will continue to enjoy such tax benefits under the SSI Scheme in future. If such incentives expire, are terminated, or if the relevant authorities reject our entitlement under the SSI Scheme, our Company may not be able to avail such benefits.

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

As of June 30, 2018, our contingent liabilities that have not been provided for are as set out in the table below:

(₹ in million)

Particulars	As of June 30, 2018
Guarantee furnished by banks on our behalf	1,340.58
Letters of credit furnished by banks on our behalf	309.84
Service Tax under appeal	14.27
We had availed stamp duty exemption as available under the Chhattisgarh Industrial Policy, 2009 to 2014, subject to commencing of operations of the plant within a period of five years which could not be completed due to delay in land possession by the concerned state authority, against which the office of the collector of stamps, Baloda Bazar, Chhattisgarh has issued a demand notice on account of stamp duty (including interest and penalty). Since the delay was not due to any reasons attributable to us, the matter was appealed before the High Court of Chhattisgarh, which in turn has redirected the case to Revenue Court, Bilaspur, where the matter is pending to be decided.	4.43
The Commercial Taxes Department, West Bengal had directed that we are liable to pay entry tax of 1% on all imports in the state of West Bengal under the West Bengal Tax for Entry of Goods into Local Areas Act, 2012. This act was declared ultra vires by order dated June 24, 2013 of the High Court of Calcutta. We have filed a writ petition before the High Court of Calcutta seeking direction upon the sales tax authorities to forthwith rescind and / or forbear from giving any effect or further effect to the observation of imposing the entry tax. The petition stands disposed of. However, in view of latest judgment of the nine member bench of the Supreme Court and subsequent amendment in the West Bengal Tax On Entry Of Goods Into Local Areas Act, 2012, our management is of the view that we may have the liability of paying entry tax under the said act.	23.83
Gujarat Urja Vikash Nigam Limited ("**GUVNL**") filed a petition before the Gujarat State Commission for a downward revision of the tariff for the solar energy projects for all solar projects set-up in that state, including our project. The said petition was dismissed by the State Commission. GUVNL filed an appeal before the Appellate Tribunal for Electricity, Gujarat. The Appellate Tribunal also dismissed the petition filed by GUVNL by its order dated August 22, 2014. GUVNL has filed special leave petition before the Supreme Court which is pending.	-
The Government of Rajasthan had granted a 'Letter of Intent' ("**LOI**") dated December 31, 2014 for grant of mining lease of limestone in an area of 989.50 hectare. A review committee formed by the Government of Rajasthan had cancelled the LOI issued to various parties including us. We have appealed to the Revision Authority, Ministry of Mines, Government of India against such cancellation. The cancellation order was set aside and remanded back to the State Government. We have appealed before the High Court of Rajasthan against no action taken by the State Government as directed by the Revision Authority, Ministry of Mines, Government of India, which is pending.	-
Total	**1,692.95**

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations and financial condition. For details, see "***Financial Statements – Note 39 - Commitments and Contingent Liabilities***" on page 245.

47. Our Promoters and members of our Promoter Group together exert substantial voting control over our Company and will continue to do so after completion of the Offer, which may limit your ability to influence the outcome of matters submitted for approval of our shareholders.

As on the date of this Draft Red Herring Prospectus, our Promoters and members of our Promoter Group, together, hold 99.98% of the shareholding of the Company. Following the completion of the Offer, our Promoters and members of our Promoter Group will continue to hold substantial portion of our post-Offer Equity Share capital. As a result, they will have the ability to significantly influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association. We cannot assure you that our Promoters will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

48. ***Any future issuance of Equity Shares may dilute your shareholding, and sales of our Equity Shares by our Promoters and members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

We currently do not intend, or propose, to alter the capital structure of our Company or enter into any acquisitions, joint ventures or other arrangements such that it may need to raise further capital or alter its capital structure within a period of six months from the listing of Equity Shares pursuant to the Offer. However, in the event opportunities arise that may require us to raise further capital, it may, subject to compliance with applicable regulations and receipt of approvals, issue shares which may dilute the shareholding of the investors in this Offer.

Any future equity issuances by us could dilute the shareholding of investors in our Company and sales of Equity Shares by our Promoters and members of the Promoter Group, including in order to comply with minimum public shareholding requirements, could adversely affect the trading price of the Equity Shares. Such issuances, or the perception by potential investors that such issuances or sales might occur, could impact our ability to raise capital through an offering of our securities.

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

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, our ability to pay dividends may also be restricted by the terms of financing arrangements that we may enter into. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. We cannot assure you that we will be able to pay dividends in the future. For further details, see "***Dividend Policy***" on page 195.

50. ***Certain of our Group Companies have incurred losses in the preceding three financial years based on their last audited financial statements available.***

Our Group Companies, Raviraj Viniyog, Prabhakar Viniyog, New Way, Emami Natural Resources and Emami Power have incurred losses in the preceding three financial years. The details of the losses made by our Group Companies in the preceding three financial years based on their last audited financial statements is set out below. We cannot assure you that our Group Companies will not incur losses in the future.

(₹ in million)

Name of Group Company	Fiscal 2018	Fiscal 2017	Fiscal 2016
Raviraj Viniyog	(67.03)	(21.72)	(4.71)
Prabhakar Viniyog	(44.83)	(10.13)	(7.98)
New Way	(56.11)	(42.03)	(54.22)
Emami Natural Resources	-*	(0.21)	0.03
Emami Power	23.61	25.15	(1.00)

* *An application dated March 31, 2018 has been made by Emami Natural Resources before the RoC, for striking off its name, which is under process.*

51. ***Our Company will not receive any proceeds from the Offer for Sale and the objects of the Fresh Issue for which the funds are being raised are based on management estimates. Any variation in the utilization of our Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

The Offer includes an offer for sale of equity shares aggregating up to ₹ 5,000.00 million by the Selling

Shareholders. The proceeds from the Offer for Sale will be paid to Selling Shareholders and we will not receive any such proceeds. Our Company intends to primarily use the Net Proceeds of the Fresh Issue for repayment and prepayment of certain outstanding indebtedness and general corporate purposes, as described in "***Objects of the Offer***" on page 88. The plans are based on current management estimates and our Company may revise its management estimates from time to time and consequently its requirements may change. Any variation in the Objects of the Fresh Issue would require shareholders' approval and may involve considerable time or may not be forthcoming and in such an eventuality it may adversely affect our operations or business.

Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who dissent with our proposal to change the objects of the Offer, at a price and in the manner as specified in the Sections 13(8) and 27 of the Companies Act, 2013 and Chapter VI-A of the SEBI ICDR Regulations. The requirement on our Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may discourage our Promoters or our controlling shareholders from undertaking steps for the variation of the proposed utilisation of our Net Proceeds, even if such variation is in our interest. Further, we cannot assure you that our Promoters or the controlling shareholders will have adequate resources at their disposal at all times to enable them to provide an exit opportunity to the dissenting shareholders at the price specified in the SEBI ICDR Regulations.

In light of these factors, we may not be able to undertake any variation in objects of the Fresh Issue to use any unutilized proceeds of the Fresh Issue even if such variation is in our interest. This may restrict our ability to respond to any developments in our business or financial condition by re-deploying the unutilized portion of our Net Proceeds, if any, which may adversely affect our business and results of operations. Additionally, various risks and uncertainties, including those set forth in this section, may limit or delay our Company's efforts to use the Net Proceeds to achieve profitable growth in its business.

52. We have commissioned an industry report from CRISIL Research which has been used for industry related data in this Draft Red Herring Prospectus and such data has not been independently verified by us.

The information in this section and the sections entitled "***Summary of Industry***", "***Summary of Business***", "***Business***" and "***Industry Overview***" on pages 46, 50, 128 and 99, respectively includes information that is derived from the CRISIL Report. We commissioned this report for the purpose of confirming our understanding of the industry in connection with the Offer. Neither we, nor any of the BRLMs nor their associates or affiliates or any other person connected with the Offer has verified the information in the CRISIL Report. CRISIL has advised that, while it has taken due care and caution in preparing the report based on information obtained from sources which it considers reliable, it does not guarantee the accuracy, adequacy or completeness of the CRISIL Report or the data therein and is not responsible for any errors or omissions or for the results obtained from the use of Industry Report or the data therein. The CRISIL Report highlights certain industry and market data relating to the Company and its competitors. Such data is subject to many assumptions. 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 industry sources. Further, such assumptions may change based on various factors. We cannot assure you that CRISIL's assumptions are correct or will not change and accordingly our position in the market may differ from that presented in this Draft Red Herring Prospectus. Further, the CRISIL Report is not a recommendation to invest or disinvest in our Company or any company covered in the CRISIL Report. CRISIL has stated that it is not responsible for any loss or damage arising from the use of the CRISIL Report. You are advised not to unduly rely on the CRISIL Report when making your investment decision.

53. One of our Independent Directors is a director of a company which is engaged in same line of business activities as those undertaken by our Company, which may result in conflict of interest.

One of our Independent Directors, Sundaram Balasubramanian is an independent director of Sanghi Industries Limited, which is engaged in the business of cement manufacturing which may result in conflict of interest. Any such present and future conflicts may have a material adverse effect on our reputation, business and results of operations.

External Risk Factors

Risks Related to India

54. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. 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 market price of the Equity Shares.

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

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 services 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 (oil and oil products), 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, financial condition and cash flows. 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.

Further, our business largely depends upon the continued spending by the relevant Government agencies on housing and civil infrastructure projects, including the nature, scale, location and timing of the Government's public investment plans in the housing and civil infrastructure of India. These factors include the government's policy and priorities regarding different regional economies across India and the general condition and prospects of the overall economy of India. Any significant reduction in the Indian government's budget relating to housing or infrastructure spending could have a material and adverse effect on our business, financial position and results of operations.

56. The Indian tax regime is currently undergoing substantial changes which could adversely affect our business.

The goods and service tax ("**GST**") that has been implemented with effect from July 1, 2017 combines taxes and levies by the central and state governments into a unified rate structure, and replaces indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, cess and surcharge and excise that were being collected by the central and state governments. Any regulations implemented by the government relating to the collection of GST for past fiscal years, or increase in the GST rate, may have an adverse impact on our business and operations.

57. Investors may not be able to enforce a judgment of a foreign court against our Company.

Our Company is incorporated under the laws of India. Our Company's assets are primarily located in India and our Company's Directors and Key Management Personnel are residents of 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 against them judgments obtained in courts outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, 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 of the Indian Code of Civil Procedure, 1908 ("**CPC**"). 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 cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India.

The party in whose favor 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 in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with Indian public policy.

58. ***Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.***

Our financial statements as of and for the three months ended June 30, 2018 and Fiscals 2018, 2017 and 2016 have been prepared in accordance with Ind AS, while our financial statements as of and for the year ended March 31, 2015 and 2014 have been prepared in accordance with Indian GAAP. Accordingly, the degree to which the Ind AS and Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information may vary depending on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

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

Indian laws governing our corporate affairs and procedures, directors' fiduciary duties and liabilities, and shareholders' rights, may differ 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.

60. ***Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years, in particular has significantly declined in the year 2018, and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

61. ***You may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. As stipulated by the Finance Act, 2017, where no STT had been paid at the time of acquisition of such equity shares on or before October 1, 2004, the beneficial capital gains provisions under the Income Tax Act would not be available (except in specified cases). Prior to April 1, 2018, all long term capital gains on sale of listed security on stock exchange, subject to payment of STT, were exempt from tax. However, the Finance Act, 2018, has now levied taxes on such long term capital gains arising from sale of equity shares on or after April 1, 2018. However, where specified conditions are met, such long term capital gains are only taxed to the extent they exceed ₹ 100,000 and unrealised capital gains earned up to January 31, 2018 continue to be exempt.

Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is a resident. 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 Equity Shares. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to the payment of STT, on the sale of Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which our Equity Shares are sold.

Risks Related to the Equity Shares and the Offer

62. The Offer Price is not indicative of the market price of the Equity Shares and the trading volume and market price of the Equity Shares may be volatile following the Offer.

The Offer Price of the Equity Shares will be determined by the Company in consultation with the BRLMs through the book-building process. The Offer Price will be based on numerous factors, including the basic and diluted earnings per share, price earnings ratio in relation to the offer price per equity share based on face value, comparison with other listed industry peers (if any), and return on net worth as described under "***Basis for Offer Price***" on page 94, and may not be indicative of the market price for the Equity Shares after the Offer. Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the stock exchanges may not develop or be sustained after the Offer. The Offer Price of our Equity Shares may bear no relationship to the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter. The market price of our Equity Shares at such times may be subject to significant fluctuations in response to, among other factors, variations in the operating results, market conditions specific to the sector we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world. We cannot assure you that the investors will be able to resell their Equity Shares at or above the Offer Price.

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:

- 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 to our future financial performance, including financial estimates by research analysts and investors;
- changes in research analysts' recommendations;
- announcements by our Company or our competitors relating to significant acquisitions, strategic alliances, joint operations or capital commitments;
- any announcements 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. The market price of the Equity Shares may decline below the Offer Price, and investors may not be able to re-sell Equity Shares at or above the Offer Price, resulting in a loss of all or part of the investment.

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

Under the Companies Act, 2013 a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company may be reduced.

64. ***QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.***

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

65. ***Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of our Equity Shares.***

Foreign ownership of Indian securities is subject to Government regulation. In accordance with foreign exchange regulations currently in effect in India, under certain circumstances the RBI must approve the sale of the Equity Shares from a non-resident of India to a resident of India or vice-versa if the sale does not meet certain requirements specified by the RBI. Additionally, any person who seeks to convert the Rupee proceeds from any such sale into foreign currency and repatriate that foreign currency from India is required to obtain a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure investors that any required approval from the RBI or any other government agency can be obtained on terms favorable to a non-resident investor in a timely manner or at all. Because of possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline.

Prominent Notes:

- The Offer is of up to [●] Equity Shares, at an Offer Price of ₹ [●] per Equity Share for cash, including a premium of ₹ [●] per Equity Share, aggregating up to ₹ [●] million and is being made through the Book Building Process. The Offer comprises a Fresh Issue of [●] Equity Shares by our Company aggregating up to ₹ 5,000.00 million and an Offer for Sale of [●] Equity Shares aggregating up to ₹ 5,000.00 million by the Selling Shareholders. The Offer also includes the Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] million (which shall not exceed 5% of the post-Offer equity share capital of our Company). The Offer and the Net Offer constitute [●]% and [●]% of the post-Offer paid up equity share capital of our Company, respectively.

- Our net worth as on June 30, 2018 and March 31, 2018, as per our Restated Financial Statements included in this Draft Red Herring Prospectus is ₹ 7,936.84 million and ₹ 7,758.47 million, respectively. See "***Financial Statements***" on page 196.

- The net asset value per Equity Share as on June 30, 2018 and March 31, 2018, as per our Restated Financial Statements included in this Draft Red Herring Prospectus is ₹ 32.79 and ₹ 32.05, respectively. See "***Financial Statements***" on page 196.

- The average cost of acquisition per Equity Share by our Promoters/ Promoter Selling Shareholders as on date of this Draft Red Herring Prospectus, as certified by Agrawal Sanjay & Company, Chartered Accountants by their certificate October 12, 2018 is set out below:

Sr. No.	Name of the Promoters	Average cost of acquisition per Equity Share (in ₹)
1.	Dr. Radhe Shyam Agarwal	109.00
2.	Dr. Radhe Shyam Goenka	15.66
3.	Manish Goenka	15.59
4.	Aditya Vardhan Agarwal	15.77
5.	Harsh Vardhan Agarwal	15.77
6.	Mohan Goenka	15.59
7.	Bhanu Vyapaar	43.80
8.	Diwakar Viniyog	42.33
9.	Suntrack Commerce	41.77

- The average cost of acquisition per Equity Share by the Other Selling Shareholders as on the date of this Draft Red Herring Prospectus, as certified by Agrawal Sanjay & Company, Chartered Accountants by their certificate dated October 12, 2018 is set out below:

Sr. No.	Name of the Selling Shareholder	Average cost of acquisition per Equity Share (in ₹)
1.	Indu Goenka	15.59
2.	Jyoti Goenka	15.77
3.	Magnificent Vyapaar LLP	29.24
4.	Mansi Agarwal	15.77
5.	Prabhakar Viniyog	50.23
6.	Priti A Sureka	8.21
7.	Puja Goenka	15.77
8.	Rachana Goenka	15.77
9.	Rashmi Goenka	15.77
10.	Raviraj Viniyog	53.26
11.	Richa Agarwal	15.77
12.	Raj Kumar Goenka	12.01
13.	Santosh Goenka	6.47
14.	Shruti Goenka	15.77
15.	Suraj Viniyog	44.69
16.	Usha Agarwal	15.77

- There has been no change in the name of our Company at any time during the last three years immediately preceding the date of this Draft Red Herring Prospectus.

- There have been no financing arrangements whereby our Directors, any of their respective relatives, members of our Promoter Group or directors of our corporate Promoters, have financed the purchase by any other person of securities of our Company, other than in the ordinary course of the business of the financing entity, during the six months preceding the date of this Draft Red Herring Prospectus.

- For details of transactions between our Company and our Group Companies during the last Fiscal, including the nature and cumulative value of the transactions, see "***Related Party Transactions***" on page 195.

- For information regarding the business or other interests of our Group Companies in our Company, see "***Group Companies – Confirmations and Disclosure by our Group Companies – Interests and Common Pursuit***" and "***Related Party Transactions***" on pages 192 and 195, respectively.

Investors may contact the BRLMs that have submitted the due diligence certificate to SEBI or the Registrar to the Offer, for any complaints, pertaining to the Offer.

SECTION III – INTRODUCTION
SUMMARY OF INDUSTRY

*The information contained in this section is derived from the CRISIL report titled "Cement market Assessment for India and Eastern Region" dated October 2018, which has been commissioned by us. Neither we, nor any other person connected with the Offer has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. See "**Risk Factors – Internal Risk Factors - We have commissioned an industry report from CRISIL Research which has been used for industry related data in this Draft Red Herring Prospectus and such data has not been independently verified by us**" on page 39.*

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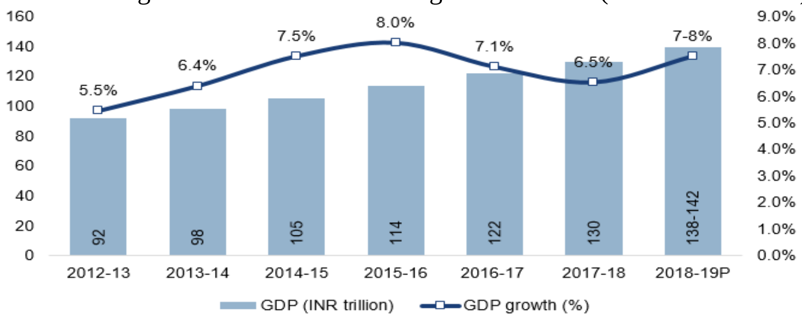
*Investors should note that this is only a summary description of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, prospective investors should read the entire Draft Red Herring Prospectus, including the information in the sections "**Risk Factors**", "**Industry Overview**", "**Business**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operation**" on pages 16, 99, 128 and 301 respectively. An investment in the Equity Shares involves a high degree of risk.*

Overview of the Indian Economy

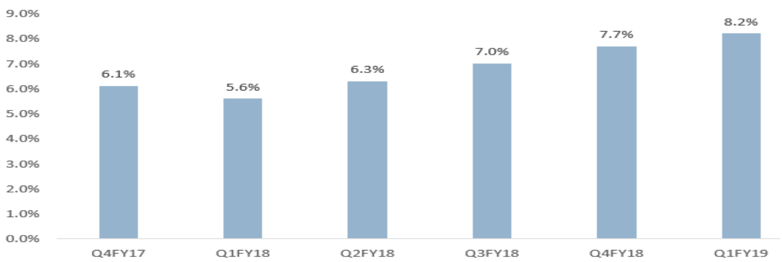
India adopted Fiscal 2012 as the new base year for calculating gross domestic product ("**GDP**"). With this base, its GDP increased to ₹ 130 trillion in Fiscal 2018 from ₹ 87 trillion in Fiscal 2012, at a compounded annual growth rate ("**CAGR**") of 6.9%. As per the Central Statistics Office, GDP growth in Fiscal 2018 was driven by faster growth in second half of the fiscal.

The following chart sets forth real GDP growth in India (Fiscal 2012 series):



Quarterly GDP growth has increased and is expected to increase growth to 7% to 8% in Fiscal 2019. However the growth could be affected if oil prices sustain at the current level. The growth revival in Fiscal 2019 is expected to be consumption-led, with support from investments. A normal monsoon in 2018, benign interest rates, return of pent-up demand and implementation of house rent allowance revisions at the state government level are expected to support growth, together with the government's support of the rural and infrastructure segments. Resolution of GST related errors and faster trade growth, supported by cyclical recovery in the global economy are expected to support India's exports. The recapitalisation of public sector banks is expected to allow funding support from banks and support growth.

The following table sets forth real GDP growth in India (% on year):



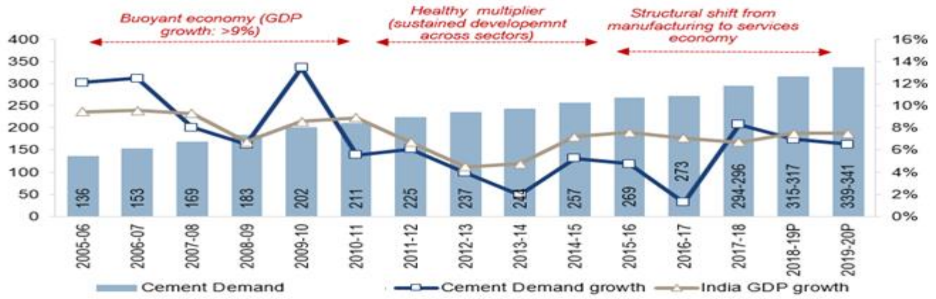
The increase in growth implies that the impact of demonetization is decreasing and that GST related issues are being addressed. Growth improvement appears to be broad-based, with both consumption and investment increasing.

Overview of India's Cement Industry

The Indian cement market is the second-largest in the world after China and accounts for 294 to 296 million metric tonnes per annum ("**MMTPA**") of cement demand in Fiscal 2018. Cement demand in India has grown at a CAGR of 4% to 5% over the last five years. Cement is a high-volume and low-value commodity. Transporting cement beyond a certain distance makes it unviable for end-users, thus making the cement industry largely regional in nature. Cement consumption varies region-wise because the supply and demand balance, per capita income and level of industrial development differ in each state and consequently, in each region. As a result, the share of imports (in local consumption) and exports (in local production) is negligible.

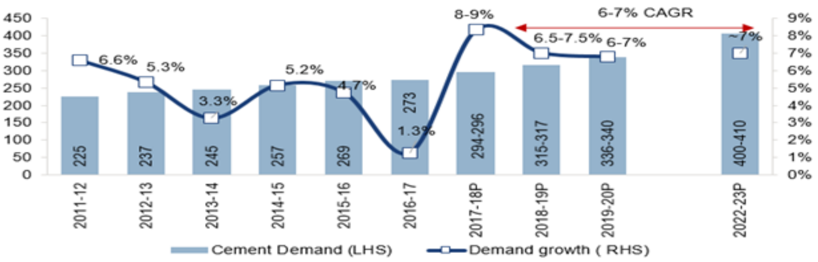
The cement industry in India has been growing at 1.2 times of GDP growth in last two decades. However, with continued decline in the investment-to-GDP ratio, there has been significantly lower capital formation in the economy. This, in turn, has reflected in the cement-to-GDP multiplier being consistently below 1.0 till Fiscal 2017. In Fiscal 2018, cement demand to GDP multiplier is estimated to touch 1.2, when cement demand grew faster than GDP. Though this level of multiplier is not sustainable, it signals the beginning of a healthy multiplier phase.

The following chart sets forth the historical and projected trends in India's cement demand (in MMTPA), cement demand growth and GDP growth:



In Fiscal 2018, cement demand is estimated to have grown by 8% to 9%, supported by the government's push for affordable housing, increased infrastructure spending and low base of the previous year. In Fiscals 2019 and 2020, cement demand is expected to have a year-on-year growth of approximately 6% to 8%. While demand in Fiscal 2019 is expected to be driven by pre-election spending and the low base of the first half of the fiscal, demand in Fiscal 2020 is expected to be driven by growth in the rural housing and infrastructure segments.

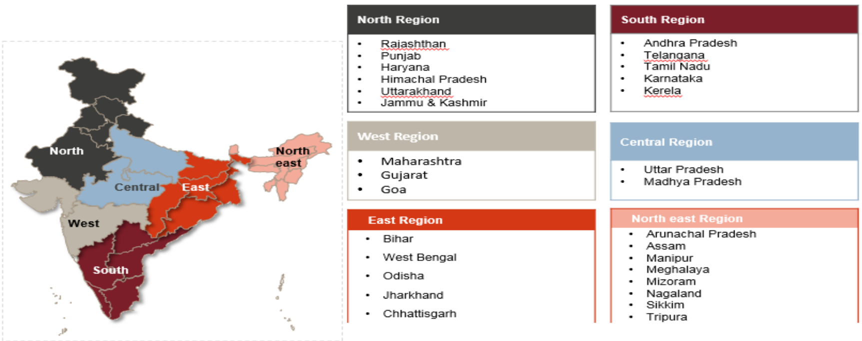
In the long term, cement demand is expected to grow at a CAGR of 6% to 7% over the Fiscals 2018 to 2023 as compared to a CAGR of 4% to 5% during Fiscals 2013 to 2018, led by a number of infrastructure investments. The following chart sets forth cement demand (MMTPA) and demand growth forecast:



Note: The number for Fiscal 2017 is revised.

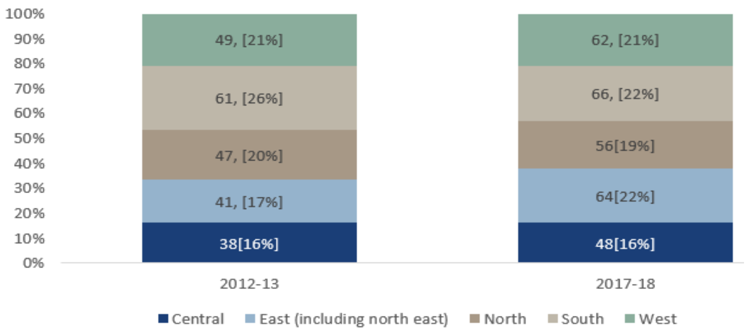
Region-Wise Outlook

The following chart sets forth the classification of regions for study:



Cement demand in India has estimated to have grown at a CAGR of 4% to 5% over the last five years, to 294 to 296 MMTPA in Fiscal 2018 from 237 MMTPA in Fiscal 2013. The cement demand growth nearly stopped, with a year-on-year growth of 1% in Fiscal 2017 due to demonetization. The years prior to Fiscal 2017 also witnessed slow growth due to subdued construction activity, especially in the housing segment. The demand is estimated to have increased in Fiscal 2018, recording a year-on-year growth of 8% to 9%, supported by low base, led by India's north, east (including north-east) and central regions. Problems in availability of sand in Rajasthan, Bihar, Uttar Pradesh and Tamil Nadu affected demand growth in first half of Fiscal 2018 and to a certain extent the third quarter of Fiscal 2018. The cement demand is estimated to have grown at 16% to 18% in the third quarter of Fiscal 2018, which is attributed to low base. The growth is expected to continue in the long-term. In the fourth quarter of Fiscal 2018, cement demand had a year-on-year growth of 8.3%, primarily driven by growth in India's north, east and central regions. Andhra Pradesh and Telangana have also witnessed growth in cement demand in the same period. India's southern region witnessed a slowdown in construction activity in Tamil Nadu, which in turn affected cement growth. India's eastern region recorded a growth in the same period, driven by an increase in affordable housing and demand from the infrastructure segment. Growth in India's eastern and central regions was also supported by low base. Thus, the southern region lost its market share to the eastern (including north eastern) region from Fiscal 2013 to Fiscal 2018.

The following chart sets forth the regional cement demand trend from Fiscal 2013 to Fiscal 2018 (in MMTPA):

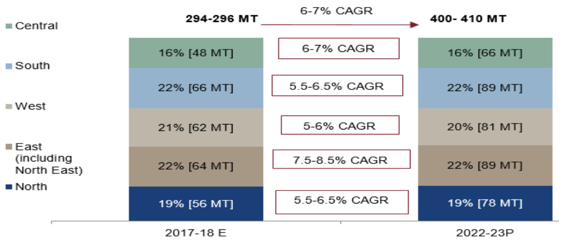


Notes: 1) Percentages may not add up to 100% due to the rounding off of numbers.

Cement demand is expected to grow by 6.5% to 7.5% in Fiscal 2019, with the eastern (including north eastern) and central regions leading growth. Pre-election spending is expected to support infrastructure-led activities and increase cement demand. Further, state elections in December 2018 in Rajasthan, Madhya Pradesh and Chhattisgarh are expected to accelerate growth in cement demand.

In terms of regional dynamics, while the eastern (including north eastern) region is expected to exhibit growth, the southern and western regions are expected to continue to remain under pressure.

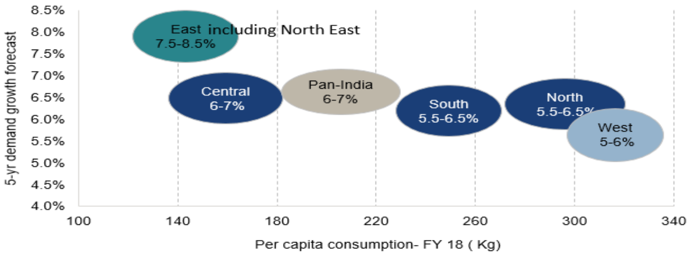
The following chart sets forth the projected shift in region-wise demand over the next five years:



Notes: 1) E- refers to estimated and P- refers to projected. 2) Percentages may not add up to 100% due to rounding off.

India's eastern region (including the north east) has the lowest per capita consumption followed by the central region. With the development of infrastructure and government initiatives (for housing such as the Pradhan Mantri Awas Yojana ("**PMAY**") initiative) largely focusing on the region, the growth is expected to outpace all other regions for the next five years.

The following chart sets forth the region-wise per capita annual consumption and demand growth forecast for Fiscals 2018 to 2023:



SUMMARY OF BUSINESS

*Investors should note that this is only a summary description of our business and does not contain all information that should be considered before investing in the Equity Shares. In order to obtain a complete understanding of our business, prospective investors should read this section in conjunction with "**Risk Factors**", "**Industry Overview**", and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 16, 99 and 301, respectively, as well as the financial, statistical and other information contained in this Draft Red Herring Prospectus.*

*The industry-related information contained in this section is derived from the CRISIL Report. For details of the states that comprise the North, East, North East, West, South and Central regions in India, see "**Industry Overview – Overview of India's Cement Industry – Region-Wise Outlook**" on page 101. We commissioned the CRISIL Report for the purposes of confirming our understanding of the industry in connection with the Offer. Neither our Company, nor any other person connected with the Offer, including the BRLMs, has independently verified the information in the CRISIL Report or other publicly available information cited in this section. See "**Risk Factors – Internal Risk Factors - We have commissioned an industry report from CRISIL Research which has been used for industry related data in this Draft Red Herring Prospectus and such data has not been independently verified by us**" on page 39.*

Overview

We are among the leading cement manufacturing companies in Eastern India. *(Source: CRISIL Report)* We established an installed manufacturing capacity of 5.60 million metric tonne per annum ("**MMTPA**") in our first two years of commercial operations, making us one of the fastest growing cement companies to achieve such feat amongst cement manufacturers operating in Eastern India. For the three months ended June 30, 2018, we had a market share of 5% in terms of cement sales volume, while our installed cement manufacturing capacity represented 6% of the total installed capacity in Eastern India (including North East) in Fiscal 2018. *(Source: CRISIL Report)* We currently operate three manufacturing plants and are in the process of setting up another plant, which subject to receipt of necessary approvals is expected to result in an aggregate installed capacity of 9.30 MMTPA of cement and 3.20 MMTPA of clinker by April 2019.

We have an integrated cement manufacturing plant situated at Risda in Chhattisgarh, which has an installed capacity of 3.20 MMTPA of clinker and 2.50 MMTPA of cement (the "**Risda Manufacturing Plant**"). We commenced commercial production at this plant in December 2016. Our other operational plant is a cement grinding plant at Panagarh in West Bengal, which has an installed capacity of 2.50 MMTPA of cement (with current approvals for production up to 2.00 MMTPA) (the "**Panagarh Manufacturing Plant**") and we commenced commercial production at this plant in December 2017. In September 2018, we acquired a cement grinding unit with an installed capacity of 0.60 MMTPA in Bhabua, Bihar (the "**Bhabua Manufacturing Plant**") and we are currently in the process of increasing its installed capacity to 1.80 MMTPA. We commenced commercial production at this plant in September 2018 and plan to increase its capacity to 1.80 MMTPA by March 2019.

We are currently in the process of setting up a cement grinding plant at Kalinganagar, Odisha, which will have an installed capacity of 2.50 MMTPA and subject to the receipt of necessary approvals, we expect this plant to commence commercial operations by April 2019 (the "**Kalinganagar Manufacturing Plant**").

Our manufacturing plants are strategically located in close proximity to the raw materials that we require for our operations and are well connected to our key markets by rail and road. We have a limestone mining lease adjacent to our integrated Risda Manufacturing Plant (the "**Risda Mining Unit**"), where we operate a fully mechanized open cast mine and are able to extract sufficient quantities of limestone for our current clinker production requirements. At our Risda Manufacturing Plant, we have a 30 MW captive coal based power plant and a 9 MW waste heat recovery system (with provisions to scale up the generation of power up to 12 MW, subject to the receipt of necessary approvals), which cater to our energy requirements. With a view to expand our geographic presence in India, we secured limestone reserves in Guntur, Andhra Pradesh (the "**Guntur Mining Unit**") by obtaining a mining lease. Further, we participated in non-coal auction and won two limestone blocks in Nagaur, Rajasthan and are awaiting execution of the mining leases. For further details of our mines, see "***Business - Raw Materials and Utilities - Limestone Supply and Reserves***" on page 139.

We have a wide portfolio of products which includes Portland Pozzolana Cement ("**PPC**"), Portland Slag Cement ("**PSC**"), 43 and 53 Grade Ordinary Portland Cement ("**OPC**") and composite cement. We primarily sell our cement to retail and institutional customers in the states of West Bengal, Chhattisgarh, Odisha, Jharkhand, Bihar, Maharashtra and Madhya Pradesh. For the three months ended June 30, 2018, the sale of OPC and blended cement (comprising PPC and PSC) constituted 17.93% and 82.07% of our total cement sales volume, respectively, while for Fiscal 2018, they comprised and 21.12% and 78.88% of our total cement sales volume, respectively.

We market all our products under the 'Emami Double Bull' brand. Our OPC, PPC and PSC are sold as 'Emami Double Bull', our premium PPC offering is sold under the brand 'Emami Double Bull MASTER', while our premium PSC offering is sold under the brand 'Emami Double Bull Subh'. We sell our products to institutional customers directly under the 'PROCEM' brand. We have set up regional marketing offices in Raipur, Patna, Dhanbad, Bhubaneshwar and Kolkata to improve our market share in such markets. We serve our retail clients through a distribution network that comprised over 2,200 dealers and over 5,000 retailers enabling us to sell our products in approximately 160 districts in India, as of June 30, 2018. In addition, we have set up 110 warehouses cum sale depots at strategic locations to ensure the efficient distribution of our products. We also sell our products to institutional clients, which include companies such as Simplex Infrastructures Limited, Nuvoco Vistas Corporation Limited and Bengal Shapoorji Housing Development Private Limited. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, sales to retail customers accounted for 63.19%, 61.00% and 66.50% of our total cement sales, respectively, while sales to institutional customers accounted for 36.81%, 39.00% and 33.50% of our total cement sales, respectively.

Our Company was awarded the 'Brand of the Decade 2018' award in the cement category by ERTC Media and the 'Brand of the Year – Cement Segment' award for excellence in building and construction at the National Awards for Marketing Excellence by the Times Network in 2018.
We are a part of the Emami group, which was founded by Dr. Radhe Shyam Agarwal and Dr. Radhe Shyam Goenka. The Emami group has an established presence in the Indian market, and has diversified its presence across varied sectors such as consumer goods, newsprint and packaging boards manufacturing, edible oil and biodiesel, real estate, ballpoint tip manufacturing, pharmacy stores, cement, solar power and contemporary art.

For the three months ended June 30, 2018 and Fiscals 2018 and 2017, our total income was ₹ 4,735.27 million, ₹ 10,270.33 million and ₹ 1,896.78 million, respectively. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, we sold an aggregate of 1,107,796 MT, 2,302,518 MT and 375,798 MT of cement, respectively.

Our Competitive Strengths

Our principal competitive strengths are as follows:

One of the Leading Cement Manufacturing Companies in Eastern India with Ability to Scale-up Quickly

We commenced commercial production in December 2016 at our Risda Manufacturing Plant. In December 2017, we commenced the commercial production of cement at our Panagarh Manufacturing Plant. We established a manufacturing capacity of 5.60 MMTPA in our first two years of commercial operations, making us one of the fastest growing cement companies to achieve such feat among cement manufacturers operating in Eastern India. *(Source: CRISIL Report)* In September 2018, we acquired our Bhabua Manufacturing Plant and we are currently in the process of increasing its installed capacity to 1.80 MMTPA. We are also in the process of setting up our Kalinganagar Manufacturing Plant. With this expansion and receipt of necessary approvals, the aggregate installed capacity of our four plants is expected to reach 9.30 MMTPA of cement and 3.20 MMTPA of clinker by April 2019, catering primarily to Eastern and Central India.

We have demonstrated our ability to scale up our operations in a time and cost efficient manner resulting in a rapid increase in our cement sales volumes and market share. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, we sold an aggregate of 1,107,796 MT, 2,302,518 MT and 375,798 MT of cement, respectively. The market share of our products in Eastern India has increased from 1% for Fiscal 2017 to 4% for Fiscal 2018 and reached 5% for the three months ended June 30, 2018. *(Source: CRISIL Report)* We have substantially expanded our distribution network, which comprised over 1,250 dealers and over 2,500 retailers, as of June 30, 2017, to over 2,200 dealers and over 5,000 retailers, as of June 30, 2018. The extent of our distribution network, and our relationships with our dealers and retailers, enables us to market and distribute our products widely and efficiently. Our customer base also includes institutional clients such as Simplex Infrastructures Limited, Nuvoco Vistas Corporation Limited and Bengal Shapoorji Housing Development Private Limited. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, sales to retail customers accounted for 63.19%, 61.00% and 66.50% of our total cement sales, respectively, while sales to institutional customers accounted for 36.81%, 39.00% and 33.50% of our total cement sales, respectively.

Strategically Located and Well Connected Manufacturing Plants

Our manufacturing plants are strategically located in close proximity to raw material sources and consumption centers. We follow a strategy of split grinding where grinding units are set up closer to end-use markets and raw material sources enabling us to manufacture and sell cement in a cost efficient manner. Our Risda Manufacturing Plant is located approximately 70 kms from Raipur, which is the capital of Chhattisgarh. We obtain limestone for clinker production from our Risda Mining Unit where we operate a fully mechanized limestone mine. For further details, see "***Business - Raw Materials and Utilities - Limestone Supply and Reserves***" on page 139. Our Panagarh Manufacturing Plant is located approximately 150 kms from Kolkata, which is the capital of West Bengal and is approximately 800 kms away from our Risda Manufacturing Plant, enabling the cost effective transport of clinker. Our Kalinganagar and Bhabua Manufacturing Plants are also located in proximity to major consumption centers and are at a distance of approximately 600 kms from our Risda Manufacturing Plant.

We have entered into contracts, which typically range between one to five years, to source our fly ash requirement from thermal power plants located within a radius of 150 kms from our Risda Manufacturing Plant and have also entered into similar arrangements for our Panagarh Manufacturing Plant. We have entered into fuel supply agreements for a period of five years for the procurement of coal in Chhattisgarh, which enables us to optimize our overall fuel costs. We also use pet coke for our manufacturing operations, which we source domestically and from international markets. In addition, all our plants are located in the vicinity of state and national highways. The strategic location of our plants allows us to be in close proximity to raw materials and our customers, thus optimizing time to serve the market, increasing operating efficiencies, reducing operating costs and further improving our competitive position.

Modern Plants and Cost-Efficient Manufacturing Capabilities

Our integrated Risda Manufacturing Plant has an installed capacity of 3.20 MMTPA of clinker and 2.50 MMTPA of cement, with modern cement manufacturing capabilities. We have installed a vertical roller mill manufactured by GEBR. PFEIFFER SE, Germany for raw meal grinding, a double string preheater with inline-low NOx-calciner and a cross bar cooler, which along with our kiln, were designed and manufactured by FLSmidth Private Limited, Denmark. We have also set up a robotic laboratory at this plant and a cross-belt analyzer, which enable us to produce good quality of clinker and cement consistently. The cross-belt analyzer helps us monitor the quality of limestone that is used in our manufacturing operations on a real time basis, while the robotic lab automatically checks the quality of raw materials, clinker and cement manufactured. We have set up a 9 MW waste heat recovery system (with provisions to scale up the generation of power up to 12 MW, subject to the receipt of necessary approvals) manufactured by LNV Technology Private Limited, which utilizes waste heat generated from the clinker manufacturing process and converts it to steam to generate power for our operations. In addition, we have set up a 30 MW captive coal based power plant making our Risda Manufacturing Plant efficient in terms of electrical energy consumption. We source almost all of our electrical energy requirement for our Risda Manufacturing Plant from our captive power plant and waste heat recovery system. Our integrated operations at our Risda Manufacturing Plant allow us to capture a greater portion of the cement value chain, maintain our cost competitiveness and produce good quality clinker for the manufacturing of cement.

Our Panagarh Manufacturing Plant has an installed capacity of 2.50 MMTPA of cement (with current approvals for production up to 2.00 MMTPA) and we are the largest cement manufacturing company in West Bengal, in terms of installed capacity. *(Source: CRISIL Report)* At this plant, we manufacture PSC using a separate grinding principle where slag and clinker are ground separately and then blended proportionately, enabling us to manufacture high quality PSC at optimal cost. We also produce PPC, OPC and composite cement at this plant.
We have implemented technical know-how and developed expertise in our operations, which has enabled us to have a lower production cost per tonne than large cement manufacturers across India during the three months ended June 30, 2018 and Fiscal 2018. *(Source: CRISIL Report)* We have been focused on managing our manufacturing costs and enhancing manufacturing efficiencies, thereby improving key performance indicators, such as electrical and thermal energy consumption, efficiency of equipment including our raw mill, kiln and cement mill, and clinker conversion ratio. As a result, we had a lower power and fuel cost per ton for the three months ended June 30, 2018 than other large and mid-sized cement manufacturers in India. (*Source: CRISIL Report*) For the three months ended June 30, 2018 and Fiscals 2018 and 2017, the utilization levels for our clinker facility at our Risda Manufacturing Plant were 98.89%, 66.62% and 38.94%, while for our cement grinding unit were 116.56%, 76.89% and 44.15%, respectively. For the three months ended June 30, 2018 and Fiscal 2018, the utilization levels for our Panagarh Manufacturing Plant were 84.51% and 62.79%, respectively. In contrast, the average operating levels for Eastern India (including North East) were 66% and 68% for Fiscal 2017 and Fiscal 2018, respectively, according to the CRISIL Report. Our clinker to cement ratio was 65.73%, 66.81% and 66.93%

for our Risda Manufacturing Plant for the three months ended June 30, 2018 and Fiscals 2018 and 2017, respectively, while it was 57.63% and 52.89% for our Panagarh Manufacturing Plant for the three months ended June 30, 2018 and Fiscal 2018, respectively. Given our higher proportion of PSC and PPC sales, we have a lower clinker to cement ratio compared to national average of 70% to 75%, according to the CRISIL Report. In addition, we use a modern dry manufacturing process at our Risda Manufacturing Plant, which reduces energy consumption. Our captive power consumption as percentage of our power consumption at our Risda Manufacturing Plant was 99.51%, 91.35% and 74.29% for three months ended June 30, 2018 and Fiscal 2018 and 2017, respectively.

Further, the proximity of our plants to key raw materials enables us to reduce our manufacturing costs. We currently source all our limestone requirement from our Risda Mining Unit, which is adjacent to our Risda Manufacturing Plant and we are also able to procure fly ash and coal from sources close to our plants.

Strong Parentage and Established Brand

We are a part of the Emami group, which is among India's prominent corporate groups and has diversified its presence across varied sectors such as consumer goods, newsprint and packaging boards manufacturing, edible oil and biodiesel, real estate, ballpoint tip manufacturing, pharmacy stores, cement, solar power and contemporary art. We believe that the 'Emami' brand is recognizable in India due to its long established presence and the diversified businesses in which the group operates. We market all our products under the 'Emami Double Bull' brand. Our OPC, PPC and PSC is sold under the brand 'Emami Double Bull Cement', our premium PPC offering is sold under the brand 'Emami Double Bull MASTER', while our premium PSC offering is sold as 'Emami Double Bull Subh'. We sell our products to institutional customers under the 'PROCEM' brand. Our Company was awarded the 'Brand of the Decade 2018' award in the cement category by ERTC Media and the 'Brand of the Year – Cement Segment' award for excellence in building and construction at the National Awards for Marketing Excellence by the Times Network in 2018. The strong recall of the 'Emami' brand has allowed us to create a large and diverse customer base and facilitated our ability to market new products. According to the CRISIL Report, the average selling price of cement during the three months ended June 30, 2018 was ₹ 350 (for a 50 kg bag) in Eastern India among Category A companies, while we were able to sell our cement in Eastern India for the same average price during the period, within two years of commercial production. In addition, our association with the 'Emami' brand provides us with a competitive advantage in attracting talent, benefiting from its pan-India distribution network and exploring potential business opportunities.

Experienced Management Team

We have a strong management team with considerable industry experience. Our Promoters Aditya Agarwal and Manish Goenka are also on the board of directors our Company. Manish Goenka is the Executive Chairman of our Company and is responsible for business development, corporate strategic planning and finance in our Company. Vivek Chawla, our Whole-time Director and Chief Executive Officer has over 30 years of experience in the cement industry. Rajiv Thakur, our Chief Financial Officer and Vinit Tiwari, our Chief Marketing Officer have considerable experience in the cement industry. We also have a qualified management team for implementing our business strategies and identifying new opportunities with experience in the cement industry, including in the areas of manufacturing, quality control, sales and marketing. We believe that our experienced management team positions us well to capitalize on future growth opportunities.

Strategies

The principal elements of our business strategy are as follows:

Capitalize on the Growth in the Demand for Cement in East India

According to the CRISIL Report, demand for cement in Eastern India (including North East) is set to grow at the fastest pace in India till 2023 and we are well positioned to benefit from the increase in cement consumption in our markets. According to the CRISIL Report, global cement production has been growing at a CAGR of approximately 2% for the past five years and stood at approximately 4.2 billion MT during the calendar year 2017. The Indian cement market is the second largest in the world after China and accounts for 294 to 296 MMTPA of cement demand. Cement demand in India has grown at a CAGR of 4% to 5% over last five years, reaching 294 to 296 MMTPA in Fiscal 2018.

Cement demand in Eastern India (including North East), which accounted for 17% of the total demand in Fiscal 2013, accounted for 22% of total demand in India in Fiscal 2018. However, Eastern India (including North East) still has the lowest per capital consumption of cement in India. In the long-term, cement demand in Eastern India (including North East) is expected to outpace most other regions and grow at a CAGR of 7.5% to 8.5% between Fiscal 2018 and Fiscal 2023. This would be largely backed by government induced spending on physical and social infrastructure. Further, an uptick in infrastructure investments is also expected via key projects such as the Eastern Dedicated Freight Corridor in Bihar, Jharkhand and West Bengal; metro projects in Kolkata, Patna, Ranchi; smart city related development in Odisha, West Bengal, Jharkhand, Bihar, Chhattisgarh; and several other road and highway projects. Industrial demand is also expected to be healthy on account of investments by the Government and private entities in the information technology, railway, power and steel sectors. *(Source: CRISIL Report)* We believe that we are well positioned to capitalize on such demand on account of our manufacturing and distribution capabilities, access to raw materials and recognizable brand.

Grow and Optimize Existing Manufacturing Capacity

We are currently in the process of setting up the Kalinganagar Manufacturing Plant, which we expect would commence commercial operations by April 2019. In September 2018, we acquired the Bhabua Manufacturing Plant and are in the process of increasing its installed capacity to 1.80 MMTPA. We commenced commercial production at this plant in September 2018 and plant to increase its capacity to 1.80 MMTPA by March 2019. As of June 30, 2018, we had incurred capital expenditure of ₹ 4,112.12 million for these two plants. For our grinding unit in Bhabua, Bihar that we recently acquired and commenced commercial operations at, we will apply our management model and cement know-how in order to bring the acquired assets to operating standards similar to our existing plants. We expect that our expansion plans will allow us to meet the anticipated increase in cement demand in the future, enable us to supply growing markets more efficiently and drive profitability.

Our Risda Manufacturing Plant currently has an installed capacity of 3.20 MMTPA of clinker, which we intend to expand to 5.00 MMTPA in the future. In addition, we are in the process of setting up a mineral dressing and scrubbing system at our Risda Manufacturing Plant, which will enable us to recover a higher proportion of limestone for the manufacture of clinker. Our operations team adopts best practices in line with industry standards across our manufacturing plants and we intend to effectively manage our operations, maintain strict operational controls and enhance customer service levels.

Promote Our Brand and Strengthen and Expand Distribution Network

Our brand is one of our key strengths and we believe that our customers and distributors associate our brand with trusted and good quality products. We intend to continue to leverage the goodwill of our brand to differentiate us from our competitors, enhance relationships with existing customers and seek new customers. We intend to continue to use various media channels to promote our brands including placing advertisements and commercials on television, newspapers, hoardings and on digital media.

We intend to strengthen and expand our distribution network to increase our sales volumes. While we currently have a structured distribution network to cater to our retail and institutional customers, we constantly seek to grow our product reach to under-penetrated geographies. We also seek to improve the penetration of our products in markets in which we are currently present and widen the portfolio of our products available in those markets. As part of our sales and distribution strategy, we continue to evaluate potential sales growth drivers for specific products and regularly identify specific states and regions in India to focus our sales efforts. We intend to focus on increasing the sales of our Subh Premium Slag Cement and Master Premium PPC Cement and increase sales to retail customers, as we are able to realize higher margins for such products and through sales to retail customers. We also intend to promote the sales of our products in the states of Uttar Pradesh and Bihar.

We seek to add additional dealers and retailers to enhance our sales and distribution network and undertake initiatives to strengthen our relationships with them by offering them sustainable business opportunities and provide training and advice on marketing and sales techniques and inventory management. We are also focusing on increasing customer awareness of our products by providing training and workshops for influencers such as masons and civil engineers. We intend to educate retailers and end-consumers on our products' attributes, with a view to enhance brand value and be able to increase realizations for our products, thereby improving our margins.

Improve Cost Efficiency

We expect cost leadership to be a key enabler for us to increase the market share of our products and improve our margins and we will continue to implement measures to reduce our operating costs and improve operational efficiencies. We commissioned a railway siding at our Panagarh Manufacturing Plant in September 2018 and are in the process of setting up a railway siding at our Risda Manufacturing Plant to reduce our transport costs. We are also in the process of setting up additional clinker silos, additional truck loading machines and weigh bridges to reduce the turnaround time of trucks, bulk cement loading systems and diesel generator sets. As of June 30, 2018, we had incurred capital expenditure of ₹ 1,095.54 million for setting up railway sidings at our Risda and Panagarh Manufacturing Plants. We also intend to set up a rail siding at our Bhabua Manufacturing Plant. As the number of our operational manufacturing plants increase, we will employ economies of scale to optimize our costs. We will continue to evaluate our manufacturing and distribution costs and develop new cost-reduction strategies, including shifting manufacturing between plants that have different costs in order to optimize manufacturing levels as a result of eventual changes in demand. In order to increase our sales volumes, we have engaged a leading consultancy firm and launched a project known as 'Sprint'. Through this project, we seek to increase sales volumes to our retail and institutional customers, improve logistics services, enhance core sale processes and optimize costs.

Grow Through Acquisitions and Expand Operations to Other Geographies

We intend to continue to further expand our operations through the acquisition of companies or assets in high-growth markets and we will evaluate such opportunities, keeping in view our strategy to grow and develop our market share. For example, in September 2018, we acquired a grinding unit with an installed capacity of 0.60 MMTPA in Bhabua, Bihar and we are currently in the process of increasing its installed capacity to 1.80 MMTPA. We continue to consider opportunities for inorganic growth, such as through mergers and acquisitions, if, among other things, they are likely to:

- consolidate our market position;
- achieve operating leverage in key markets by unlocking potential efficiency and synergy benefits;
- increase our sales and distribution network; and
- strengthen our cost competitiveness in the market.

In addition, with a view to expand our geographic presence in India, we entered into a limestone mining lease in Guntur, Andhra Pradesh. Further, we have obtained approvals for the mining plans submitted for two limestone mines in Nagaur, Rajasthan and are awaiting execution of the mining leases. For further details of our mines, see "***Business - Raw Materials and Utilities - Limestone Supply and Reserves***" on page 139. We have also purchased certain parcels of land for the mine and setting up a plant in Guntur, Andhra Pradesh.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from the Restated Financial Statements, as at and for the three months ended June 30, 2018 and Fiscals 2018, 2017, 2016, 2015 and 2014.

The Restated Financial Statements referred to above are presented under "***Financial Statements***" on page 196. The summary financial information presented below should be read in conjunction with "***Financial Statements***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 196 and 301, respectively.

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Emami Cement Limited

RESTATED IND AS SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in Million)

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
ASSETS				
Non-Current Assets				
Property, Plant and Equipment	23,221.75	22,846.50	19,191.63	4,088.81
Capital Work In Progress	6,253.59	4,477.58	4,170.70	13,847.63
Intangible Assets	161.39	164.29	176.71	75.58
Deferred tax Assets (Net)	1,706.83	1,431.07	661.43	-
Financial Assets				
Loans	59.88	60.85	178.00	6.95
Other Financial Assets	52.45	47.93	18.83	61.77
Non Current tax assets	23.14	21.20	12.09	8.13
Other Non-Current Assets	1,069.01	493.65	938.85	614.71
Total Non-Current Assets	**32,548.04**	**29,543.07**	**25,348.24**	**18,703.58**
Current Assets				
Inventories	1,975.34	2,084.03	1,029.98	0.71
Financial Assets				
Investments	71.46	327.11	298.65	48.44
Trade Receivables	1,218.58	787.44	232.38	24.32
Cash and Cash Equivalents	179.29	231.63	682.84	371.95
Other Bank Balance	423.28	958.02	367.64	341.43
Loans	473.43	169.35	-	61.00
Other Financial Asset	276.33	143.02	3.83	6.61
Other Current Assets	1,433.13	1,739.34	1,463.39	991.39
Total Current Assets	**6,050.84**	**6,439.94**	**4,078.71**	**1,845.85**
Total Assets	**38,598.88**	**35,983.01**	**29,426.95**	**20,549.43**
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	2,420.75	2,420.75	2,420.75	2,237.25
Other Equity	5,516.09	5,337.72	6,112.07	4,681.47
	7,936.84	**7,758.47**	**8,532.82**	**6,918.72**
Non-Current Liabilities				
Financial Liabilities				
Long Term Borrowings	21,047.98	19,495.40	15,883.92	11,738.44
Other Financial Liabilities	297.10	319.77	551.26	-
Other Non-Current Liabilities	720.83	566.16	152.05	-
Long-Term Provisions	23.71	22.14	14.75	6.76
Total Non-Current Liabilities	**22,089.62**	**20,403.47**	**16,601.98**	**11,745.20**
Current Liabilities				
Financial Liabilities				
Short - Term Borrowings	2,055.90	1,529.00	1,123.49	410.00
Trade Payables	1,617.87	1,118.93	751.99	84.31
Other Financial Liabilities	3,257.84	3,269.40	1,272.94	781.72
Other Current Liabilities	1,609.88	1,867.62	1,114.63	584.24
Short - Term Provisions	30.93	36.12	29.10	25.24
Total Current Liabilities	**8,572.42**	**7,821.07**	**4,292.15**	**1,885.51**
Total Liabilities	**30,662.04**	**28,224.54**	**20,894.13**	**13,630.71**
Total Equity and Liabilities	**38,598.88**	**35,983.01**	**29,426.95**	**20,549.43**

Emami Cement Limited

RESTATED IND AS SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in Million)

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
I INCOME				
Revenue from Operations	4,538.44	10,055.48	1,879.63	253.46
Other Income	196.83	214.85	17.15	64.89
Total Income	**4,735.27**	**10,270.33**	**1,896.78**	**318.35**
II EXPENSES				
Cost of Materials Consumed	1,147.31	1,421.07	624.28	-
Excise Duty Expenses	-	314.60	219.38	-
Change in inventories of finished goods and work -in-progress	(190.74)	(23.96)	(376.89)	(0.38)
Employee Benefit Expense	161.76	483.70	184.19	6.76
Other Expenses	3,032.07	7,372.99	1,577.03	45.24
Total Expenses	**4,150.40**	**9,568.40**	**2,227.99**	**51.62**
III Earnings before interest, depreciation, amortisation & tax (I-II)	**584.87**	**701.93**	**(331.21)**	**266.73**
Finance Income	2.76	13.10	15.08	2.84
Finance costs	394.22	1,374.22	468.26	86.67
Depreciation and amortisation expense	290.54	899.71	257.58	103.37
IV Profit/(loss) before tax	**(97.13)**	**(1,558.90)**	**(1,041.97)**	**79.53**
V Tax Expense				
Current Tax	-	-	-	4.05
Deferred Tax	276.55	773.22	661.43	-
VI Profit / (Loss) for the period (IV-V)	**179.42**	**(785.68)**	**(380.54)**	**75.48**
VII Other Comprehensive Income (OCI)				
A Items that will not be reclassified to Statement of Profit and Loss				
Remeasurements of Defined Benefit Plan	2.22	12.45	(0.13)	(0.28)
Income Tax Effect	(0.78)	(3.59)	0.04	-
Other comprehensive income/(loss) for the period	**1.44**	**8.86**	**(0.09)**	**(0.28)**
VII Total Profit/(Loss) including Comprehensive Income for the Year	**180.86**	**(776.82)**	**(380.63)**	**75.20**
VIII Earning per Equity Share of Rs.10 each (in ₹)	**0.74**	**(3.25)**	**(1.65)**	**0.41**

Emami Cement Limited

RESTATED IND AS SUMMARY STATEMENT OF CASH FLOWS

(₹ in Million)

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
(A) Operating Activities				
Restated Profit / (Loss) Before Tax including Other Comprehensive income / (loss)	**(95.69)**	**(1,550.04)**	**(1,042.06)**	**79.25**
Adjustments for :				
Depreciation and Amortisation Expense	290.54	899.71	257.58	103.37
Pre- Operative Expenses	(2.48)	2.48	-	-
Foreign Exchange (gain)/Loss	(11.79)	29.77	26.95	-
Profit on Sale of Property, Plant and Equipment	(0.01)	(0.03)	(0.00)	-
Profit on sale of Investments	(5.47)	(10.22)	(10.99)	(5.53)
Gain on settlement of security deposit	-	-	(0.09)	-
Remeasurement of defined benefit plan	(1.44)	(8.86)	0.09	0.28
MTM gain on forward contracts	-	(57.29)	-	(58.71)
Net (gain)/loss fair valuation of investments through profit & loss	3.37	(3.92)	(0.38)	(0.11)
Finance Income	(2.76)	(13.10)	(15.08)	(2.84)
Finance Cost	394.22	1,374.22	468.26	86.67
Operating Profit/(Loss) Before Working Capital Changes	**568.49**	**662.71**	**(315.73)**	**202.38**
Working Capital Adjustments:				
(Increase)/Decrease in Trade receivables	(431.14)	(555.06)	(208.06)	21.02
(Increase)/Decrease in Inventories	108.68	(1,054.05)	(1,029.27)	(0.38)
(Increase)/Decrease in financial assets	(132.20)	(223.71)	(19.58)	(48.54)
(Increase)/Decrease in current assets	306.20	(276.54)	(325.63)	379.77
(Increase)/ Decrease in non-current assets	(575.36)	445.80	(470.51)	(675.62)
Increase/(Decrease) in financial liability	49.17	(463.42)	633.57	534.49
Increase/(Decrease) in current liabilities	(109.70)	449.22	530.38	13.95
Increase/(Decrease) in Provisions	(3.63)	14.42	11.74	13.58
Increase/(Decrease) in Long Term Loans and Advances	-	-	-	(2.14)
Increase/(Decrease) in Trade payables	499.99	1,552.19	427.04	8.84
Cash Generated from/ (used in) Operating Activities	**280.51**	**551.56**	**(766.04)**	**447.35**
Income Tax Paid	(1.94)	(9.11)	(3.96)	(2.06)
Net Cash Flows from/ (used in) Operating Activities	**278.57**	**542.45**	**(770.00)**	**445.29**
Investing Activities				
Purchase of Property, Plant And Equipment	(2,440.39)	(4,837.35)	(5,875.23)	(8,907.17)
Sale of Property, Plant And Equipment	0.01	0.03	0.08	-
Loans to Bodies Corporate	(300.00)	-	-	-
(Purchase)/Sale of Investments	261.11	(14.33)	(238.84)	(42.81)
(Purchase)/Sale of Fixed deposit	178.38	(27.62)	22.24	(120.83)
Finance income received	4.58	11.64	13.17	1.76
Net Cash Flows from/ (used in) Investing Activities	**(2,296.31)**	**(4,867.63)**	**(6,078.58)**	**(9,069.05)**

Emami Cement Limited

RESTATED IND AS SUMMARY STATEMENT OF CASH FLOWS

(₹ in Million)

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Financing Activities				
Finance cost paid	(480.13)	(1,281.33)	(251.95)	249.62
Proceeds from issue of share capital	-	-	2,000.15	2,416.25
Loan refund received	-	-	-	22.51
Proceeds from Long-term borrowings	1,564.38	5,309.27	4,759.76	5,653.62
Proceeds from Short term borrowings	526.90	790.51	328.49	360.00
Net Cash Flows from/ (used in) Financing Activities	**1,611.15**	**4,818.45**	**6,836.45**	**8,702.00**
Net Increase/ (Decrease) in				
Cash and Cash Equivalents (A+B+C) :	**(406.59)**	**493.27**	**(12.13)**	**78.24**
Add: Cash and cash equivalents at the beginning	878.87	385.60	397.74	319.50
Cash and Cash Equivalents at period/ year end	**472.28**	**878.87**	**385.60**	**397.74**

Note:

For the purpose of Restated Ind As Summary Statement Of Cash Flows cash and cash equivalents comprises the following :-				
Cash and Cash Equivalents (Refer Annexure V, Note - 13)	179.29	231.63	682.84	371.95
Add: Deposits with maturity less than three months (Refer Annexure V, Note - 14)	292.99	647.24	87.76	25.78
Less: Bank Overdraft (Refer Annexure V, Note - 24)	-	-	385.00	-
Cash and Cash Equivalents at period/ year end	**472.28**	**878.87**	**385.60**	**397.74**

RESTATED STATEMENT OF ASSETS AND LIABILITIES AS PER INDIAN GAAP

(₹ in Million)

Particulars	As at 31st March 2015	As at 31st March 2014
I. EQUITY AND LIABILITIES		
(1) Shareholder's Funds		
(a) Share Capital	1,754.00	820.36
(b) Reserves and Surplus	2,728.15	469.06
	4,482.15	**1,289.42**
(2) Non-Current Liabilities		
(a) Long Term Borrowings	4,731.15	2,544.11
(b) Other Long Term Liabilities	736.01	0.10
(c) Long Term Provisions	8.40	4.13
	5,475.56	**2,548.34**
(3) Current Liabilities		
(a) Short Term Borrowings	50.00	1,108.00
(b) Trade Payables	897.22	7.83
(c) Other Current Liabilities	287.84	327.14
(d) Short Term Provisions	10.51	18.12
	1,245.57	**1,461.09**
Total	**11,203.28**	**5,298.85**
II.Assets		
(1) Non-Current Assets		
(a) Fixed Assets		
(i) Tangible Assets	3,504.21	3,356.55
(ii) Intangible Assets	73.85	74.86
(iii) Capital Work-in-Progress	5,786.68	1,359.53
	9,364.74	**4,790.94**
(b) Long Term Loans and Advances	1,223.02	427.69
(c) Other Non- Current Assets	0.12	6.89
(2) Current Assets		
(a) Inventories	0.33	-
(b) Trade Receivables	45.34	45.62
(c) Cash and Bank Balances	519.50	23.53
(d) Short Term Loans and Advances	49.29	3.96
(e) Other Current Assets	0.94	0.22
	615.40	**73.33**
Total	**11,203.28**	**5,298.85**

RESTATED STATEMENT OF PROFIT AND LOSS AS PER INDIAN GAAP

(₹ in Million)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
I INCOME		
Revenue from operations	252.18	250.47
Other Income	4.53	1.02
Total Income	**256.71**	**251.49**
II EXPENSES		
Changes for (Increase)/ Decrease in Inventories	(0.33)	-
Employee benefit expenses	3.86	5.25
Finance costs	145.15	146.46
Depreciation and amortization expense	90.50	79.31
Other expenses	13.80	18.46
Total Expenses	**252.98**	**249.48**
III Profit/ (Loss) before tax (I-II)	**3.73**	**2.01**
IV Tax expense:		
Current tax	0.71	0.38
	0.71	0.38
V Profit/(Loss) for the year as restated (III-IV)	**3.02**	**1.64**
Earning per equity share: (₹)		
(1) Basic	0.03	0.03
(2) Diluted	0.03	0.03

RESTATED STATEMENT OF CASH FLOWS AS PER INDIAN GAAP

(₹ in Million)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
CASH FLOW FROM OPERATING ACTIVITIES		
Profit/ (Loss) before tax	3.73	2.01
Adjustments for :		
Depreciation/amortization	90.50	79.31
Interest expense	145.15	146.46
Interest income	(1.59)	(1.02)
Net gain on sale of current investments	(2.94)	-
Operating profit before working capital changes	**234.84**	**226.77**
Working Capital adjustments :		
Increase / (decrease) in long-term provisions	4.26	2.71
Increase / (decrease) in short-term provisions	(1.56)	3.89
Increase/(decrease) in other current liabilities	(170.85)	32.98
Increase/ (decrease) in other long-term liabilities	735.90	-
Increase/ (decrease) in trade payables	889.38	0.21
Decrease/(increase) in inventories	(0.33)	-
Decrease/(increase) in trade receivables	0.28	(22.21)
Decrease / (increase) in long-term loans and advances	(285.91)	(12.26)
Decrease / (increase) in short-term loans and advances	(45.33)	1.16
Decrease/(increase) in other current assets	(0.17)	0.07
Decrease / (increase) in other non-current assets	6.77	(0.55)
Cash generated from /(used in) operations	1,367.28	232.77
Direct taxes paid (net of refunds)	2.25	0.12
Net cash flow from/ (used in) operating activities - (A)	**1,365.03**	**232.65**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets & Work-in -Progress	(4,664.09)	(1,047.85)
Sale of Fixed Assets	0.01	-
Advance paid for fixed assets	(513.95)	(308.05)
Interest Received	3.99	1.02
Investment in Fixed Deposits	(196.42)	(0.34)
Net Cash used in Investing Activities - (B)	**(5,370.46)**	**(1,355.22)**
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Share Capital	933.64	486.53
Proceeds from Securities Premium	2,256.07	269.17
Proceeds from /(repayment of) Long Term Borrowings	1,145.05	515.94
Interest Paid	(29.79)	(146.46)
Net Cash used in Financing Activities - (C)	**4,304.97**	**1,125.18**
Net Changes in Cash & Cash Equivalents (A+B+C)	299.55	2.61
- Opening Cash & Cash Equivalents	19.95	17.34
- Closing Cash & Cash Equivalents	**319.50**	**19.95**

(₹ in Million)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
Cash and cash equivalents consists of		
Balances with Bank	303.39	8.41
Cash on hand	0.08	0.05
Cheques on Hand	1.10	0.02
Fixed Deposits (original maturity of less than 3 months)	14.93	11.47
Total	**319.50**	**19.95**

THE OFFER

The following table summarizes details of the Offer:

Offer	**[●] Equity Shares aggregating up to ₹ 10,000.00 million**
The Offer consists of:	
Fresh Issue[1]	[●] Equity Shares aggregating up to ₹ 5,000.00 million
Offer for Sale[2]	[●] Equity Shares aggregating up to ₹ 5,000.00 million
Of which:	
Employee Reservation Portion[3]	Up to [●] Equity Shares
Accordingly,	
The Net Offer	Up to [●] Equity Shares
Of which:	
A. QIB Category[4]	At least [●] Equity Shares
Of which:	
Anchor Investor Portion[5]	Up to [●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
Of which:	
Available for allocation to Mutual Funds only (5% of the QIB Category (excluding the Anchor Investor Portion))[#]	[●] Equity Shares
B. Non-Institutional Category[4]	Not more than [●] Equity Shares
C. Retail Category[4]	Not more than [●] Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	242,075,000 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	For details, see "***Objects of the Offer***" on page 88. Our Company will not receive any proceeds from the Offer for Sale.

(1) *The Offer has been authorized by our Board pursuant to its resolution dated August 9, 2018 and the Fresh Issue has been authorized by our Shareholders pursuant to a resolution passed at the extra-ordinary general meeting on August 28, 2018.*

(2) *The Selling Shareholders have confirmed and authorized their respective participation in the Offer for Sale. For details see "**Other Regulatory and Statutory Disclosures**" on page 343.*

(3) *Eligible Employees Bidding in the Employee Reservation Portion must ensure that the Bid Amount does not exceed ₹ 500,000 and should note that while filling the "SCSB/Payment Details" block in the Bid cum Application Form, Eligible Employees must mention the Bid Amount. 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 allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added back to the Net Offer.*

(4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Category will not be allowed to be met with spill-over from any other categories.*

(5) *Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Category will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion will be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added back to the QIB Category. For further details, see "**Offer Procedure**" on page 368.*

*#In the event that the aggregate demand from Mutual Funds is less than the number of Equity Shares available for allocation in the Mutual Fund Portion only, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Category (excluding Anchor Investor Portion) and allocated proportionately to the QIB Bidders in proportion to their Bids. For details, see "**Offer Procedure**" on page 368.*

Allocation to investors in all categories, except the Retail Category, the Employee Reservation Portion and the Anchor Investor Portion, if any, shall be made on a proportionate basis, subject to valid Bids being received at or above the Offer Price.

The allocation to each Retail Individual Investor and Eligible Employee shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Category and the Employee Reservation Portion, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

Notes: Pursuant to Rule 19(2)(b) of the SCRR, the Net Offer is being made for at least [●]% of the post-Offer paid-up equity share capital of our Company.

For details, including in relation to the grounds for rejection of Bids, see "***Offer Structure***" and "***Offer Procedure***" on pages 361 and 368, respectively. For details of the terms of the Offer, see "***Terms of the Offer***" on page 365.

GENERAL INFORMATION

Our Company was incorporated as "Emami Cement Limited" on June 13, 2007, as a public limited company under the Companies Act 1956, at Kolkata, with a certificate of incorporation granted by the RoC. We received our certificate of commencement of business on July 3, 2007. For details of the change in the registered office of our Company, see "***History and Certain Corporate Matters – Changes in our Registered Office***" on page 153.

Registration Number: 116503

Corporate Identity Number: U26940WB2007PLC116503

Registered Office

Acropolis, 15th Floor
1858/1, Rajdanga Main Road
Kasba, Kolkata 700 107
West Bengal, India
Tel: +91 33 6627 1301
E-mail: investor.relations@emamicement.com
Website: www.emamicement.com

Address of the Registrar of Companies

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

Nizam Palace, 2nd MSO Building
2nd Floor, 234/4, A.J.C. Bose Road
Kolkata 700 020
West Bengal, India
Tel: +91 33 2287 7390
Fax: +91 33 2290 3795

Board of Directors

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

Name and Designation	Age (years)	DIN	Address
Manish Goenka *Designation: Executive Chairman*	44	00363093	110A, Keshar Kunj, Dr. Meghnad Saha Sarani, Sarat Bose Road, Kolkata 700 029, West Bengal, India
Aditya Vardhan Agarwal *Designation: Non-executive Director*	43	00149717	25A, Ballygunge Circular Road, Kolkata 700 019, West Bengal, India
Vivek Chawla *Designation: Whole-time Director and Chief Executive Officer*	58	02696336	Bungalow No. NA 8, Sanjeeva Town, Opposite Aquatica, New Town, Rajarhat, Kolkata 700 156, West Bengal, India
Ram Krishna Agarwal *Designation: Non-executive Director*	66	00416964	FD-226, Salt Lake, Sector-III, Kolkata 700 091, West Bengal, India
Charan Das Arha	73	02226619	1408-A, Bevereley Park-2, DLF Phase-2, Sikanderpur Ghosi (68), DLF QE

Name and Designation	Age (years)	DIN	Address
Designation: Independent Director			Farrukhanagar Gurugram 122 002, Haryana, India
Mamta Binani *Designation: Independent Director*	46	00462925	Suncity Complex, Flat C-203, 105/1, Bidhannagar Road, Ultadanga Main Road, Kolkata 700 067, West Bengal, India
Anand Rathi *Designation: Independent Director*	72	00112853	274/A, Kalpataru Horizon Co. Op. Hsg. Society, S.K. Ahire Marg, Worli, Mumbai 400 018, Maharashtra, India
Sundaram Balasubramanian *Designation: Independent Director*	75	02849971	House No. E – 103, Raheja Atlantis, Sector – 31, Gurugram 122 001, Haryana, India
Rajiv Mundhra *Designation: Independent Director*	42	00014237	126, Southern Avenue, Lansdowne Road, Kolkata 700 029, West Bengal, India

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

Chief Financial Officer

Rajiv Ranjan Thakur is the Chief Financial Officer of our Company. His contact details are as follows:

Rajiv Ranjan Thakur
Acropolis, 15th Floor
1858/1, Rajdanga Main Road
Kasba, Kolkata 700 107
West Bengal, India
Tel: +91 33 6627 1301
Fax: N.A.
E-mail: ecl.cfo@emamicement.com

Company Secretary and Compliance Officer

Debendra Banthiya is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Debendra Banthiya
Acropolis, 15th Floor
1858/1, Rajdanga Main Road
Kasba, Kolkata 700 107
West Bengal, India
Tel: +91 33 6627 1301
Fax: N.A.
E-mail: investor.relations@emamicement.com

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

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer 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, 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 Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, 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

IIFL Holdings Limited 10th Floor, IIFL Centre, Kamala City Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India **Tel:** +91 22 4646 4600 **Fax:** +91 22 2493 1073 **E-mail:** emamicement.ipo@iiflcap.com **Investor grievance E-mail:** ig.ib@iiflcap.com **Website:** www.iiflcap.com **Contact Person:** Sachin Kapoor/ Devendra Maydeo **SEBI Registration No.:** INM000010940	**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 **Fax:** +91 22 4325 3000 **E-mail:** emamicement.ipo@axiscap.in **Investor grievance E-mail:** complaints@axiscap.in **Website:** www.axiscapital.co.in **Contact person:** Sagar Jatakiya **SEBI Registration No.:** INM000012029
CLSA India Private Limited 8/F Dalamal House, Nariman Point Mumbai 400 021 Maharashtra, India **Tel:** +91 22 6650 5050 **Fax:** +91 22 2284 0271 **E-mail:** emamicement.ipo@clsa.com **Website**: www.india.clsa.com **Investor grievance e-mail:** investor.helpdesk@clsa.com **Contact person:** Prachi Chandgothia **SEBI Registration No.:** INM000010619	**Edelweiss Financial Services Limited** 14th Floor, Edelweiss House Off C S T Road, Kalina, Mumbai 400 098 Maharashtra, India **Tel**: +91 22 4086 3535 **Fax:** +91 22 4086 3610 **E-mail:** ecl.ipo@edelweissfin.com **Website:** www.edelweissfin.com **Investor Grievance E-mail:** customerservice.mb@edelweissfin.com **Contact Person:** Shubham Mehta/ Mohit Kapoor **SEBI Registration No.:** INM0000010650
Nomura Financial Advisory and Securities (India) Private Limited Ceejay House, Level 11, Plot F, Shivsagar Estate Worli, Mumbai 400 018 Maharashtra, India **Tel:** +91 22 4037 4037 **Fax:** +91 22 4037 4111 **Email**: emamicementipo@nomura.com **Investor grievance e-mail:** investorgrievances-in@nomura.com **Website:**www.nomuraholdings.com/company/group/asia/india/index.html **Contact person:** Vishal Kanjani/ Srishti Tyagi **SEBI Registration No.**: INM000011419	

Statement of inter-se allocation of responsibilities between the BRLMs

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

Sl. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring with relative components and formalities such as type of instruments, etc.	BRLMs	IIFL
2.	Due diligence of Company's operations / management / business plans / legal etc. Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus including memorandum containing salient features of the Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing, follow up and coordination till final approval from all regulatory authorities	BRLMs	IIFL
3.	Drafting and approval of all statutory advertisement	BRLMs	IIFL
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in 3 above including media monitoring, corporate advertisement, brochure etc. and filing of media compliance report after the issue	BRLMs	Axis
5.	Appointment of other intermediaries viz., Registrar, Printers, Advertising Agency, Bankers to the Offer and Monitoring Agency (including coordinating all agreements to be entered with such parties)	BRLMs	Nomura
6.	Preparation of road show presentation & FAQs	BRLMs	Nomura
7.	International institutional marketing strategy: • Finalize the list and division of investors for one to one meetings, in consultation with the Company and Selling Shareholders • Finalizing roadshow schedule and investor meeting schedules	BRLMs	CLSA
8.	Domestic institutions / banks / mutual funds marketing strategy: • Finalize the list and division of investors for one to one meetings, in consultation with the Company • Finalizing roadshow schedule and investor meeting schedules	BRLMs	IIFL
9.	Non-Institutional marketing of the Offer, which will cover, inter alia, Formulating marketing strategies for Non-institutional Investors Finalize Media and public relations strategy	BRLMs	Edelweiss
10.	Retail marketing of the Offer, which will cover, inter alia, • Formulating marketing strategies, preparation of publicity budget; • Finalize media and public relations strategy; • Finalizing centers for holding conferences for press and brokers; • Finalizing collection centres; • Finalizing and follow-up on distribution of publicity and Offer material including form, prospectus and deciding on the quantum of the Offer material.	BRLMs	Axis
11.	Co-ordination with the Stock Exchanges for Book Building software, bidding terminals and mock trading, payment of 1% security deposit through cash and bank guarantee, Anchor Investor Allocation letters etc.	BRLMs	Axis
12.	Finalization of pricing and managing the book in consultation with the Company	BRLMs	CLSA
13.	Post-issue activities, which shall involve essential follow-up steps including follow-up with Bankers to the Offer and Designated Intermediaries to get quick estimates of collection and advising the issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as Registrar to the Offer, Bankers to the Offer, Designated Intermediaries etc. Including responsibility for underwriting arrangements, as applicable. The designated coordinating BRLM shall also be responsible for coordinating the redressal of investor grievances in relation to post	BRLMs	Edelweiss

Sl. No.	Activity	Responsibility	Co-ordinator
	Offer activities and coordinating with Stock Exchanges and SEBI for Release of 1% security deposit post closure of the Offer.		
14.	Payment of the applicable Securities Transaction Tax ("**STT**") on sale of unlisted equity shares by the Selling Shareholders under the offer for sale included in the Offer to the Government and filing of the STT return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004	BRLMs	Nomura

Syndicate Members

[●]

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
Fax: +91 11 2692 4900

Legal Counsel to the BRLMs as to Indian Law

Khaitan & Co
Ashoka Estate, 12th Floor
24, Barakhamba Road
New Delhi 110 001, India
Tel: +91 11 4151 5454
Fax: +91 11 4151 5318

Special United States Legal Counsel to the BRLMs

Sidley Austin LLP
Level 31
Six Battery Road
Singapore 049909
Tel: +65 6230 3900
Fax: +65 6230 3939

Registrar to the Offer

Karvy Computershare Private Limited
Karvy Selenium Tower - B
Plot 31 and 32, Gachibowli
Financial District, Nanakramguda
Hyderabad 500 032
Telangana, India
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
E-mail: einward.ris@karvy.com
Investor Grievance E-mail: emamicement.ipo@karvy.com
Website: www.karisma.karvy.com
Contact Person: Murali Krishna M
SEBI Registration No.: INR000000221

Public Offer Account Bank(s)

[●]

Escrow Collection Bank(s)

[●]

Refund Bank

[●]

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 on the website of SEBI, as updated from time to time, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches with which a Bidder (other than an Anchor Investor), not bidding through Syndicate/sub syndicate or through a Registered Broker, CRTA or CDP may submit the Bid cum Application Forms is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 on the website of SEBI, as updated from time to time, and at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) 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 (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or at such other websites as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Broker Centres/ Designated CDP Locations/ Designated RTA Locations

In accordance with SEBI Circulars 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 CRTAs 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. The list 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 (www.sebi.gov.in) and updated from time to time.

Auditors to our Company

Agrawal Sanjay & Company, Chartered Accountants
Room no. 7, 1st Floor,
59 Bentinck Street
Kolkata 700 069
West Bengal, India
Tel: +91 98301 80960
Fax: Nil
E-mail: agrawalsanjaycompany@gmail.com
ICAI Firm Registration Number: 329088E
Peer Review Number: 009746

Bankers to our Company

Indian Overseas Bank Specialised Large Corporate No. 6, Royd Street Kolkata 700 016, West Bengal **Tel:** +91 33 2227 1112, +91 33 2265 1111 **Fax:** NA **E-mail:** iob2987@iob.in **Website:** www.iob.in **Contact Person**: S. Ganesh	**Bank of Baroda** 4, India Exchange Place ICC Tower, 1st Floor Kolkata 700 001, West Bengal **Tel:** +91 33 2262 2048 - 89 **Fax:** N.A. **E-mail:** whlkol@bankofbaroda.com **Website:** www.bankofbaroda.com **Contact Person**: Kishan Singh Bisht
The South Indian Bank Limited Oswal Chambers, 2, Church Lane Kolkata 700 001, West Bengal **Tel:** +91 33 2262 4816 **Fax:** NA **E-mail:** br0728@sib.co.in **Website:** www.southindianbank.com **Contact person:** Binoy R K	**ICICI Bank Limited** 3A, Gurusaday Road, 3rd floor Kolkata 700 019, West Bengal **Tel:** +91 33 4424 8554 **Fax:** NA **E-mail:** pawan.aga@icicibank.com **Website:** www.icicibank.com **Contact person:** Pawan Agarwal
Union Bank of India – IFB Branch 1/1 Camac Street Kolkata 700 016, West Bengal **Tel:** +91 33 2229 7908 **Fax:** NA **E-mail:** ifbkolkata@unionbankofindia.co.in **Website:** www.unionbankofindia.co.in **Contact Person:** Jitendra Rautela	**IndusInd Bank Limited** 3A, Upper Wood Street, JB House Kolkata 700 016, West Bengal **Tel:** +91 33 4427 2155 **Fax:** NA **E-mail:** mukesh.baid@indusind.com **Website:** www.indusind.com **Contact Person:** Mukesh Baid
HDFC Bank Limited 3A, Gurusaday Road Kolkata, West Bengal **Tel:** +91 33 6638 4113 **Fax:** NA **E-mail:** deepak.agarwal@hdfcbank.com **Website:** www.hdfcbank.com **Contact Person:** Deepak Agarwal	

Grading of the Offer

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

Appraising Entity

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

Monitoring Agency

Our Company will appoint a monitoring agency, in accordance with Regulation 16 of the SEBI ICDR Regulations, prior to the filing of the Red Herring Prospectus with the RoC.

Expert

Except as stated below, our Company has not obtained any expert opinion.

Our Company has received a written consent from our Statutory Auditors namely Agrawal Sanjay & Company, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of their (i) examination report dated September 24, 2018 on our Restated Financial Statements; and (ii) the Statement of Tax Benefits dated October 9, 2018, included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received a written consent dated October 9, 2018 from AMK & Associates, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as an "expert", as defined under

Section 2(38) of the Companies Act 2013, in respect of their certificate dated October 9, 2018 on key performance indicators and certain other information related to the Company.

Our Company has received a written consent dated October 1, 2018 from S.K. Bhatia, Chartered Engineer, to include his name in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of his certificate dated October 1, 2018 on our Manufacturing Plants and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received written consents (i) dated September 18, 2018 from Sripad Pujar and BVR Achar, on behalf of Chaithanya Geo Lynx, Mining, Geology, Survey and Environmental Consultants and (ii) dated September 17, 2018 from Synergy Geotech Private Limited, to include their names in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of the mining plan dated July 2016 and geological report dated August 2014, respectively, for the Risda Mining Unit and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received written consents dated (i) September 20, 2018 from Global Environment and Mining Services (Consulting Engineers, Mine Designers, Geologists and Surveyors); and (ii) September 17, 2018 from Synergy Geotech Private Limited, to include their name in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of the mining plan and geological report for the Guntur Mining Unit and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received written consents each dated September 19, 2018 from (i) Shailendra Singh Bisht, on behalf of Udaipur Mi-Tech Private Limited and (ii) S.K. Soni, to include their names in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of the mining plans dated April 2017 and August 2017, respectively, for the Proposed Nagaur Mining Unit and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus.

However, the term "expert" shall not be construed to mean an "expert" as defined under Securities Act.

Credit Rating

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

Trustees

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

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from the Bidders on the basis of the Red Herring Prospectus and the Bid cum Application Forms within the Price Band, which will be decided by our Company, in consultation with the BRLMs, and advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Bengali newspaper, Bengali being the regional language in West Bengal, where our Registered Office is located), at least five Working Days prior to the Bid/Offer Opening Date (or such other period as prescribed under the applicable law) and shall be made available to the Stock Exchanges for the purpose of uploading on the websites. The Offer Price shall be determined by our Company, in consultation with the BRLMs after the Bid/Offer Closing Date.

All Bidders (other than Anchor Investors) can participate in this Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

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 the number of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors (subject to the Bid Amount being up to ₹ 200,000) and Eligible Employees Bidding in the Employee Reservation Portion (subject to the Bid Amount being up to ₹ 500,000), can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to Retail Individual Investors and the Anchor Investors, Allocation in the Offer

will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis. For further details on method and process of Bidding, see **"*Offer Structure*"** and "***Offer Procedure***" on pages 361 and 368, respectively.

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

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

For further details, see "***Terms of the Offer***", "***Offer Structure***" and "***Offer Procedure***" on pages 365, 361 and 368, respectively.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of book building process and the price discovery process, see "***Offer Procedure – Part B – Basis of Allocation – Illustration of the Book Building Process and Price Discovery Process***" on page 403.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. 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, facsimile and e-mail of the Underwriters	**Indicative Number of Equity Shares to be Underwritten**	**Amount Underwritten** *(₹ in million)*
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned underwriting obligations are provided for indicative purposes only and would be finalized after the determination of Offer Price and Basis of Allotment subject to the provisions of Regulation 13(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 Bidders procured by them.

CAPITAL STRUCTURE

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

	Particulars	Aggregate nominal value *(in ₹)*	Aggregate value at Offer Price *(in ₹)*
A)	**AUTHORISED SHARE CAPITAL***		
	300,000,000 Equity Shares	3,000,000,000	
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AS OF THE DATE OF THIS DRAFT RED HERRING PROSPECTUS AND PRIOR TO THE OFFER**		
	242,075,000 Equity Shares	2,420,750,000	
C)	**OFFER**		
	Offer of [●] Equity Shares aggregating up to ₹ 10,000.00 million**	[●]	[●]
	Of which:		
	Fresh Issue of [●] Equity Shares	[●]	[●]
	Offer for Sale of [●] Equity Shares	[●]	[●]
	Of which:		
	Employee Reservation Portion of up to [●] Equity Shares	[●]	[●]
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares	[●]	[●]
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		6,441.57 million
	After the Offer		[●]

* *For details of the changes in the authorised share capital of our Company, see "**History and Certain Corporate Matters – Amendments to our Memorandum of Association**" on page 153.*

** *The Offer has been authorised by our Board pursuant to its resolution dated August 9, 2018 and the Fresh Issue has been authorised by our Shareholders pursuant to a resolution passed at the extra-ordinary general meeting held on August 28, 2018. The Selling Shareholders have authorised their respective participation in the Offer for Sale. For details see "**Other Regulatory and Statutory Disclosures**" on page 343.*

Notes to Capital Structure

1. Share Capital History

(a) History of equity share capital of our Company

The following table sets forth the history of the equity share capital of our Company.

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason / nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up equity share capital (₹)
June 13, 2007	50,000	10.00	10.00	Cash	Subscription to the MoA(1)	50,000	500,000
June 25, 2010	33,333,337	10.00	15.00	Cash	Rights Issue (2)	33,383,337	333,833,370
August 30, 2013	33,416,663	10.00	15.60	Cash	Preferential allotment(3)	66,800,000	668,000,000
March 24, 2014**	21,900,000	10.00	15.77*	Cash	Preferential allotment(4)	88,700,000	724,940,000**
March 31, 2014**	36,700,000	10.00	15.77*	Cash	Preferential allotment(5)	125,400,000	820,360,000**

* *These Equity Shares were allotted on a partly paid-up basis with ₹ 2.60 per Equity Share towards face value and ₹ 1.40 per Equity Share towards premium, paid at the time of allotment and the remaining ₹ 11.77 was paid on a subsequent call.*

***The Board by its resolution dated September 8, 2014 noted that the balance of ₹ 7.40 per Equity Share towards face value and ₹ 4.37 per Equity Share towards premium amount has been made fully paid-up. For details of the dates on which these Equity Shares allotted to our Promoters became fully paid-up, see "- **Build-up of Promoters' shareholding in our Company – Note (1) and (2)**" below*

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason / nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up equity share capital (₹)
March 27, 2015	50,000,000	10.00	50.00	Cash	Preferential allotment(6)	175,400,000	1,754,000,000
January 22, 2016	20,000,000	10.00	50.00	Cash	Preferential allotment(7)	195,400,000	1,954,000,000
January 25, 2016	18,325,000	10.00	50.00	Cash	Preferential allotment(8)	213,725,000	2,137,250,000
February 8, 2016	10,000,000	10.00	50.00	Cash	Preferential allotment(9)	223,725,000	2,237,250,000
November 10, 2016	6,167,888	10.00	109.00	Cash	Preferential allotment(10)	229,892,888	2,298,928,880
November 11, 2016	12,182,112	10.00	109.00	Cash	Preferential allotment(11)	242,075,000	2,420,750,000

(1) Initial subscription to the MoA by Manish Goenka, Aditya Vardhan Agarwal and Mohan Goenka of 12,500 Equity Shares each, Harsh Vardhan Agarwal of 12,450 Equity Shares, Pitamber Sharan Patwari of 30 Equity Shares and Ghan Shyam Gupta and Virender Kumar Chandelia of 10 Equity Shares each.

(2) Allotment of 133,333 Equity Shares each to Mohan Goenka, Raj Kumar Goenka, Sushil Kumar Goenka, Suresh Kumar Goenka, Meena Goenka, Santosh Goenka, Indu Goenka and Manish Goenka, 5,000,000 Equity Shares to Ideal Heights Private Limited, 12,293,333 Equity Shares to Deevee Commercials Private Limited, 266,666 Equity Shares to Dr. Radhe Shyam Goenka, 13,333 Equity Shares each to Girdhari Lal Jhunjhunwala, Mayank Jhunjhunwala and Saroj Jhunjhunwala, 9 Equity Shares to Shyam Sundar Sharma, 4,000,000 Equity Shares each to Diwakar Viniyog and Suntrack Commerce and 3,333,333 Equity Shares each to Bhanu Vyapaar and Suraj Viniyog.

(3) Allotment of 668,331 Equity Shares each to Suresh Kumar Goenka and Santosh Goenka, 4,679,994 Equity Shares to Raj Kumar Goenka, 4,117,647 Equity Shares to Indu Goenka, 1,001,500 Equity Shares to Priti A Sureka, 562,347 Equity Shares to Prabhakar Viniyog, 396,750 Equity Shares to Aditya Vardhan Agarwal, 396,800 Equity Shares to Harsh Vardhan Agarwal, 7,456,653 Equity Shares to Diwakar Viniyog, 6,011,658 Equity Shares to Bhanu Vyapaar and 7,456,652 Equity Shares to Suntrack Commerce.

(4) Allotment of 2,375,000 Equity Shares each to Aditya Vardhan Agarwal and Harsh Vardhan Agarwal, 500,000 Equity Shares each to Mohan Goenka, Manish Goenka, Prashant Goenka, Puja Goenka, Ashish Goenka and Jayant Goenka, 2,000,000 Equity Shares to Usha Agarwal, 1,750,000 Equity Shares to Dr. Radhe Shyam Agarwal, 1,600,000 Equity Shares to Dr. Radhe Shyam Goenka, 1,300,000 Equity Shares to Meena Goenka, 1,250,000 Equity Shares each to Richa Agarwal, Mansi Agarwal, Rashmi Goenka and Jyoti Goenka, 750,000 Equity Shares to Suresh Kumar Goenka, 600,000 Equity Shares to Sachin Goenka, 300,000 Equity Shares to Santosh Goenka, 250,000 Equity Shares each to Shruti Goenka and Sushil Kumar Goenka, 200,000 Equity Shares to Indu Goenka and 150,000 Equity Shares to Rachana Goenka.

(5) Allotment of 4,275,000 Equity Shares to Suntrack Commerce, 3,750,000 Equity Shares to Abhideep Enclave Private Limited, 2,500,000 Equity Shares each to Burlington Finance Limited and Bazigar Trading Private Limited, 2,210,000 Equity Shares to Prabhakar Viniyog, 2,200,000 Equity Shares to Jagatjanni Consultant Private Limited, 2,175,000 Equity Shares to Mountview Consultancy Private Limited, 2,110,000 Equity Shares to Suraj Viniyog, 2,000,000 Equity Shares to Linkpoint Advisory Private Limited, 1,875,000 Equity Shares each to Abhideep Global Finance Private Limited, Mayank Securities Private Limited, Manimudra Vincom Private Limited, Venus Financial Consultants Private Limited and Sumangal Vintrade Private Limited, 1,775,000 Equity Shares to Diwakar Viniyog, 1,610,000 Equity Shares to Raviraj Viniyog and 220,000 Equity Shares to Bhanu Vyapaar.

(6) Allotment of 11,662,550 Equity Shares each to Suntrack Commerce and Diwakar Viniyog, 5,000,000 Equity Shares each to Prabhakar Viniyog, Suraj Viniyog and Raviraj Viniyog, 10,000,000 Equity Shares to Bhanu Vyapaar and 1,674,900 Equity Shares to Priti A Sureka.

(7) Allotment of 10,000,000 Equity Shares each to Suntrack Commerce and Diwakar Viniyog.

(8) Allotment of 1,662,000 Equity Shares to Suntrack Commerce 5,000,000 Equity Shares to Suraj Viniyog, 1,663,000 Equity Shares to Diwakar Viniyog and 10,000,000 Equity Shares to Bhanu Vyapaar.

(9) Allotment of 5,000,000 Equity Shares each to Prabhakar Viniyog and Raviraj Viniyog.

(10) Allotment of 3,080,733 Equity Shares to Suntrack Commerce and 3,087,155 Equity Shares to Bhanu Vyapaar.

(11) Allotment of 808,667 Equity Shares to Suntrack Commerce, 1,667,500 Equity Shares each to Prabhakar Viniyog, Suraj Viniyog and Raviraj Viniyog, 3,889,400 Equity Shares to Diwakar Viniyog, 247,845 Equity Shares to Bhanu Vyapaar and 2,233,700 Equity Shares to Dr. Radhe Shyam Agarwal.

2. Equity Shares issued for consideration other than cash

Our Company has not issued Equity Shares for consideration other than cash.

3. Issue of Equity Shares in the last one year below the Offer Price and issue of Equity Shares out of revaluation reserves

Our Company has not issued Equity Shares in the last one year immediately preceding the date of this Draft Red Herring Prospectus.

Further, our Company has not issued any Equity Shares out of revaluation reserves since incorporation.

4. History of Build-up, Contribution and Lock-in of Promoters' Shareholding

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

As on the date of this Draft Red Herring Prospectus, our Promoters hold 132,490,378 Equity Shares in the aggregate, which constitutes 54.73% of the issued, subscribed and paid-up equity share capital of our Company.

Set forth below is the build-up of the equity shareholding of our Promoters, since incorporation of our Company.

Date of allotment/ transfer	No. of Equity Shares	Face value (₹)	Issue/ purchase/ sale price per Equity Share (₹)	Nature of Consideration	Nature of acquisition/ transfer	Percentage of pre-Offer equity share capital (%)	Percentage of post-Offer equity share capital (%)
(A) Dr. Radhe Shyam Agarwal							
March 24, 2014	1,750,000	10.00	15.77(1)	Cash	Preferential Allotment	0.72	[●]
July 28, 2014	(536,300)	10.00	Nil	Gift	Transfer (gift) to Priti A Sureka	(0.22)	[●]
November 11, 2016	2,233,700	10.00	109.00	Cash	Preferential Allotment	0.92	[●]
March 28, 2018	(2,827,950)	10.00	Nil	Gift	Transfer (gift) to Priti A Sureka	(1.17)	[●]
Total (A)	**619,450**	-	-	-	-	**0.26**	[●]
(B) Dr. Radhe Shyam Goenka							
June 25, 2010	266,666	10.00	15.00	Cash	Rights Issue	0.11	[●]
March 24, 2014	1,600,000	10.00	15.77(1)	Cash	Preferential Allotment	0.66	[●]
Total (B)	**1,866,666**	-	-	-	-	**0.77**	[●]
(C) Mohan Goenka							
June 13, 2007	12,500	10.00	10.00	Cash	Subscription to the MoA	0.01	[●]
June 18, 2008	(10,000)	10.00	10.00	Cash	Transfer to Diwakar Viniyog	Negligible	[●]
June 25, 2010	133,333	10.00	15.00	Cash	Rights Issue	0.06	[●]
March 24, 2014	500,000	10.00	15.77(1)	Cash	Preferential Allotment	0.21	[●]
Total (C)	**635,833**	-	-	-	-	**0.26**	[●]
(D) Aditya Vardhan Agarwal							
June 13, 2007	12,500	10.00	10.00	Cash	Subscription to the MoA	0.01	[●]
June 18, 2008	(10,000)	10.00	10.00	Cash	Transfer to Bhanu Vyapaar	Negligible	[●]
August 30, 2013	396,750	10.00	15.60	Cash	Preferential Allotment	0.16	[●]
March 24, 2014	2,375,000	10.00	15.77(1)	Cash	Preferential Allotment	0.98	[●]
March 24, 2015	(981,550)	10.00	Nil	Gift	Transfer (gift) to Priti A Sureka	(0.41)	[●]
March 28, 2018	(900,000)	10.00	Nil	Gift	Transfer (gift) to Priti A Sureka	(0.37)	[●]
Total (D)	**892,700**	-	-	-	-	**0.37**	[●]
(E) Manish Goenka							
June 13, 2007	12,500	10.00	10.00	Cash	Subscription to the MoA	0.01	[●]

Date of allotment/ transfer	No. of Equity Shares	Face value (₹)	Issue/ purchase/ sale price per Equity Share (₹)	Nature of Consideration	Nature of acquisition/ transfer	Percentage of pre-Offer equity share capital (%)	Percentage of post-Offer equity share capital (%)
June 18, 2008	(10,000)	10.00	10.00	Cash	Transfer to Suntrack Commerce	Negligible	[●]
June 25, 2010	133,333	10.00	15.00	Cash	Rights Issue	0.06	[●]
March 24, 2014	500,000	10.00	15.77(1)	Cash	Preferential Allotment	0.21	[●]
Total (E)	**635,833**	-	-	-	-	**0.26**	[●]
(F) Harsh Vardhan Agarwal							
June 13, 2007	12,450	10.00	10.00	Cash	Subscription to the MoA	0.01	[●]
June 18, 2008	(10,000)	10.00	10.00	Cash	Transfer to Suraj Viniyog	Negligible	[●]
August 30, 2013	396,800	10.00	15.60	Cash	Preferential Allotment	0.16	[●]
March 24, 2014	2,375,000	10.00	15.77(1)	Cash	Preferential Allotment	0.98	[●]
March 24, 2015	(981,550)	10.00	Nil	Gift	Transfer (gift) to Priti A Sureka	(0.41)	[●]
March 28, 2018	(900,000)	10.00	Nil	Gift	Transfer (gift) to Priti A Sureka	(0.37)	[●]
Total (F)	**892,700**	-	-	-	-	**0.37**	[●]
(G) Diwakar Viniyog							
June 18, 2008	10,000	10.00	10.00	Cash	Acquisition from Mohan Goenka	Negligible	[●]
June 25, 2010	4,000,000	10.00	15.00	Cash	Rights Issue	1.65	[●]
August 30, 2013	7,456,653	10.00	15.60	Cash	Preferential Allotment	3.08	[●]
March 31, 2014	1,775,000	10.00	15.77(2)	Cash	Preferential Allotment	0.73	[●]
March 31, 2014	2,500,000	10.00	16.00	Cash	Acquisition from Ideal Heights Private Limited	1.03	[●]
March 27, 2015	11,662,550	10.00	50.00	Cash	Preferential Allotment	4.82	[●]
January 22, 2016	10,000,000	10.00	50.00	Cash	Preferential Allotment	4.13	[●]
January 25, 2016	1,663,000	10.00	50.00	Cash	Preferential Allotment	0.69	[●]
November 11, 2016	3,889,400	10.00	109.00	Cash	Preferential Allotment	1.61	[●]
November 25, 2016	1,562,500	10.00	32.00	Cash	Acquisition from Abhideep Enclave Private Limited	0.65	[●]
Total (G)	**44,519,103**	-	-	-	-	**18.39**	[●]
(H) Bhanu Vyapaar							
June 18, 2008	10,000	10.00	10.00	Cash	Acquisition from Aditya Vardhan Agarwal	Negligible	[●]
June 25, 2010	3,333,333	10.00	15.00	Cash	Rights Issue	1.38	[●]
August 30, 2013	6,011,658	10.00	15.60	Cash	Preferential Allotment	2.48	[●]

Date of allotment/ transfer	No. of Equity Shares	Face value (₹)	Issue/ purchase/ sale price per Equity Share (₹)	Nature of Consideration	Nature of acquisition/ transfer	Percentage of pre-Offer equity share capital (%)	Percentage of post-Offer equity share capital (%)
March 31, 2014	220,000	10.00	15.77(2)	Cash	Preferential Allotment	0.09	[●]
March 31, 2014	2,500,000	10.00	16.00	Cash	Acquisition from Ideal Heights Private Limited	1.03	[●]
March 27, 2015	10,000,000	10.00	50.00	Cash	Preferential Allotment	4.13	[●]
January 25, 2016	10,000,000	10.00	50.00	Cash	Preferential Allotment	4.13	[●]
November 10, 2016	3,087,155	10.00	109.00	Cash	Preferential Allotment	1.28	[●]
November 11, 2016	247,845	10.00	109.00	Cash	Preferential Allotment	0.10	[●]
Total (H)	**35,409,991**	-	-	-	-	**14.63**	[●]
			(I) Suntrack Commerce				
June 18, 2008	10,000	10.00	10.00	Cash	Acquisition from Manish Goenka	Negligible	[●]
June 25, 2010	4,000,000	10.00	15.00	Cash	Rights Issue	1.65	[●]
August 30, 2013	7,456,652	10.00	15.60	Cash	Preferential Allotment	3.08	
March 31, 2014	4,275,000	10.00	15.77(2)	Cash	Preferential Allotment	1.77	[●]
March 27, 2015	11,662,550	10.00	50.00	Cash	Preferential Allotment	4.82	[●]
January 22, 2016	10,000,000	10.00	50.00	Cash	Preferential Allotment	4.13	[●]
January 25, 2016	1,662,000	10.00	50.00	Cash	Preferential Allotment	0.69	[●]
November 10, 2016	3,080,733	10.00	109.00	Cash	Preferential Allotment	1.27	[●]
November 11, 2016	808,667	10.00	109.00	Cash	Preferential Allotment	0.33	[●]
November 24, 2016	2,541,100	10.00	32.00	Cash	Acquisition from Abhideep Enclave Private Limited	1.05	[●]
November 25, 2016	1,521,400	10.00	32.00	Cash	Acquisition from Abhideep Enclave Private Limited	0.63	[●]
Total (I)	**47,018,102**	-	-	-	-	**19.42**	[●]
Grand Total (A+B+C+D+E+F+G+H+I)	**132,490,378**	-	-	-	-	**54.73**	[●]

(1) ₹ 4.00 towards the issue price was paid on allotment and the balance ₹ 11.77 was paid on subsequent calls. The partly paid Equity Shares allotted on March 24, 2014 to (i) Aditya Vardhan Agarwal, Harsh Vardhan Agarwal, Mohan Goenka and Manish Goenka became fully paid-up on July 17, 2014; and (ii) Dr. Radhe Shyam Agarwal and Dr. Radhe Shyam Goenka became fully paid-up on July 9, 2014 and July 16, 2014, respectively, which was noted by the Board pursuant to its resolution dated September 8, 2014.
(2) ₹ 4.00 towards the issue price was paid on allotment and the balance ₹ 11.77 was paid on subsequent calls. The partly paid Equity Shares allotted to Diwakar Viniyog, Bhanu Vyapaar and Suntrack Commerce each, on March 31, 2014 became fully paid-up on June 27, 2014, which was noted by the Board pursuant to its resolution dated September 8, 2014.

Except for the Equity Shares allotted to our individual Promoters and corporate Promoters on March 24, 2014 and March 31, 2014, respectively, all Equity Shares were fully paid-up on the respective dates of acquisition of such Equity Shares. For details of allotment of the partly paid up Equity Shares and the dates on which they became fully paid-up, see "- ***Build-up of Promoters' shareholding in our Company – Note (1) and (2)***" above.

(b) Shareholding of our Promoters and Promoter Group

Set forth below is the shareholding of our Promoters and Promoter Group as on the date of this Draft Red Herring Prospectus.

Name of Shareholder	As on the Date of this Draft Red Herring Prospectus		Post-Offer	
	Number of Equity Shares	Percentage of equity share capital (%)	Number of Equity Shares	Percentage of equity share capital (%)
Promoters (A)				
Dr. Radhe Shyam Agarwal	619,450	0.26	[●]	[●]
Dr. Radhe Shyam Goenka	1,866,666	0.77	[●]	[●]
Manish Goenka	635,833	0.26	[●]	[●]
Aditya Vardhan Agarwal	892,700	0.37	[●]	[●]
Harsh Vardhan Agarwal	892,700	0.37	[●]	[●]
Mohan Goenka	635,833	0.26	[●]	[●]
Bhanu Vyapaar	35,409,991	14.63	[●]	[●]
Diwakar Viniyog	44,519,103	18.39	[●]	[●]
Suntrack Commerce	47,018,102	19.42	[●]	[●]
Total (A)	**132,490,378**	**54.73**	[●]	[●]
Promoter Group (B)				
Suraj Viniyog	17,120,833	7.07	[●]	[●]
Raj Kumar Goenka	6,246,660	2.58	[●]	[●]
Ashish Goenka	500,000	0.21	[●]	[●]
Santosh Goenka	2,653,328	1.10	[●]	[●]
Deevee Commercials Limited	12,293,343	5.08	[●]	[●]
Indu Goenka	4,450,980	1.84	[●]	[●]
Sushil Kumar Goenka	383,333	0.16	[●]	[●]
Priti A Sureka	12,103,750	5.00	[●]	[●]
Usha Agarwal	300,000	0.12	[●]	[●]
Rashmi Goenka	1,250,000	0.52	[●]	[●]
Prashant Goenka	500,000	0.21	[●]	[●]
Puja Goenka	500,000	0.21	[●]	[●]
Jyoti Goenka	1,250,000	0.52	[●]	[●]
Richa Agarwal	950,000	0.39	[●]	[●]
Emami Capital Markets Limited	4,200,000	1.73	[●]	[●]
Sachin Goenka	600,000	0.25	[●]	[●]
Mansi Agarwal	950,000	0.39	[●]	[●]
Jayant Goenka	500,000	0.21	[●]	[●]
Shruti Goenka	250,000	0.10	[●]	[●]
Rachana Goenka	150,000	0.06	[●]	[●]
Prabhakar Viniyog	14,439,847	5.97	[●]	[●]
Raviraj Viniyog	13,277,500	5.48	[●]	[●]
Magnificent Vyapaar LLP	14,675,000	6.06	[●]	[●]
Total (B)	**109,544,574**	**45.25**	[●]	[●]
Grand Total (A+B)	**242,034,952**	**99.98**	[●]	[●]

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

(c) Shareholding of directors of our corporate Promoters

The directors on the board of directors of our corporate Promoters Bhanu Vyapaar, Diwakar Viniyog and Suntrack Commerce, comprise Dr. Radhe Shyam Agarwal, Dr. Radhe Shyam Goenka, Manish Goenka, Aditya Vardhan Agarwal, Harsh Vardhan Agarwal, Mohan Goenka and Sushil Kumar Goenka. For details of the board of directors of each of our corporate Promoters, see "***Promoter and Promoter Group***" on page 176. The aggregate number of Equity Shares held by the directors of our corporate Promoters is 5,926,515 Equity Shares aggregating to 2.45% of our equity share capital. For details of the Equity Shares held by each of them in our Company, see "*- **Shareholding of our Promoters and Promoter Group***" above.

Details of Promoters' contribution and lock-in for three years

Pursuant to Regulations 32 and 36(a) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer equity share capital of our Company held by our Promoters, shall be provided towards minimum promoters' contribution and locked-in for a period of three years from the date of Allotment ("**Promoters' Contribution**"). The lock-in of the Promoters' Contribution would be created as per applicable laws and procedures and details of such lock-in shall also be provided to the Stock Exchanges before the listing of the Equity Shares. All Equity Shares held by our Promoters are eligible for inclusion in the Promoters' Contribution, in terms of Regulation 33 of the SEBI ICDR Regulations.

Set forth below are the details of the Equity Shares that will be locked in as Promoters' Contribution for a period of three years from the date of Allotment of Equity Shares in the Offer.

Name of the Promoter	No. of Equity Shares locked-in	Date of allotment	Nature of transaction	Face value (₹)	Issue price per Equity Share (₹)	% of pre-Offer equity share capital	% of the post- Offer equity share capital
Bhanu Vyapaar	[●]	[●]	[●]	10.00	[●]	[●]	[●]
Diwakar Viniyog	[●]	[●]	[●]	10.00	[●]	[●]	[●]
Suntrack Commerce	[●]	[●]	[●]	10.00	[●]	[●]	[●]
	Total	**-**		**-**		**[●]**	**20.00**

For details on the build-up of the equity share capital held by our Promoters, see "**- *Build-up of our Promoters' shareholding in our Company***" above.

The Promoters' Contribution has been brought in to the extent of not less than the minimum specified lot and has been contributed by the persons/entities defined as 'promoter' under the SEBI ICDR Regulations.

Our Promoters, Bhanu Vyapaar, Diwakar Viniyog and Suntrack Commerce, have given their consent to include such number of Equity Shares held by them as disclosed above, constituting 20% of the post-Offer equity share capital of our Company, as 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 this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' Contribution under Regulation 33 of the SEBI ICDR Regulations. In this regard we confirm that:

(i) the Equity Shares offered as part of the Promoters' Contribution do not comprise Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and wherein revaluation of assets or capitalisation of intangible assets was involved or through a bonus issue out of revaluations reserves or unrealised profits or against Equity Shares that are otherwise ineligible for computation of Promoters' Contribution;

(ii) the Promoters' Contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

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

(iv) the Equity Shares held by our Promoters and offered as part of the Promoters' Contribution are not subject to any pledge.

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

In terms of Regulations 36 and 37 of the SEBI ICDR Regulations, the entire pre-Offer equity share capital will be locked-in for a period of one year from the date of Allotment in the Offer, except (a) the Promoters' Contribution which shall be locked in as above; and (b) Equity Shares which are successfully transferred as part of the Offer for Sale.

Pursuant to Regulation 39 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in for one year may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan.

In terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by our Promoters may be transferred between our Promoters and Promoter Group or a new promoter or persons in control of our Company, subject to continuation of lock-in applicable to the transferee for the remaining period and compliance with provisions of the Takeover Regulations.

Further, in terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of one year, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in applicable to the transferee and such transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and compliance with the provisions of the Takeover Regulations.

Any unsubscribed portion of the Equity Shares being offered by the Selling Shareholders in the Offer for Sale would also be locked in as required under the SEBI ICDR Regulations.

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

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

5. As on the date of this Draft Red Herring Prospectus, our Company has 38 Shareholders.

6. Our shareholding pattern

Set forth below is the shareholding pattern of our Company as on the date of this Draft 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 from (XIV)
								No. of Voting Rights			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)	
								Class eg: X	Class eg: Y	Total								
(A)	**Promoter & Promoter Group**	32	242,034,952	-	-	242,034,952	99.98	242,034,952	-	-	99.98	-	99.98	-	-	-	-	242,034,952
(B)	**Public**	6	40,048	-	-	40,048	0.02	40,048	-	-	0.02	-	0.02	-	-	-	-	39,999
(C)	**Non Promoter-Non Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	**Shares underlying Custodian/Depository Receipts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	**Shares held by Employee Trust**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	38	242,075,000	-	-	242,075,000	100.00	242,075,000	-	-	100.00	-	100.00	-	-	-	-	242,074,951

7. The BRLMs and their respective associates do not hold any Equity Shares as on the date of this Draft Red Herring Prospectus. The BRLMs and their respective affiliates may engage in transactions with and perform services for our Company and the Selling Shareholders in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

8. Shareholding of our Directors, Key Management Personnel and Senior Management Personnel in our Company

Except Aditya Vardhan Agarwal and Manish Goenka, who hold 892,700 Equity Shares and 635,833 Equity Shares, respectively, none of our Directors, Key Management Personnel or Senior Management Personnel hold any Equity Shares in our Company.

9. 10 largest Shareholders of our Company

(a) The 10 largest Shareholders as on the date of this Draft Red Herring Prospectus and as on 10 days prior to the date of this Draft Red Herring Prospectus and the number of Equity Shares held by them are as set forth below.

S. No.	Shareholder	Number of Equity Shares held	Percentage of equity share capital (%)
1.	Suntrack Commerce	47,018,102	19.42
2.	Diwakar Viniyog	44,519,103	18.39
3.	Bhanu Vyapaar	35,409,991	14.63
4.	Suraj Viniyog	17,120,833	7.07
5.	Magnificent Vyapaar LLP	14,675,000	6.06
6.	Prabhakar Viniyog	14,439,847	5.97
7.	Raviraj Viniyog	13,277,500	5.48
8.	Deevee Commercials Limited	12,293,343	5.08
9.	Priti A Sureka	12,103,750	5.00
10.	Raj Kumar Goenka	6,246,660	2.58
	Total	**217,104,129**	**89.68**

(b) The 10 largest Shareholders as of two years prior to the date of this Draft Red Herring Prospectus, are set forth below.

S. No.	Shareholder	Number of Equity Shares held	Percentage of equity share capital (%)
1.	Diwakar Viniyog	39,067,203	17.46
2.	Suntrack Commerce	39,066,202	17.46
3.	Bhanu Vyapaar	32,074,991	14.34
4.	Suraj Viniyog	15,453,333	6.91
5.	Emami Highrise Private Limited (*now Prabhakar Viniyog*)	12,772,347	5.71
6.	Deevee Commercials Limited	12,293,333	5.49
7.	Emami Enclave Makers Private Limited (*now Raviraj Viniyog*)	11,610,000	5.19
8.	Priti A Sureka	5,875,800	2.63
9.	Raj Kumar Goenka	4,813,327	2.15
10.	Indu Goenka	4,450,980	1.99
	Total	**177,477,516**	**79.33**

For details relating to the cost of acquisition of Equity Shares by our Promoters, see "***Risk Factors – Prominent Notes***" on page 44.

10. None of the members of our Promoter Group, our Directors or their relatives or directors of our corporate

Promoters have sold or purchased of Equity Shares during the six months immediately preceding the date of this Draft Red Herring Prospectus.

11. There have been no financing arrangements whereby our Directors, any of their respective relatives, members of our Promoter Group or directors of our corporate Promoters, have financed the purchase by any other person of securities of our Company, other than in the ordinary course of the business of the financing entity, during the six months preceding the date of this Draft Red Herring Prospectus.

12. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Section 230 to 232 of the Companies Act 2013 or Sections 391 to 394 of the Companies Act 1956.

13. Our Company, the Selling Shareholders, our Promoters, members of our Promoter Group, Directors and the BRLMs have not entered into any buy-back and/or standby arrangements or any safety net arrangements for the purchase of Equity Shares being offered through this Offer from any person.

14. No person connected with the Offer, including, but not limited to, our Company, the Selling Shareholders, the members of the Syndicate, our Directors, Promoters or the members of our Promoter Group, shall offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid.

15. An oversubscription to the extent of 10% of the Offer can be retained for the purpose of rounding-off to the nearest multiple of minimum Allotment lot while finalizing the Basis of Allotment.

16. [●] Equity Shares (which shall not exceed 5% of the post-Offer 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 Offer Price. Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion. Bids by Eligible Employees can also be made in the Net Offer 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. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added back to the Net Offer.

17. Under-subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. In case of under-subscription in the Net Offer, spill-over to the extent of under-subscription shall be permitted from the Employee Reservation Portion to the Net Offer.

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

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

20. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft 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. Our Company presently does not intend or propose to alter the capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or 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 (including for the purposes of bidding for large scale projects), 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. Other than participation in the Offer for Sale by the Promoter Selling Shareholders and Other Selling Shareholders, our Promoters and members of the Promoter Group will not participate in the Offer.

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. Our Company shall ensure that any transactions in the Equity Shares by our Promoters and the Promoter Group during the period between the date of registering the Red Herring Prospectus filed in relation to this Offer with the RoC and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.

25. A Bidder cannot make a Bid exceeding the number of Equity Shares offered through this Offer and subject to the investment limits or maximum number of Equity Shares that can be held by them under applicable law. For more information, see "***Offer Procedure***" on page 368.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

The Offer for Sale

Our Company will not receive any proceeds from the Offer for Sale by the Selling Shareholders.

The Fresh Issue

The objects of the Net Proceeds of the Fresh Issue are:

1. Repayment and/or prepayment of certain indebtedness; and
2. General corporate purposes.

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and our brand image among our existing and potential customers.

The main objects and the objects ancillary to the main objects of our MoA enable our Company to: (i) undertake our existing business activities; (ii) undertake activities for which funds are being raised by us through the Offer; and (iii) activities undertaken for which loans were raised and which are proposed to be pre-paid from the Net Proceeds.

Net Proceeds

The details of the proceeds of the Fresh Issue are summarized in the table below:

(in ₹ million)

S. No.	Particulars	Amount
(a)	Gross Proceeds	5,000.00
(b)	(Less) Offer Expenses applicable to the Company**	[●]*
(c)	Net Proceeds	[●]*

**To be finalized upon determination of Offer Price.*

***Other than listing fees which will be borne by our Company, all expenses with respect to the Offer will be borne by the Selling Shareholders and the Company, in proportion to the Equity Shares sold by them, respectively, through the Offer.*

Requirement of Funds, Schedule of Implementation and Deployment of Net Proceeds

The Net Proceeds will be utilized as set forth in the table below.

(in ₹ million)

S. No.	Particulars	Amount	Estimated Utilization in Fiscal 2019
1.	Repayment and/or prepayment of certain indebtedness	4,000.00	4,000.00
2.	General corporate purposes*	[●]	[●]
	Total Net Proceeds*	**[●]**	**[●]**

* *To be finalized upon determination of the Offer Price.*

Means of finance

We propose to fund the requirements of the objects detailed above entirely from the Net Proceeds. Accordingly, Paragraph VII C of Part A of Schedule VIII of the SEBI ICDR Regulations (which requires firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing identifiable internal accruals) does not apply.

Our fund requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency. We operate in a highly competitive and dynamic industry and may have to revise our estimates from time to time on account of changes in external circumstances or costs, or changes in other financial conditions, business or strategy. In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements may be financed through our internal accruals and/or incremental debt, as required. If the actual utilization towards the objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required, and general corporate purposes, to the extent that the total amount to be utilized towards the general corporate purposes will not exceed 25% of the Gross Proceeds in compliance with the SEBI ICDR Regulations.

In the event that estimated utilization out of the Net Proceeds in a Fiscal is not completely met, due to any reason, the same shall be utilized (in part or full) in the subsequent period as may be determined by our Company, in accordance with applicable law. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds.

Details of the Objects

1. *Repayment and/or prepayment of certain indebtedness*

We have entered into various financing arrangements with various banks and financial institutions. The borrowing arrangements entered into by us include short term and long term borrowings. For details of these borrowing arrangements, see "***Financial Indebtedness***" on page 327.

We intend to utilize a portion of the Net Proceeds, aggregating up to ₹ 4,000.00 million, towards repayment or prepayment of certain indebtedness incurred by our Company. The details of the borrowings proposed to be repaid and/or prepaid, in full or partially, from the Net Proceeds, are set out below.

(in ₹ million, unless otherwise stated)

Sr. No.	Name of the lender	Type of the facility	Principal Amount outstanding (as on August 31, 2018)^	Interest rate (% per annum)	Repayment Schedule	Prepayment conditions	Purpose for which loan was availed^^
1.	Central Bank of India*	Term Loan	1,309.10	9.60	To be repaid in 36 quarterly balloon installments commencing from quarter ending March 2018	Prior written notice of 30 days specifying the amount to be prepaid and the date of such prepayment along with prepayment premium of 0.50% of the amount of the loan being prepaid if the loan is prepaid from sources other than business accrual/Company's own funds.	Towards financing the setting up of cement and clinker manufacturing and power plants at Risda, Chhattisgarh and cement grinding plant at Panagarh, West Bengal.
2.	Dena Bank*		475.00	9.60			
3.	IFCI Limited*		900.00	10.70			
4.	South Indian Bank*		707.90	9.60			
5.	Axis Bank*		1,046.50	9.60		Prior written notice of 30 days specifying the amount to be prepaid and the date of such prepayment along with prepayment premium of 2.00% of the amount of the loan being prepaid. No prepayment charges are payable if prepayment is made out of the Company's own funds/accruals.#	
6.	Vijaya Bank*		521.00	9.60		Prior written notice of 30 days specifying the amount to be prepaid and the date of such prepayment.	
7.	Oriental Bank of Commerce*		612.50	9.60			
8.	Syndicate Bank*		671.10	9.60			

Sr. No.	Name of the lender	Type of the facility	Principal Amount outstanding (as on August 31, 2018)^	Interest rate (% per annum)	Repayment Schedule	Prepayment conditions	Purpose for which loan was availed^^
9.	State Bank of India *	Foreign Currency Non-Repatriable Bank Loan	1,862.90**	5.75	To be repaid in 36 quarterly balloon installments commencing from quarter ending March 2018 in the foreign currency in which the loan has been granted.	Prior written notice of 30 days specifying the amount to be prepaid and the date of such prepayment along with prepayment premium of 1.50% per annum of the amount of the loan being prepaid computed for the unexpired period of loan.	

** These loans have been granted pursuant to a consortium agreement entered into by the Company with Bank of Baroda, Central Bank of India, Allahabad Bank, Union Bank of India, Oriental Bank of Commerce, Vijaya Bank, State Bank of India, Axis Bank Limited, Dena Bank, Syndicate Bank, Indian Overseas Bank, The South Indian Bank Limited, United Bank of India and IFCI Limited dated March 24, 2014.*
***Equivalent to USD 27.14 million based on the rate of ₹ 68.64 per USD.*
#No prepayment penalty is applicable in the event the term loan is prepaid within 90 days of reset of interest rate.
^As per certificate issued by Agrawal Sanjay & Company, Chartered Accountants, dated October 9, 2018.
^^As per the certificate issued by Agrawal Sanjay & Company, Chartered Accountants, dated October 9, 2018, the borrowings have been utilised for the purpose for which they were availed.

The aggregate amount to be utilised from the Net Proceeds towards repayment/ prepayment of any combination of the borrowings detailed above, will not exceed ₹ 4,000 million. Such repayment/ prepayment will help reduce our outstanding indebtedness and debt servicing costs and enable utilization of our accruals for further investment in our business growth and expansion. In addition, we expect that this would improve our ability to raise further resources in the future to fund our potential business development opportunities.

Given the nature of the borrowings identified in the table above and the terms of repayment, the aggregate outstanding loan amounts mentioned above may vary from time to time. In addition, we may, from time to time, repay, refinance, enter into further financing arrangements or draw down funds from existing facilities. In particular, Piramal Capital and Housing Finance Limited ("**Piramal**") has issued an in-principle sanction letter dated September 20, 2018 (the "**In-principle Sanction Letter**") to our Company in connection with a term loan facility amounting to ₹ 2,000.00 million to be granted to our Company for the purposes of meeting our capital expenditure requirements. In terms of the In-principle Sanction Letter, our Company is mandatorily required to repay the entire amount of loan availed from Piramal, among others, from the proceeds of any issuance of Equity Shares by the Company (which would include the proceeds of the Fresh Issue). Accordingly, upon execution of the facility agreements and drawdown of such term loan facility from Piramal, such term loan facility will be identified in the Red Herring Prospectus as one of the loans to be repaid out of the Net Proceeds as above.

The indebtedness we will repay/ prepay out of the Net Proceeds will be selected based on various factors and commercial considerations including, among others, (i) cost of the borrowings, including applicable interest rates ; (ii) any conditions restricting our ability to prepay/repay and the time taken to fulfil, or obtain waivers for fulfilment of such conditions; (iii) receipt of consents for prepayment/repayment; (iv) terms and conditions of such consents and waivers, (v) levy of any prepayment penalties and the quantum thereof, (vii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan and (viii) provisions of applicable law governing such borrowings.

2. *General corporate purposes*

The Net Proceeds will first be utilized for the object as set out above. Subject to this, we intend to deploy any balance left out of the Net Proceeds towards 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 Gross Proceeds, in compliance with the SEBI ICDR Regulations.
Such general corporate purposes may include, but are not restricted to, the following:

(i) short term working capital requirements;
(ii) setting up of new manufacturing plants and mining units and/or expansion of existing plants and other such capital expenditure;
(iii) servicing our interest obligations under our financing arrangements, as well as for repayment of loans taken from time to time; and
(iv) ongoing general corporate purposes or exigencies, as approved by our Board, subject to compliance with applicable law.

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.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The expenses of this Offer include, among others, listing fees, underwriting and management fees, printing and distribution expenses, advertisement expenses and legal fees, as applicable. The estimated Offer expenses are as follows:

(in ₹ million)

Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees payable to the BRLMs	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Registrar	[●]	[●]	[●]
Fees payable to the Bankers to the Offer	[●]	[●]	[●]
Brokerage and selling commission payable to SCSBs, Registered Brokers, CRTAs and CDPs as applicable(1)	[●]	[●]	[●]
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate (including their sub-Syndicate Members) or Registered Brokers and submitted with the SCSBs or procured by Registered Brokers, CRTAs or CDPs and submitted with the SCSBs(2)	[●]	[●]	[●]
Others (listing fees, legal fees, etc.)	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

**Offer expenses include goods and services tax, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.*

(1) Selling commission payable to members of the Syndicate (including their sub-Syndicate Members), SCSBs, CRTAs and CDPs on the amounts received against the Equity Shares Allotted (i.e. product of the Equity Shares Allotted and the Offer Price):

Portion for Retail Individual Investors	*[●]% (plus applicable goods and services tax)*
Portion for Non-Institutional Investors	*[●] % (plus applicable goods and services tax)*
Portion for Employee Reservation Portion	*[●] % (plus applicable goods and services tax)*

Further, bidding charges of ₹ [●] (plus applicable goods and services tax) shall be as per valid ASBA Form collected by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs. The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured by them. Selling commission payable to the Registered Brokers on the portion for Retail Individual Investors and Non-Institutional Investors and the Employee Reservation Portion, which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ [●] per valid Bid cum Application Form (plus applicable goods and services tax).

(2) *Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the members of the Syndicate / sub-Syndicate / Registered Brokers / CRTAs / CDPs and submitted to the SCSB for blocking shall be ₹ [●] per valid Bid cum Application Form (plus applicable goods and service tax).*

All expenses with respect to the Offer, other than listing fees which will be borne by our Company, will be borne by the Selling Shareholders and the Company, in proportion to the Equity Shares sold by them, respectively, through the Offer.

Interim Use of Funds

Pending utilization for the purposes described above, we undertake to deposit the funds from the Net Proceeds only with the scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934. Our Company confirms that, pending utilization of the Net Proceeds, it shall not use such funds for trading or dealing in equity or equity linked securities of other listed companies.

Monitoring of Utilization of Funds

In terms of Regulation 16 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency to monitor the utilization of the Net Proceeds prior to filing of the Red Herring Prospectus with the RoC. The Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. The Company will disclose the utilization of the Net Proceeds, including interim use under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilized, if any, of such currently unutilized Net Proceeds.

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 Draft 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 auditor of our Company. 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 Offer as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the objects of the Offer 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

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects of the Fresh Issue unless our Company is authorized to do so by way of a special resolution of its Shareholders. 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 the Companies Act 2013, the promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act 2013 and provisions of Chapter VI A of the SEBI ICDR Regulations.

Other Confirmations

Neither have any arrangements been entered into with our Promoters, our Directors, members of our Promoter Group, Group Companies, Key Management Personnel or Senior Management Personnel nor any part of the Net Proceeds will be paid by our Company to our Promoters, our Directors, members of our Promoter Group, Group Companies, or Key Management Personnel or Senior Management Personnel except in the normal course of business and in compliance with applicable laws.

However, certain of our Promoters and members of our Promoter Group who are also Selling Shareholders will receive a portion of the Gross Proceeds of the Offer proportionate to the Equity Shares sold by them through the Offer for Sale.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of an assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares of our Company is ₹ 10 each and the Offer Price is [●] times of 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 see "***Business***", "***Risk Factors***" and "***Financial Statements***" on pages 128, 16 and 196, respectively to have an informed view before making an investment decision.

Qualitative Factors

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

1. One of the leading cement manufacturing companies in Eastern India with ability to scale-up quickly
2. Strategically located and well connected manufacturing plants
3. Modern plants and cost-efficient manufacturing capabilities
4. Strong parentage and established brand
5. Experienced management team

For further details, see "***Business***" and "***Risk Factors***" on pages 128 and 16, respectively.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Financial Statements. For details, see "***Financial Statements***" on page 196.

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

1. Basic and Diluted Earnings/Loss per Share ("EPS")

As per our Restated Financial Statements:

Year/Period ended	Basic & Diluted EPS (₹)	Weight
March 31, 2018	(3.25)	3
March 31, 2017	(1.65)	2
March 31, 2016	0.41	1
Weighted Average	(2.11)	
For the period ended June 30, 2018*	0.74	

**Not annualised*

Notes:

1. Basic Earnings per share (in ₹) = Restated net profit/(loss) after tax attributable to equity shareholders / weighted average number of equity shares outstanding during the year.

2. Diluted Earnings per share (in ₹) = Restated net profit/ (loss) after tax attributable to equity shareholders/ weighted average number of dilutive equity shares outstanding during the year

2. Price Earning Ratio (P/E) in relation to the Offer Price of ₹ [●] per Equity Share of the face value of ₹ 10 each

Particulars	As per our Restated Financial Statements
P/E ratio based on Basic EPS for the financial year ended March 31, 2018 at the Floor Price:	[●]
P/E ratio based on Diluted EPS for the financial year ended March 31, 2018 at the Floor Price:	[●]
P/E ratio based on Basic EPS for the financial year ended March 31, 2018 at the Cap Price:	[●]
P/E ratio based on Diluted EPS for the financial year ended March 31, 2018 at the Cap Price:	[●]

Industry P/E ratio

Based on the peer group information (excluding our Company) given below in this section, the highest P/E ratio is 64.79, the lowest P/E ratio is 14.13, the average P/E ratio is 42.03.

Notes:

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. For Industry P/E, P/E figures for the peers are computed based on closing market price as on Sep 28, 2018 at BSE, divided by diluted EPS (on consolidated basis) based on the annual reports of such companies for the Fiscal Year 2018.

3. Return on Net Worth (RoNW)

Return on net worth as per Restated Financial Statements:

Period/Year ended	RoNW (%)	Weight
March 31, 2018	(10.13%)	3
March 31, 2017	(4.46%)	2
March 31, 2016	1.09%	1
Weighted Average	**(6.37%)**	
For the period ended June 30, 2018*	2.26%	

* *Not annualised*

Notes:

1. Return on net worth (%) = Restated net profit/(loss) after tax / Restated net worth at the end of the year.

2. Net worth includes Equity share capital, Securities premium, Retained earnings and other reserves.

4. Minimum Return on Total Net Worth after the Offer needed to maintain pre-Offer EPS for the financial year ended March 31, 2018

a) For Basic EPS

Particulars	(%)
At the Floor Price	[●]
At the Cap Price	[●]

b) For Diluted EPS

Particulars	(%)
At the Floor Price	[●]
At the Cap Price	[●]

5. Net Asset Value (NAV) per Equity Share

NAV	(₹)
As on March 31, 2018	32.05
As on June 30, 2018	32.79
After the Offer	
- At the Floor Price	[●]
- At the Cap Price	[●]
Offer Price	[●]

Notes:

1. Net asset value per share (in ₹) = Restated net worth at the end of the year / Total number of equity shares outstanding at the end of the year/ period
2. Net worth includes Equity share capital, Securities premium, Retained earnings and other reserves
3. Offer Price per Equity Share will be determined on conclusion of the Book Building Process

6. Comparison with listed industry peers

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

Name of the company	Standalone/ Consolidated	Face value (₹ per share)	Closing price on Sept 28, 2018# (₹)	Total Revenue (in ₹ million)	EPS (₹) Basic	Diluted(1)	NAV(2) (₹ per share)	P/E(3)	RoNW(4) (%)
Emami Cement	Standalone	10	NA	10,270.33	(3.25)	(3.25)	32.05	NA	(10.13)
PEER GROUP									
Ultratech Cement Limited	Consolidated	10.00	4,055.75	3,28,883.50	80.94	80.92	960.66	50.12	8.4
Dalmia Bharat Limited	Consolidated	2.00	2,320.30	91,338.00	60.11	59.87	672.70	38.76	16.4
Star Cement Limited	Consolidated	1.00	111.45	16,334.92	7.89	7.89	35.22	14.13	22.4
JK Lakshmi Cement Limited	Consolidated	5.00	303.85	39,287.50	4.69	4.69	122.68	64.79	3.8
Shree Cement Limited	Consolidated	10.00	16,835.85	1,05,485.80	397.32	397.32	2,553.78	42.37	15.6

 # All prices as per the closing price from bseindia.com
** All numbers based on Financial Results as at March 31, 2018 and for the fiscal year ended March 31, 2018, as disclosed to the Stock Exchanges*

(1) Diluted EPS refers to the diluted earnings per share of the respective company

(2) NAV is computed as the net worth as on March 31, 2018 divided by the outstanding number of equity shares as on March 31, 2018

(3) P/E Ratio has been computed based on the closing market price of the equity shares (Source: BSE) on Sep 28, 2018, divided by the diluted EPS provided under Note (1)

(4) RoNW is computed as net profit after tax divided by net worth as on March 31, 2018

7. The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] and has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company, the Selling Shareholders and the BRLMs believe that the Offer Price of ₹ [●] is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with "***Risk Factors***", "***Business***", "***Financial Statements***" and "***Management's Discussion and Analysis Financial Conditions and Results of Operations***" on pages 16, 128, 196 and 301, 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***" and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

Date: October 9, 2018

To
The Board of Directors
Emami Cement Limited
Acropolis, 15th Floor
1858/1, Rajdanga Main Road, Kasba
Kolkata 700 107

Dear Madam(s) / Sir(s),

Sub: Statement of possible Special Tax Benefits (the 'Statement') available to Emami Cement Limited ("Company") and its shareholders

We, Agrawal Sanjay & Company, Chartered Accountants, the statutory auditors of the Company, hereby confirm that the enclosed Annexure states the possible special tax benefits available to the Company and its shareholders under the provisions of the Income Tax Act, 1961 ("**Act**"), Income Tax Rules, 1962, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives the Company may face and accordingly the Company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits and do not cover general tax benefits available to the Company or its shareholders. We are informed that the Annexure is only intended to provide general information to the investors and hence it 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/ her/ their own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of the equity shares of the Company ("**Offer**") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither we are suggesting nor advising the investor to invest money based on this statement.

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

This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Draft Red Herring Prospectus, prepared in connection with the Offer to be filed by the Company with the Securities and Exchange Board of India and the concerned stock exchanges.

Limitations

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. 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. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed Offer relying on the statement. This statement has been prepared solely in connection with the proposed Offer by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

Sincerely

For Agrawal Sanjay & Company
Chartered Accountants
Statutory Auditors of the Company
Firm Registration No.: 329088E

Radhakrishan Tondon
Partner
Membership No: 060534
Place: Kolkata
Date: October 9, 2018

Encl: Annexure

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

Outlined below are the possible special tax benefits available to the Company and its shareholders under the Act. These possible special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfil.

Statement of special tax benefits available to Emami Cement Limited ('the Company')

Tax holiday under section 80IA of the Income-tax Act, 1961 (the "Act")

The following specific Income tax benefits may be available to the Company after fulfilling conditions as per the respective provisions of the relevant tax laws on certain eligible projects:

In accordance with and subject to the conditions specified in Section 80-IA of the Act, the Company may be entitled for a deduction of an amount equal to 100 percent of profits or gains derived from any enterprise carrying on business of (i) developing or (ii) operating and maintaining or (iii) developing, operating and maintaining any infrastructure facility or (iv) generating or distributing or transmission of power, for any ten consecutive assessment years out of fifteen years beginning from the year in which the enterprise has started its operation.

Special Tax Benefits to the Shareholders of the Company

There are no special tax benefits available to the shareholders of the Company.

Note:

1. The statement of tax benefits enumerated above is as per the Income Tax Act 1961 including amendments as set out in the Finance Act 2018.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. 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 own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

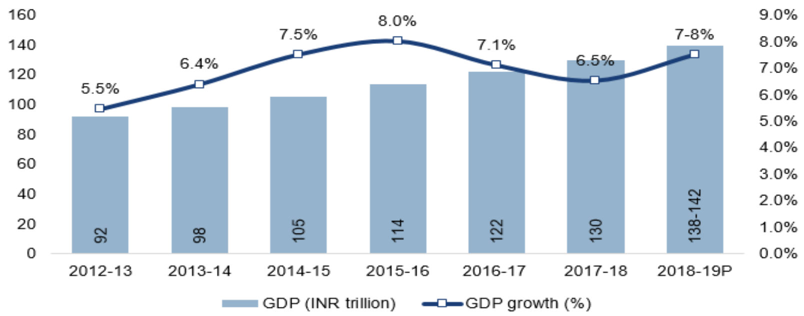
SECTION IV: ABOUT THE COMPANY
INDUSTRY OVERVIEW

*The industry-related information contained in this section is derived from the CRISIL Report titled "Cement market Assessment for India and Eastern Region" dated October 2018, ("**CRISIL Report**"). We commissioned the CRISIL Report for the purposes of confirming our understanding of the industry in connection with the Offer. Neither our Company, nor any other person connected with the Offer, including the BRLMs, has independently verified the information in the CRISIL Report or other publicly available information cited in this section. See "**Risk Factors – Internal Risk Factors - We have commissioned an industry report from CRISIL Research which has been used for industry related data in this Draft Red Herring Prospectus and such data has not been independently verified by us**" on page 39. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.*

Overview of the Indian Economy

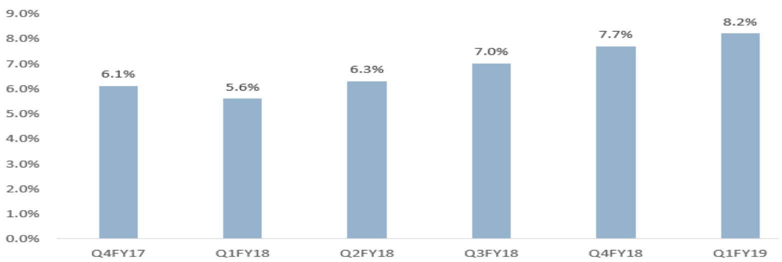
India adopted Fiscal 2012 as the new base year for calculating gross domestic product ("**GDP**"). With this base, its GDP increased to ₹ 130 trillion in Fiscal 2018 from ₹ 87 trillion in Fiscal 2012, at a compounded annual growth rate ("**CAGR**") of 6.9%. As per the Central Statistics Office, GDP growth in Fiscal 2018 was driven by faster growth in second half of the fiscal.

The following chart sets forth real GDP growth in India (Fiscal 2012 series):



Quarterly GDP growth has increased and is expected to increase growth to 7% to 8% in Fiscal 2019. However the growth could be affected if oil prices sustain at the current level. The growth revival in Fiscal 2019 is expected to be consumption-led, with support from investments. A normal monsoon in 2018, benign interest rates, return of pent-up demand and implementation of house rent allowance revisions at the state government level are expected to support growth, together with the government's support of the rural and infrastructure segments. Resolution of GST related errors and faster trade growth, supported by cyclical recovery in the global economy are expected to support India's exports. The recapitalisation of public sector banks is expected to allow funding support from banks and support growth.

The following table sets forth real GDP growth in India (% on year):

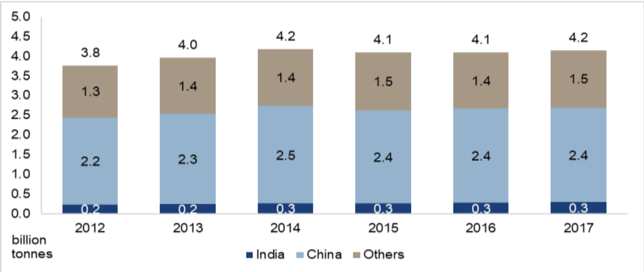


The increase in growth implies that the impact of demonetization is decreasing and that GST related issues are being addressed. Growth improvement appears to be broad-based, with both consumption and investment increasing.

Overview of the Global Cement Industry

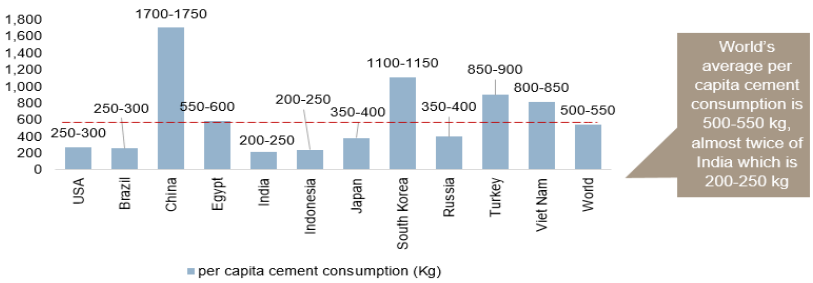
Global cement production has been growing at a cumulative annual growth rate of approximately 2% for the last five years and was at approximately 4.2 billion tonnes during the calendar year 2017.

The following chart sets forth the estimated trend in global cement production (in billion tonnes):



Global cement production is led by China which accounts for more than half of the world's cement production, a majority of which is consumed within the country. India is second in terms of cement production accounting for 6% to 8% of the global cement production. Developing nations such as Indonesia, India and Vietnam have been some of the fastest growing countries in terms of cement production in the last five years. Over the last five years India's cement demand has grown at a CAGR of 4% to 5 %, as compared to the global cement demand which grew at a CAGR of approximately 2% over the same period.

The following chart sets forth global trends in cement consumption for the calendar year 2017:



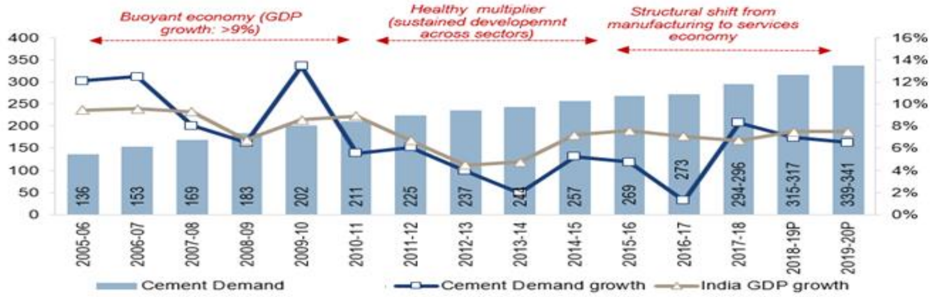
Notes: The figures mentioned are estimates arrived at by assessing various data points from sources such as the United Nations comtrade database, US Geological survey and World population estimates published by the UN population division.

Overview of India's Cement Industry

The Indian cement market is the second-largest in the world after China and accounts for 294 to 296 million metric tonnes per annum ("**MMTPA**") of cement demand in Fiscal 2018. Cement demand in India has grown at a CAGR of 4% to 5% over the last five years. Cement is a high-volume and low-value commodity. Transporting cement beyond a certain distance makes it unviable for end-users, thus making the cement industry largely regional in nature. Cement consumption varies region-wise because the supply and demand balance, per capita income and level of industrial development differ in each state and consequently, in each region. As a result, the share of imports (in local consumption) and exports (in local production) is negligible.

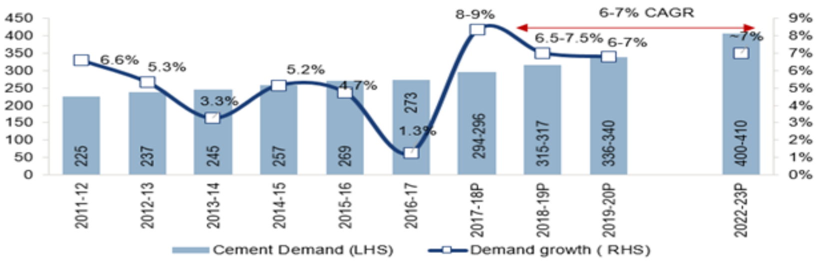
The cement industry in India has been growing at 1.2 times of GDP growth in last two decades. However, with continued decline in the investment-to-GDP ratio, there has been significantly lower capital formation in the economy. This, in turn, has reflected in the cement-to-GDP multiplier being consistently below 1.0 till Fiscal 2017. In Fiscal 2018, cement demand to GDP multiplier is estimated to touch 1.2, when cement demand grew faster than GDP. Though this level of multiplier is not sustainable, it signals the beginning of a healthy multiplier phase.

The following chart sets forth the historical and projected trends in India's cement demand (in MMTPA), cement demand growth and GDP growth:



In Fiscal 2018, cement demand is estimated to have grown by 8% to 9%, supported by the government's push for affordable housing, increased infrastructure spending and low base of the previous year. In Fiscals 2019 and 2020, cement demand is expected to have a year-on-year growth of approximately 6% to 8%. While demand in Fiscal 2019 is expected to be driven by pre-election spending and the low base of the first half of the fiscal, demand in Fiscal 2020 is expected to be driven by growth in the rural housing and infrastructure segments.

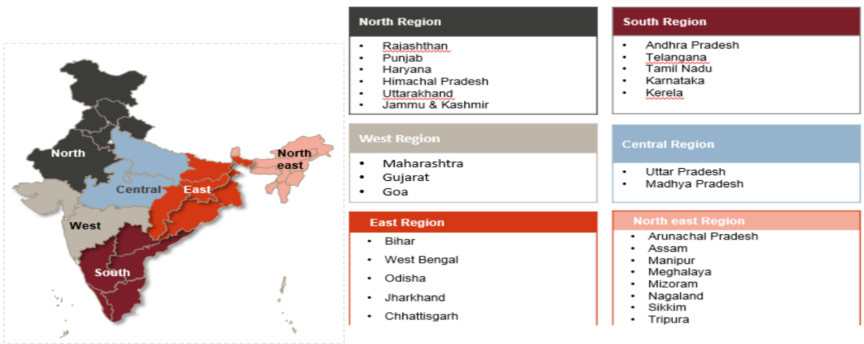
In the long term, cement demand is expected to grow at a CAGR of 6% to 7% over the Fiscals 2018 to 2023 as compared to a CAGR of 4% to 5% during Fiscals 2013 to 2018, led by a number of infrastructure investments. The following chart sets forth cement demand (MMTPA) and demand growth forecast:



Note: The number for Fiscal 2017 is revised.

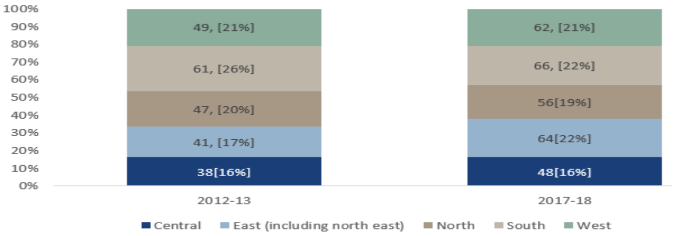
Region-Wise Outlook

The following chart sets forth the classification of regions for study:



Cement demand in India has estimated to have grown at a CAGR of 4% to 5% over the last five years, to 294 to 296 MMTPA in Fiscal 2018 from 237 MMTPA in Fiscal 2013. The cement demand growth nearly stopped, with a year-on-year growth of 1% in Fiscal 2017 due to demonetization. The years prior to Fiscal 2017 also witnessed slow growth due to subdued construction activity, especially in the housing segment. The demand is estimated to have increased in Fiscal 2018, recording a year-on-year growth of 8% to 9%, supported by low base, led by India's north, east (including north-east) and central regions. Problems in availability of sand in Rajasthan, Bihar, Uttar Pradesh and Tamil Nadu affected demand growth in first half of Fiscal 2018 and to a certain extent the third quarter of Fiscal 2018. The cement demand is estimated to have grown at 16% to 18% in the third quarter of Fiscal 2018, which is attributed to low base. The growth is expected to continue in the long-term. In the fourth quarter of Fiscal 2018, cement demand had a year-on-year growth of 8.3%, primarily driven by growth in India's north, east and central regions. Andhra Pradesh and Telangana have also witnessed growth in cement demand in the same period. India's southern region witnessed a slowdown in construction activity in Tamil Nadu, which in turn affected cement growth. India's eastern region recorded a growth in the same period, driven by an increase in affordable housing and demand from the infrastructure segment. Growth in India's eastern and central regions was also supported by low base. Thus, the southern region lost its market share to the eastern (including north eastern) region from Fiscal 2013 to Fiscal 2018.

The following chart sets forth the regional cement demand trend from Fiscal 2013 to Fiscal 2018 (in MMTPA):

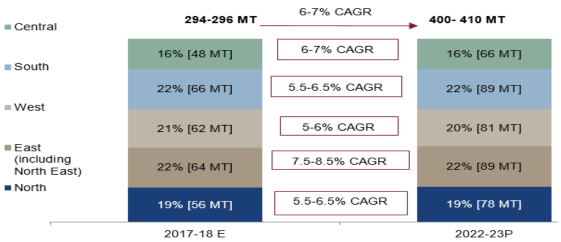


Notes: 1) Percentages may not add up to 100% due to the rounding off of numbers.

Cement demand is expected to grow by 6.5% to 7.5% in Fiscal 2019, with the eastern (including north eastern) and central regions leading growth. Pre-election spending is expected to support infrastructure-led activities and increase cement demand. Further, state elections in December 2018 in Rajasthan, Madhya Pradesh and Chhattisgarh are expected to accelerate growth in cement demand.

In terms of regional dynamics, while the eastern (including north eastern) region is expected to exhibit growth, the southern and western regions are expected to continue to remain under pressure.

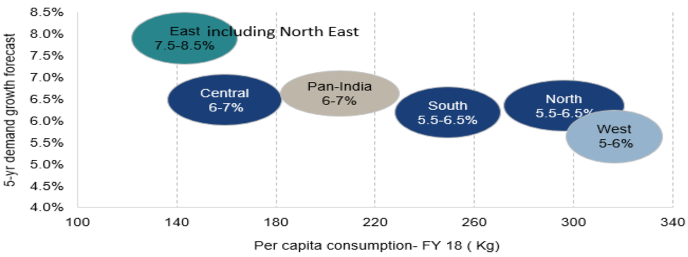
The following chart sets forth the projected shift in region-wise demand over the next five years:



Notes: 1) E- refers to estimated and P- refers to projected. 2) Percentages may not add up to 100% due to rounding off.

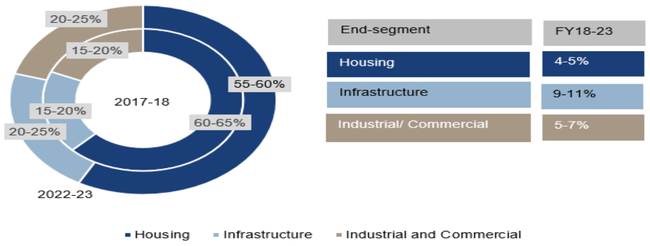
India's eastern region (including the north east) has the lowest per capita consumption followed by the central region. With the development of infrastructure and government initiatives (for housing such as the Pradhan Mantri Awas Yojana ("**PMAY**") initiative) largely focusing on the region, the growth is expected to outpace all other regions for the next five years.

The following chart sets forth the region-wise per capita annual consumption and demand growth forecast for Fiscals 2018 to 2023:



Segment-Wise Outlook

With fast growth expected in the infrastructure segment over the next few years, the share of the segment is expected to increase from 15% to 20% in Fiscal 2018 to 20% to 25% in Fiscal 2023.
The following chart sets forth the share of end-user segments:



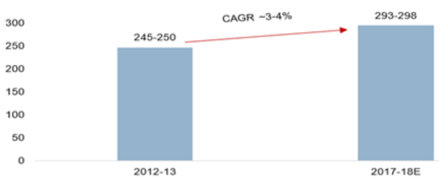
The following table sets forth key government initiatives expected to augment cement demand in India:

Government programme/ scheme	Prosed investment/ development targets
PMAY	This is a mortgage subsidy scheme which provides intrest rate subsidies of up to 6.5% to the economically weaker sections for the contruction or purchase of residential houses.
Atal Mission for Rejuvenation and Urban Transformation	Proposed outlay of ₹ 500 billion on development of basic infrastructure services relating to water supply, sewerage, septage management, storm water drains, transport and development of green spaces and parks in 500 designated cities.
Smart Cities Project	Proposed outlay of ₹ 480 billion on development of core infrastructure services such as: adequate and clean water supply, sanitation and solid waste management, efficient urban mobility and public transportation, affordable housing for the poor, power supply, IT connectivity, governance, especially e-governance and citizen participation, safety and security of citizens, health and education and a sustainable urban environment in 100 designated cities.
Sagarmala Programme	The Sagarmala programme is an umbrella project which envisages investments of approximately ₹ 8 billion for the development and industrialization of the ports and shipping industry in India. The said investment is expected to be achieved by a combination of public spending and public-private partnership projects.
Bharatmala Pariyojana	Bharatmala Pariyojana is an umbrella project that aims to improve efficiency in the roads sector. It is expected to supersede the National Highways Development Project and envisages the construction of approximately 65,000 km of highways.

Supply in the Cement Industry

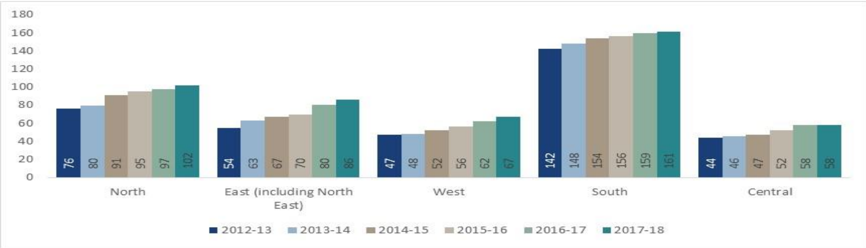
Due to the presence of mines of limestone (which is the key raw material for the industry) in certain pockets, most of the integrated cement plants are located in and around these clusters in places such as Chittorgarh (Rajasthan), Solan (Himachal Pradesh), Balodabazaar (Chhattisgarh), Satna (Madhya Pradesh), Nalgonda (Telangana), Yeraguntla (Andhra Pradesh), Kutch (Gujarat) and Gulbarga (Karnataka).

The following chart sets forth the trend in clinker capacity (in MMTPA):



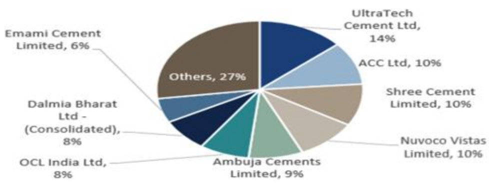
Note: E – refers to Estimated.

The following chart sets forth the region-wise trends in installed grinding capacity:



Note: The figures in the chart are operational installed capacities.

The following chart sets forth the player-wise installed capacity split in India's eastern (including north eastern) region, for Fiscal 2018:

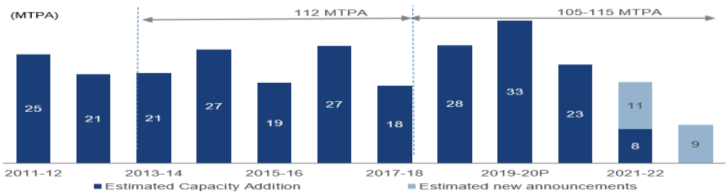


Supply Outlook

The cement industry is estimated to have added 18 MMTPA of capacity in Fiscal 2018 in addition to the approximately 27 MMTPA commissioned in Fiscal 2017. The players had designated capital expenditure for the expansion over the last three to four years, the time taken to set up an integrated cement plant, including securing environmental clearances (companies add capacity before actual demand emerges).

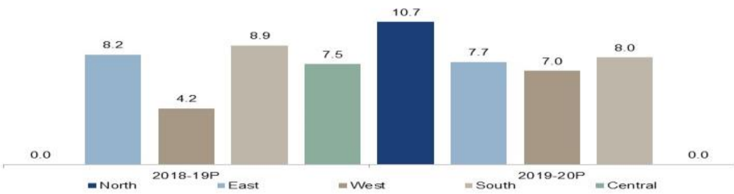
As of March 31, 2018, it is estimated that the overall installed capacity was at 470 to 480 MMTPA (adjusted for period of commissioning, this would be close to 460 to 470 MMTPA on an effective basis). The capacity additions are expected to increase further with nearly 29 MMTPA and 33 MMTPA of capacity expected to be added in Fiscals 2019 and 2020, respectively. The cement industry is expected to potentially witness approximately 105 to 115 MMTPA of capacity additions over Fiscals 2018 to 2023.

The following table sets forth the historical and projected trend in capacity additions (in MMTPA):



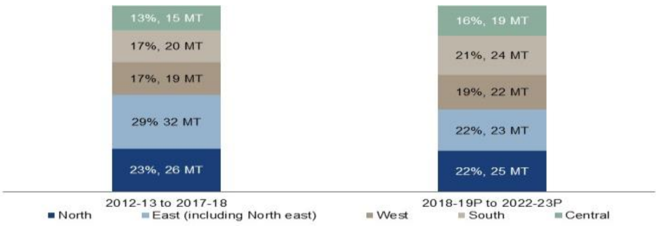
Note: P- refers to projected.

The following table sets forth the projected trend in region-wise capacity additions (in MMTPA):



Note: P – refers to projected.

The following table sets forth the region-wise share in installed capacity additions (in MMTPA):



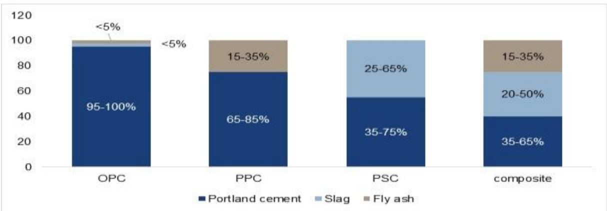
Note: 1) P – refers to projected. 2) Figures may not add up to 100% due to rounding off to nearest integer.

<u>Inter-Regional and Intra-Regional Cement Movement Patterns</u>

Uttar Pradesh, located in India's central region, has traditionally been an importer, as cement demand in the state was being met through purchases from states where production takes place, such as Madhya Pradesh. However, Uttar Pradesh's imports have declined after the state witnessed capacity additions in the last few years. The trend is expected to continue. However, most of the new capacities would be in split grinding units, as there is a scarcity of limestone in the state. Clinker will have to be sourced from outside the state, if not from the central region, then from states such as Chhattisgarh in the eastern (including north eastern) region or Rajasthan and Himachal in the northern region. Clinker will be the item that would see inter-regional transport, even more so than cement. Similarly, in Maharashtra, the development of jetty facilities and addition of new capacities in the western region would reduce the region's dependence on cement from other regions.

Key trends in India's Cement Industry

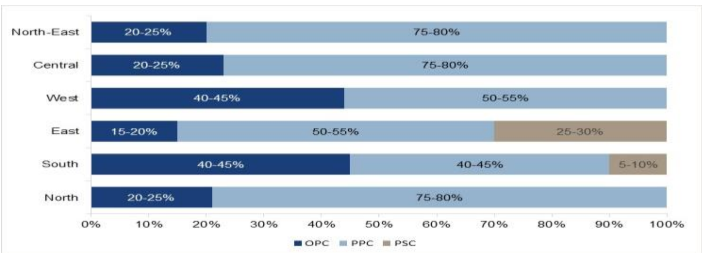
The following chart sets forth the indicative composition of various types of cements (as prescribed by the Bureau of Indian Standards ("**BIS**")):



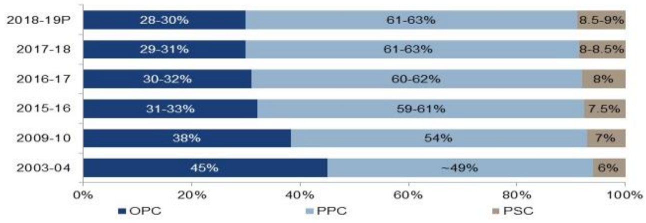
Product Mix – The shift from Ordinary Portland Cement to Portland Pozzolona Cement

The cement industry has seen some major changes in the production of various varieties of cement, such as ordinary portland cement ("**OPC**"), portland pozzolona cement ("**PPC**") and portland slag cement ("**PSC**"). Cement producers have shifted from manufacturing OPC to blended cement in the last five to six years. The proportion of blended cement has increased from 60% in Fiscal 2006 to approximately 70% in Fiscal 2018, primarily due to its growing acceptability in the market and because it requires less limestone (a scarce natural resource). The proportion of blended cement has been increasing, with PPC having the highest share. By blending fly ash or slag with OPC, producers can lower power, fuel and raw material costs, thereby improving their operating margins. While for PSC's proximity to steel plants is an important factor that ensures easy access to slag. As a result, the production of PSC is concentrated in the eastern (including north eastern) and southern regions, as slag is available in these regions as there are steel plants in the area. While regions such as the north and the west that have very few steel plants, have seen a lower penetration of PSC due to the non-availability of slag. The share of clinker varies in each category of cement. Clinker in OPC would account for approximately 90% to 95% clinker, PPC has approximately 65% to 85% clinker, while clinker in PSC would range from 35% to 75%.

The following chart sets forth the region-wise share of different types of cement as of Fiscal 2018:



The following chart sets forth the year wise change in products sold in India:



Split-grinding and blending benefits to cement manufacturers

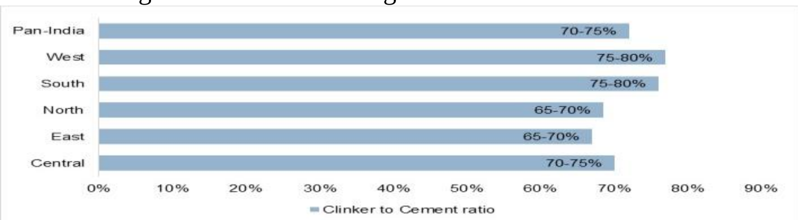
Split-grinding: Split-grinding is an arrangement by cement manufacturers whereby the clinker and grinding units are set up at two different locations. Cement being a low value and high volume commodity, production and freight costs are among the highest cost heads for a producer. In order to minimise the cost of transportation of limestone, the clinker manufacturing units have to be located near the limestone reserve (1 tonne of clinker requires approximately 1.5 tonne of limestone). However, in many cases, the transportation of cement from an integrated plant near a limestone mine to the demand centres (more than 500 km) impacts the operating margins of the players and increases purchase cost for the end-user. In such a scenario, split-grinding units are set up, wherein clinker is transported from the integrated plant located close to the mine to the grinding and blending units which are located near the key demand centres. Setting up grinding units in the vicinity of power and steel plants reduces transportation costs for raw materials such as slag and fly ash.

Blending benefits: In addition to the easing of logistical constraints, the degree of blending enables players to optimise their production costs as the additives used, such as fly ash and blast furnace slag, are available to cement manufacturers at a marginal cost compared to limestone. The BIS allows additions of up to 35% of fly ash in PPC and blast furnace slag up to 65% in PSC subject to meeting other quality requirements as prescribed. This substitution of clinker results in substantial cost savings for cement manufacturers as the consumption of clinker is 30% to 40% lower than OPC. Additionally, the reduction in the cost of transportation of clinker (approximately 0.6 tonne per tonne of blended cement) from an integrated unit to a grinding unit further eases the cost of production. A recent trend in the industry is the emergence of composite cement which is produced by blending fly ash and blast furnace slag with OPC. As per the BIS, the proportion of OPC in composite cement can be as low as 35%. This could potentially lead to proliferation of grinding units in and around demand centres and/or steel/power plants, especially in the eastern region where fly-ash and slag are easily available.

Blending to increase: Blending ratio (cement to clinker ratio) for the cement industry is estimated to have improved from 1.41 in Fiscal 2016 (based on a sample covering 50% of the industry's production) to 1.42 in Fiscal 2017, due to demand growth in the eastern (including north east) region (as compared to pan-India). The ratio is among the highest in India due to preference for slag cement.

The ratio is estimated to have further improved to 1.43 in Fiscal 2018 and is expected to increase further to 1.44 in Fiscal 2019. The rise is primarily due to the higher acceptance of blended cement, mainly PPC. Apart from the faster growth in the eastern (including north east) region, permission to use PPC in works of the governments' public works departments (earlier only OPC was permitted) has been driving the increase in the blending ratio. As a result of the increased blending, the demand for fly ash is expected to increase. The availability of fly ash, a waste product of burning coal, for cement plants is not expected to be an issue.

There is a significant number of coal-fired thermal power plants situated across India. Moreover, upcoming plants are also expected to be geographically well-distributed. This is expected to ensure good supply of the raw material. However, slag cement production will be confined to regions where steel plants are located. Slag being a low-density commodity, becomes unviable for transport over large distances. With efforts by cement companies to educate customers about the advantages of slag cement in the south, its share is expected to gradually increase in the region.
The following chart sets forth the region-wise clinker to cement ratio as of Fiscal 2018:



Role of captive power plants and waste heat recovery in enhancing the efficiency of cement plants

On average, energy costs form 35% to 50% of the total manufacturing cost of cement in India. While plants in India consume 75 to 80 kWh of electrical energy for producing 1 tonne of cement, the older plants consume 80 to 100 kWh of electrical energy. In terms of thermal energy, India's cement plants need 700 to 750 kcal to produce 1 kg of clinker on an average. In order to reduce these costs, most manufacturers opt for captive power generation for cement production as the cost of such power is substantially lower than that sourced from the grid. In some cases, the cost of captive power can be less than ₹ 4 per kWh. Additionally, in recent times, companies have started to opt for waste heat recovery systems which utilize the excess heat generated during clinker production to generate electrical energy. As per a report published by the Confederation of Indian Industry and the Cement Manufacturer's Association in 2015, waste heat recovery systems can reduce specific energy consumption by as much as 22 kwh/tonne which potentially amounts to 20% to 25% of a manufacturer's power consumption. This translates into substantial cost savings.

Utilization Rates Outlook

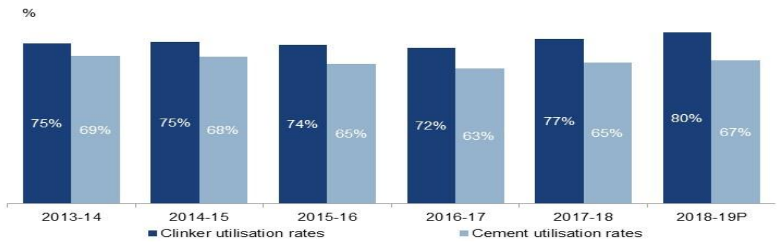
Utilization rates of the cement industry are expected to have increased in Fiscal 2018. The improvement would have been driven by growth in demand that outpaced the incremental effective capacity. Barring the western region, all other regions could have witnessed an increase in the rates. The western region was an exception due to an increase in its effective capacity additions. With the incremental demand outpacing supply, utilization rates are expected to increase in Fiscal 2019. Further, pan-India utilization rates are expected to increase to an average of 69% in Fiscals 2019 to 2023 (both years inclusive), from 66% in Fiscals 2014 to 2018. The improvement is primarily driven by prudent capacity additions and a moderately healthy growth phase.

The following chart sets forth the historical and projected trends in capacity utilisation (in MMTPA):

Notes: P- refers to projected. Effective cement capacity is calculated on a pro-rata basis, taking into account the month in which the capacity becomes operational.

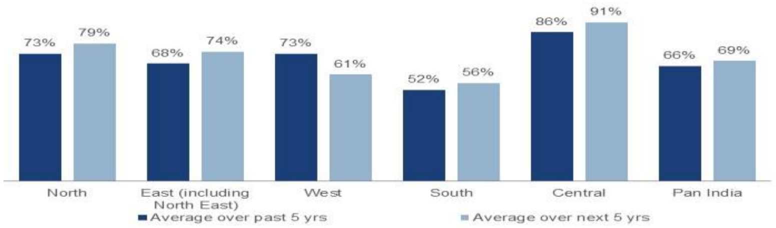
While the utilization rates of clinker units used to be lower than cement, there has been a trend reversal in the last five years due to a large number of grinding capacities that were set up. Over the next five years, companies are expected to also focus on capacity additions in clinker to cater to the increased requirement.

The following chart sets forth the historical and projected trend in capacity utilisations for cement and clinker:



Utilization rates have been increasing from Fiscal 2011 to Fiscal 2016 due to growth in production and effective capacities. In Fiscal 2017, utilization rates were impacted by demonetization as Pan-India cement demand recorded a year-on-year growth of 1% to 2%.

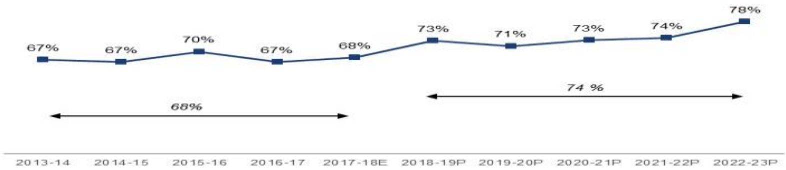
The following chart sets forth the region-wise trend in cement utilization rates:



Note: next five years refer to Fiscal 2019 to Fiscal 2023.

On a regional level, the southern region has the lowest utilisation rates. The region witnessed capacity additions in anticipation of demand from Fiscals 2007 to 2013, supported by the presence of limestone mines in the region (three clusters - Nalgonda, Yeraguntla, Gulbarga - are located in the region). The players in the southern region have, since 2013, targeted inter-regional markets in west and east (including north east) India, thereby increasing their production. The addition of capacities have been at a similar rate, thus stabilizing the utilization rates in the region. As for the other regions, continuing capacity additions amid weak demand growth has resulted in a decline in utilization rates.

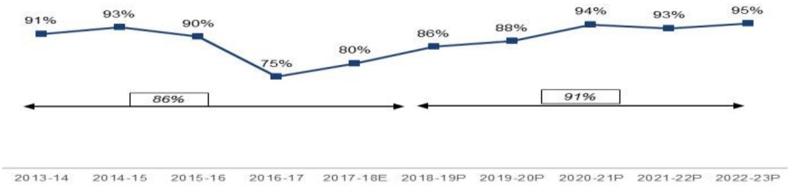
The following chart sets forth the trend in cement utilization rates in India's eastern (including north eastern) region, in Fiscal 2018:



Note: P- refers to projected

Over the last five year period, utilization levels have stabilized in the eastern (including north eastern) region. Utilization rates in Fiscal 2017 witnessed a decrease, primarily due to demonetization, which impacted cement consumption from key end-user segments and led the overall construction activity to a near halt. However, going forward, utilization rates are expected to gradually improve from current levels following an increase in production following strong pickup in demand.

The following chart sets forth the trend in cement utilization rates in India's central region, in Fiscal 2018:



Note: P- refers to projected

Long-term price outlook

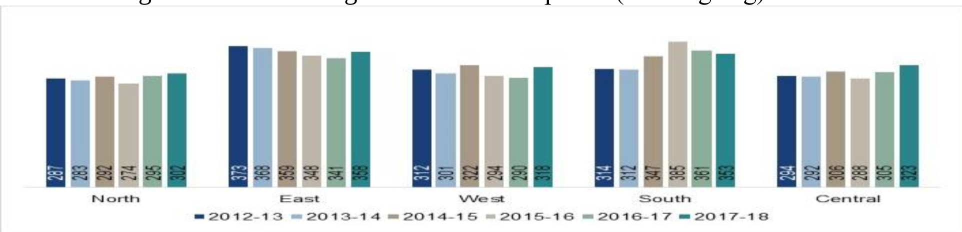
In the first quarter of Fiscal 2018, cement players increased prices to pass on the increase in power and fuel costs (due to higher petroleum coke ("**petcoke**") prices). However, the momentum did not sustain as the prices declined in the second quarter as demand weakened during the monsoon season and due to GST-related disruptions in the supply chain. Across India, the prices declined further in the third quarter, as several states, such as Rajasthan, Bihar, and Tamil Nadu, continued to be impacted by the ban on sand mining, constraining the demand. However, pan-India prices during the April to November period in 2017 were up 4.2% on year. The resolution of sand mining-related issues, subsequent demand increase and pass-on of costs (import duty on petcoke was increased from 2.5% to 10% and an increase in diesel prices) have increased prices. Overall, the prices are expected to have been 4.5% to 5.5% higher on year. However, in view of the large capacities coming on stream in Fiscal 2019, the prices are expected to remain near flat despite the growth expected in spending by the central government in the pre-election year.

The following chart sets forth the trend in pan-India cement prices:

Note: 1) P – refers to projected. 2) Cement prices are actual average pan-India retail cement prices (₹/ bag).

Region-Wise Trends

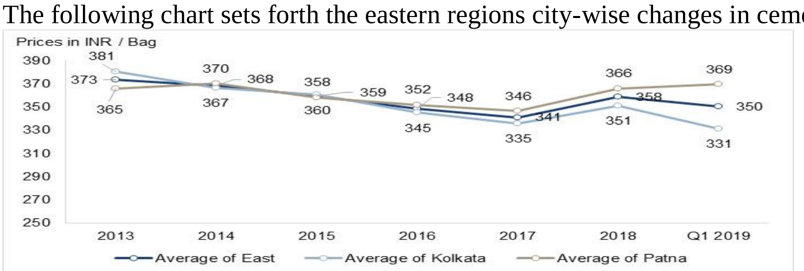
The following chart sets forth region-wise trend in prices (₹/ 50 kg bag):



The central region had an increase in prices in Fiscal 2017, which was followed by a moderate increase in Fiscal 2018. The prices in India's central region increased in the first quarter of Fiscal 2018 and decreased in the second quarter. However, despite the on-quarter decline, the prices in the second quarter were 0.8% higher on year. The prices started increasing after November. The prices, which were 4.8% higher on year during the April to November period, further hardened until the fourth quarter, resulting in a 5.0% to 5.5% increase. In Fiscal 2019, infrastructure projects, such as Lucknow Metro, government spending in the pre-election year and the PMAY-Urban are expected to increase the prices in the region. However, the reduced reliance of the eastern (including north eastern) region on the central region is expected to restrict any sharp improvement in the prices during the year.

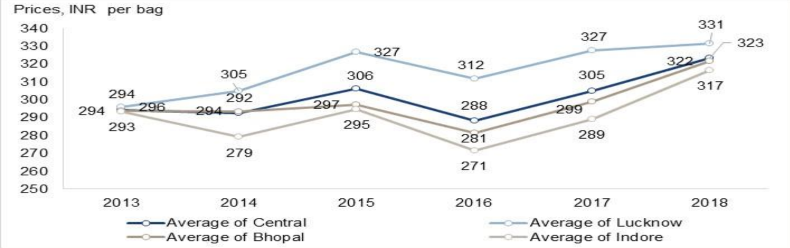
The cement prices in the eastern (including north eastern) region increased by 6.2% until November 2017. Though rising competition (entry of JSW Cement Limited in West Bengal and ramp-up at Emami Cement Limited) was a challenge, demand growth in all major states except Bihar, driven by affordable housing supported the prices. In the last two years, the region has witnessed large capacity additions by existing players (for instance, at Jamul and Sindri by ACC Limited, at Panagarh in West Bengal by Emami Cement Limited and at Durg by JK Lakshmi Cement Limited). It is expected to continue with JSW Cement Limited's Salboni expansion, Emami Cement Limited and JSW Cement Limited's new grinding units and the Brownfield expansion by Shree Cement Limited. Consequently, the utilization rates are expected to remain in check and prevent any sharp increase in the prices in Fiscal 2019.

The following chart sets forth the eastern regions city-wise changes in cement prices:



Note: Prices represent category A players' RSP. Category A prices comprise average prices of brands such as Ultratech Cement Limited, ACC Limited, Ambuja Cements Limited.

The following chart sets forth the central regions city-wise changes in cement prices:



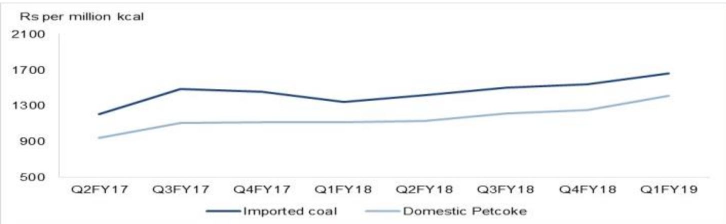
Note: Prices represent category A players' RSP. Category A prices comprise average prices of brands such as Ultratech Cement Limited, ACC Limited, Ambuja Cements Limited.

Raw Material and Costs

Raw Material Price Review

Pan-India average sale prices of limestone declined by approximately 6% year-on-year in the first quarter of Fiscal 2018. The following chart sets forth the trend in limestone prices:

The following chart sets forth the trend in imported limestone and petcoke prices:



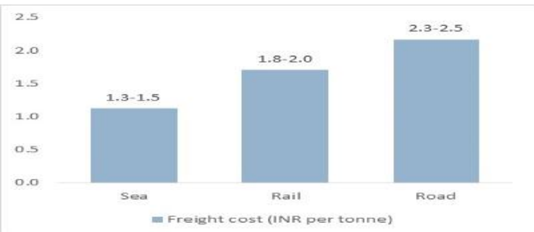
Note: Imported coal refers to Richards Bay Coal Terminal.

The Supreme Court banned the use of petcoke in three states, Rajasthan, Haryana and Uttar Pradesh, with effect from November 2017. The court banned the use of commodity in the industries due to its polluting nature caused by its high sulphur content. However, later in December, the court relaxed the ban to allow the use of petcoke as feedstock (for example in kilns) and restrict its usage as fuel (for example in classic performance products).

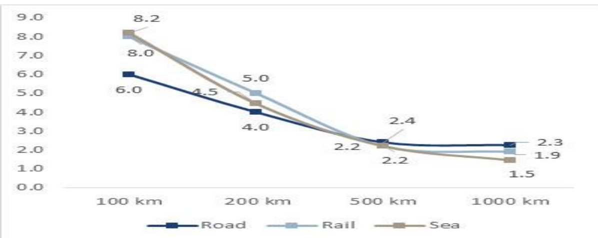
Freight Mix

Traditionally, a large proportion of cement production in India is transported through the road network, due to several factors such as better connectivity to remote areas, improving network as well issues related to rail/ rake availability and material handling. Additionally, for smaller distance (up to 200 km), transportation through road is more economical compared to rail. Moreover, it offers flexibility to transport a smaller quantum of cement.

The following chart sets forth the indicative mode-wise cost of freight transportation (for distances greater than 850 km):



The following chart sets forth the indicative freight cost per tonne km for various distances:



Logistics by sea is one of the most cost-efficient routes for transporting the commodity over long distances. However, factors such as target market distance from cost, lead distance govern the suitability and competitiveness of the sea route. While logistics by the sea route has several benefits, factors such as bad weather for a long period may impact the transportation schedule and subsequently dispatches to the market.

Eastern Region Cement Market Assessment

India's eastern region comprises Bihar, Chhattisgarh, Jharkhand, Odisha and West Bengal. In the last five years, the eastern region has been outpacing the growth across regions driven by housing, infrastructural and industrial construction activities in addition to improved government focus on the region.

The following table sets forth an industry snapshot of India's eastern region, as of Fiscal 2018:

Parameters	Period/ product	Bihar	Chhattisgarh	Jharkhand	Odisha	West Bengal	Total Eastern Region
Cement Demand (in MMTPA)	Fiscal 2013	8.5-9.5	5-5.5	4-5	8-9	11-12	Approximately 38
	Fiscal 2018E	13-14	9.5-10.5	7-7.5	11-12	17-18	55-60
	Fiscal 2023P	20-21	14-15	11-12	17-18	22-24	85-88
Cement Installed Supply (in MMTPA)	Fiscal 2013	1	16.6	8.7	9.2	9.2	44.7
	Fiscal 2018E	8.8	25.9	10.4	11.7	18.6	75.4
	Fiscal 2023P	10	25.9	10.4	24.6	26.6	97.5
Type of cement (in %)	OPC	Less than 10%	Less than 10%	Less than 10%	Less than 10%	Less than 10%	Less than 10%
	PPC	65%-70%	75%-80%	40%-45%	45%-55%	50%-55%	55%-60%
	PSC	25%-30%	15%-20%	50%-55%	40%-50%	40%-45%	35%-40%
Sales Channel (in %)	Trade	60%-70%	60%-70%	65%-75%	55%-60%	65%-75%	60%-70%
	Non-Trade	30%-40%	30%-40%	25%-35%	40%-50%	25%-35%	30%-40%
End-user segments (in %)	Housing	65%-75%	45%-50%	65%-70%	55%-65%	75%-80%	60%-65%
	Infrastructure	15%-20%	Approximately 30%	20%-25%	20%-25%	15%-20%	10%-15%
	Industrial / Commercial	10%-15%	20%-25%	5%-10%	15%-20%	5%-10%	20%-25%

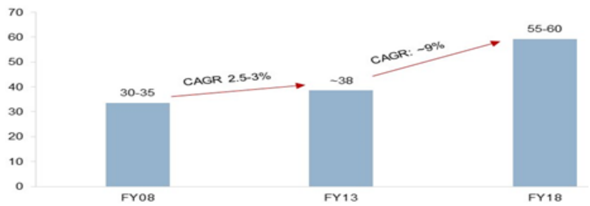
Notes: E - refers to estimated, P – refers to projected.

Demand Review

While West Bengal, Bihar and Odisha are the highest contributors, in terms of volume demand; Bihar, Chhattisgarh and Jharkhand have witnessed the fastest growth, albeit over a low base. The region witnessed subdued demand from Fiscal 2008 to Fiscal 2013 and slowed the overall cement demand growth at the pan-India level. The demand across all states, except Bihar, remained largely muted due to a lack of government focus on infrastructure development. Bihar was the only state that recorded a strong growth in that period due to housing under Indira Awas Yojna and large-scale infrastructure activities.

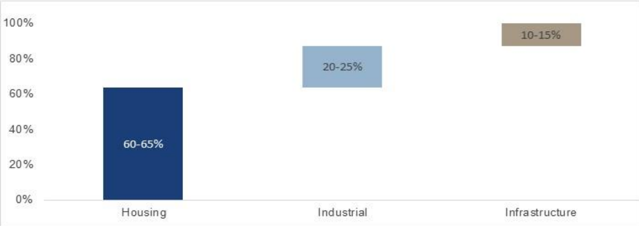
Cement demand in the eastern regions increased by a CAGR of approximately 9% in the last five years. The growth trajectory was higher than the CAGR of 2.5% to 3% witnessed during the Fiscals 2008 to 2013.

The following chart sets forth the cement demand for India's eastern region (in MMTPA):



The housing segment has predominantly been the primary cement consumer in the region led by individual households. Real estate penetration has been limited to key cities in the region (Kolkata, Bhubaneswar, Raipur, Chhattisgarh and Patna). West Bengal, Bihar and Jharkhand are the key states contributing to housing cement demand in the region. The share of housing has declined in the last few years, largely due to industrial development and government support in developing social and physical infrastructure in key states such as Odisha, Jharkhand and Chhattisgarh.

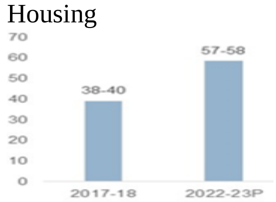
The following chart sets forth the demand split by end-user segments in India's eastern region, from Fiscal 2013 to estimated demand in Fiscal 2018:



<u>Demand Outlook</u>
Cement demand in the eastern region is expected to grow at a CAGR of 7.5% to 8.5% over the next five years to 85 to 88 MMTPA in Fiscal 2023.

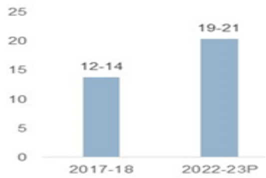
The following chart sets forth demand from the respective segments in India's eastern region (in MMTPA):

Housing



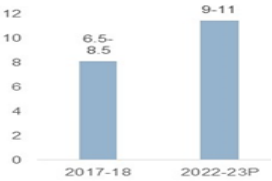
Note: P – refers to projected.

Infrastructure



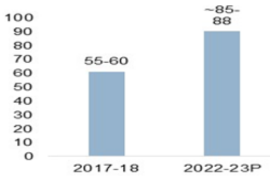
Note: P – refers to projected.

Industrial/commercial



Note: P – refers to projected.

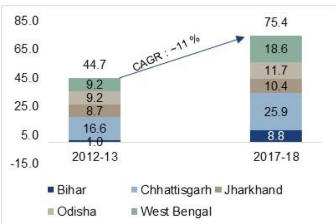
The following chart sets forth the cement demand outlook in India's eastern region (in MMTPA):



Note: P – refers to projected.

Supply Review

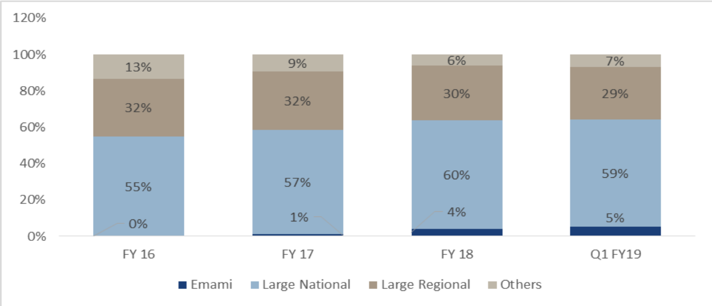
India's eastern region has a total capacity of 75 to 76 MMTPA, over half of which are grinding facilities.
The following chart sets forth cement capacity in India's eastern region (in MMTPA):



Integrated units are concentrated in Chhattisgarh and Odisha, which are rich in limestone reserves, whereas Jharkhand and West Bengal are largely concentrated by grinding units. These grinding units typically depend on inbound clinker from neighbouring states, which is transported by road and rail. While rail transportation is generally a cheaper mode, logistical hurdles have impeded the transportation of cement by rail.

Key logistical challenges in the eastern region are a lack of railway siding at key loading and unloading points for cement and clinker, which can be a challenge for some players, and that there is less availability of empty rakes in the region due to the heavy movement of food grains, bauxite, iron, coal, slag and others materials.

The following chart sets forth the trend in market share for India's eastern region:

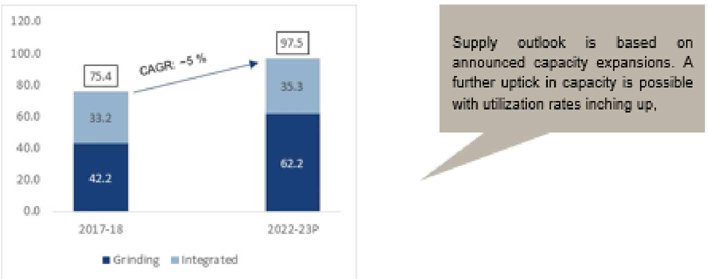


Note: Large national players include Ultratech Cement Limited, ACC Limited, Ambuja Cements Limited, Shree Cement Limited and Dalmia Cement (Bharat) Limited. Large regional players include Birla Corporation Limited, Century Textiles and Industries Limited (brand Birla Gold), JK Lakshmi Cement Limited, Lafarge India Private Limited and Ramco Cements Limited. India's eastern region comprises Bihar, Chhattisgarh, Jharkhand, Odisha and West Bengal.

<u>Supply Outlook</u>

It is expected that 21 to 22 MMTPA of cement capacities will added in India's eastern region over Fiscals 2018 to 2023.

The following chart sets forth the supply trend in India's eastern region:



Note: P – refers to projected.

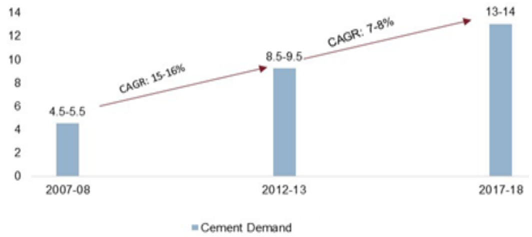
Bihar Cement Market Assessment

<u>Demand Review</u>

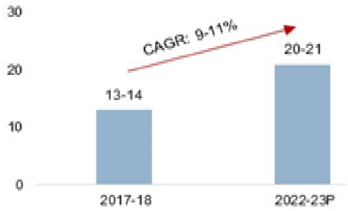
Bihar's cement demand was 13 to 14 MMTPA in Fiscal 2018, constituting nearly 4% of India's cement demand. The growth in Bihar's cement industry between Fiscals 2008 and 2013 was due to:

- increasing demand from the housing segment due to the Indira Awas Yojana scheme;
- an increase in cement demand in Fiscals 2009 and 2010 due to large-scale industrial and infrastructure activities (primarily road and highway construction) along with rising demand from independent house buildings (with growing urbanization);
- construction of roads totaling 3,100 km and 3,470 km in the state during Fiscals 2009 and 2010, respectively;
- infrastructure spending due to the Backward Regions Grant Fund of approximately ₹ 104 billion during the Eleventh Five-Year Plan and
- sizeable industrial investments following policy support by the Government of India.

However, between Fiscals 2013 and 2018, growth was moderated. The infrastructure segment continued to be the primary growth driver due to the continued governmental support promoting infrastructure investments. Moreover, election spending (especially social expenditure) from Fiscal 2013 to Fiscal 2016 led to growth in cement demand. However, demonetisation in Fiscal 2017 and a ban on sand mining in Fiscal 2018 had a considerable impact on cement demand in the state.
The following chart sets forth the trend in Bihar's cement demand (in MMTPA):



The following chart sets forth Bihar's cement demand outlook (in MMTPA):



Note: P- refers to projected

<u>Supply Review</u>

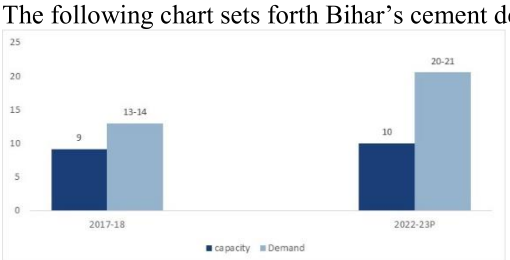
Bihar has four cement plants with a total capacity of 8.8 MMTPA as of Fiscal 2018 (includes Ultratech Cement Limited's recently commissioned 1.6 MMTPA plant at Fatuha), operating at utilisation levels of 80% to 85%.

The following table sets forth cement plants in Bihar:

Company	Plant	Capacity (MMTPA)	Plant Type
Shree Cement Limited	Aurangabad	5.6	Grinding Unit
Ultratech Cement Limited	Fatuha	1.6	Grinding Unit
Kalyanpur Cements Limited	Kalyanpur	1.0	Integrated Unit
Eco Cement India Limited	Bhabua	0.6	Grinding Unit
Total		**8.8**	

Bihar is dependent on inbounds to cater to its cement demand. The key reason for this is the lack of substantial limestone reserves in the state as well as the proximity of grinding units in Jharkhand and West Bengal to key demand centres in Bihar. Going forward, demand is expected to considerably outpace capacity addition, resulting in a further widening of the demand-supply gap.

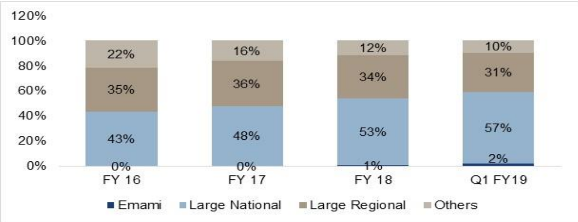
The following chart sets forth Bihar's cement demand-supply scenario (in MMTPA):



Note: P- refers to projected.

Effective cement capacity in Bihar is expected to have an increase of approximately 1.2 MMTPA (ECO cement) during the Fiscals 2018 to 2023. While the plant has been acquired by Emami Cement Limited recently, the company has plans to expand it to 1.8 MMTPA from the present capacity of 0.6 MMTPA.

The following chart sets forth the market share of cement players in Bihar:

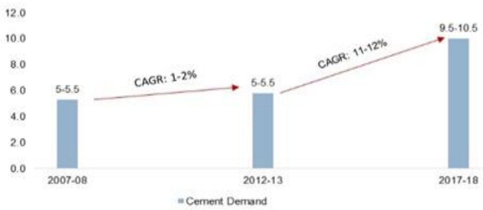


Chhattisgarh cement market assessment

<u>Demand Review</u>

Cement demand grew primarily due to high physical and social infrastructure development, especially in the Durg, Korba and Raipur districts, as well as industrial demand from Bilaspur (especially in steel, metals, mining and power). The state's abundant natural resources, such as coal and minerals, have led to growth of the cement, iron and steel and power sectors. The state capital expenditure on development of social and economic sectors increased at a CAGR of approximately 23% between Fiscals 2013 to 2018:

The following chart sets forth the trend in Chhattisgarh's cement demand (in MMTPA):

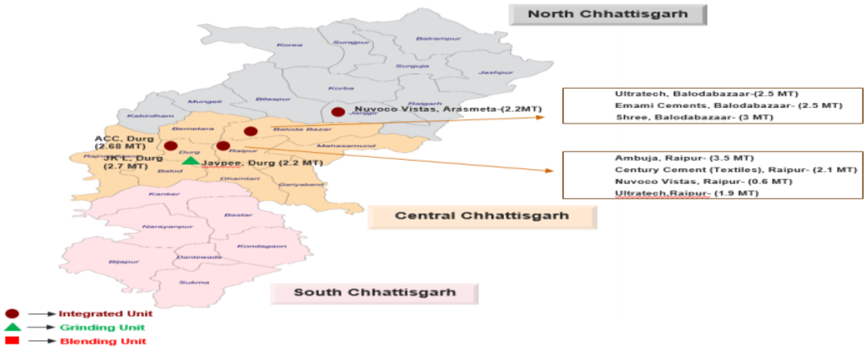


The following chart sets forth Chhattisgarh's cement demand outlook (in MMTPA):

Note: P – refers to projected.

<u>Supply Review</u>

Chhattisgarh has 11 plants with an annual capacity of 25.9 MMTPA in Fiscal 2018.



The following table sets forth cement plants in Chhattisgarh:

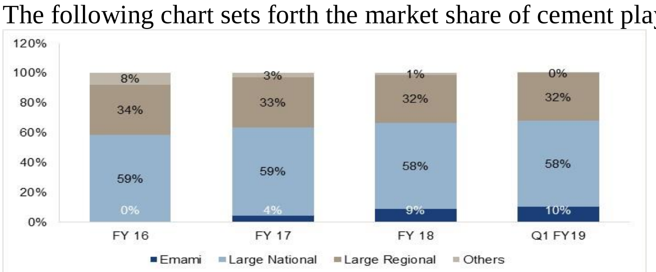
Company	Plant	Capacity (MMTPA)	Plant Type
Ambuja Cements Limited	Bhatapara	3.5	Integrated Unit
Shree Cement Limited	Baloda Bazar	3	Integrated Unit
JK Lakshmi Cement Limited	Durg	2.7	Integrated Unit
ACC Limited	Jamul	2.68	Integrated Unit
Emami Cement Limited	Risda	2.5	Integrated Unit
Ultratech Cement Limited	Baloda Bazar	2.5	Integrated Unit
Nuvoco Vistas Corporation Limited	Arasmeta	2.24	Integrated Unit
Jaypee Associates	Bhilai	2.2	Grinding Unit
Century Textiles and Industries Limited (brand Birla Gold)	Raipur	2.14	Integrated Unit
Ultratech Cement Limited	Baloda Bazar/ Bhatapara	1.9	Integrated Unit
Nuvoco Vistas Corporation Limited	Sonadih	0.55	Integrated Unit
Total		**25.9**	

Chhattisgarh, being rich in limestone reserves, houses a large number of integrated cement plants. In Fiscal 2018, the total capacity of these plants was more than double the internal cement demand of the state. Several plants act as clinkerisation units supporting grinding units in the neighbouring states. Going forward, capacity in the state is expected to be flat, resulting in the demand-supply gap reducing to a large extent.

The following chart sets forth Chhattisgarh's cement demand-supply scenario (in MMTPA):

Note: P- refers to projected.

National players contribute to 55% to 60 % of the sales in Chhattisgarh. While the share of national players has been resilient in the last two to three years, mini plants have been losing their share to large and mid-sized regional players in the state.
The following chart sets forth the market share of cement players in Chhattisgarh:



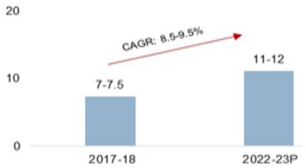
Jharkhand cement market assessment

<u>Demand Review</u>

Cement demand in Jharkhand was largely driven by housing and infrastructure spending in key commercial cities and industrial investments in the metals and mining sector. Infrastructure investments were primarily driven by road projects (four-laning of Ranchi to Jamshedpur, ongoing state highway project from Bokaro to Ranchi and other key projects). The establishment of chemical clusters in Sahibgunj, Bokaro, Dhanbad, Hazaribagh and Deoghar districts further supported demand and also had an indirect impact on employment, thus supporting housing demand as well. The continued commercialization of key centers such as Ranchi and Bokaro, increased demand growth in the industrial/commercial segment.

The following chart sets forth the trend in Jharkhand's cement demand (in MMTPA):

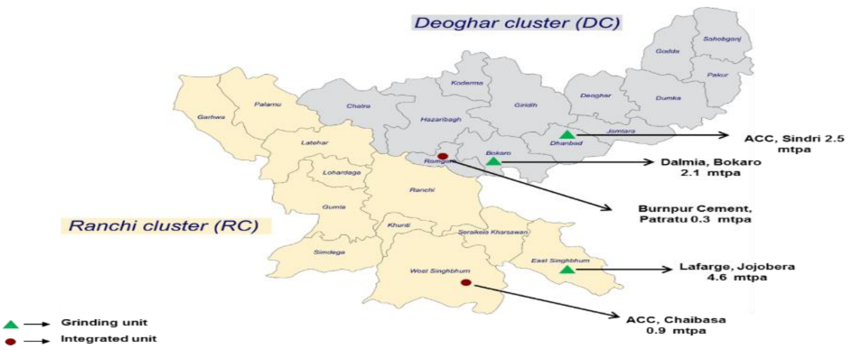
The following chart sets forth Jharkhand's cement demand outlook (in MMTPA):



Note: P – refers to projected.

<u>Supply Review</u>

Jharkhand has a total of five plants with an annual capacity of 10.3 MMTPA in Fiscal 2018.



The following table sets forth cement plants in Jharkhand:

Company	Plant	Capacity (MMTPA)	Plant Type
Nuvoco Vistas Corporation Limited	Jojobera	4.6	Grinding Unit
ACC Limited	Sindri	2.5	Grinding Unit
Dalmia Cement (Bharat) Limited	Balidih (Bokaro)	2.1	Grinding Unit
ACC Limited	Chaibasa	0.9	Integrated Unit
Burnpur Cement Limited	Patratu	0.3	Integrated Unit
Total		**10.4**	

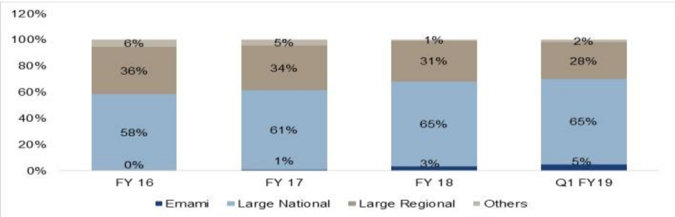
Cement manufacturing capacity in Jharkhand is, at present, 2 to 3 MMTPA higher than consumption. In addition to the state's internal demand, Bihar is a key outbound demand centre for plants in the state. However, given the present scenario of nil announced expansions, demand is expected to outstrip captive supply in the next five years. However, an increase in capacities is probable in the future, with players announcing new expansion plans.

The following chart sets forth Jharkhand's cement demand-supply scenario (in MMTPA):

Note: P- refers to projected.

Jharkhand's cement market is fairly consolidated, with large national players comprising over 60% of the market share.

The following chart sets forth the market share of cement players in Jharkhand:

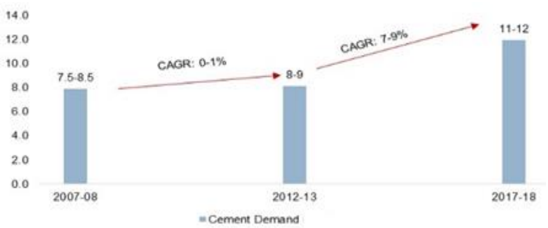


Odisha Cement Market Assessment

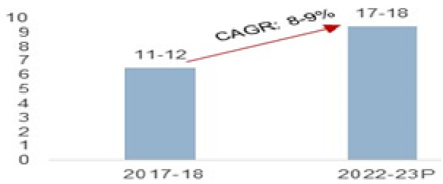
<u>Demand Review</u>

Odisha's demand was largely driven by post-cyclone rehabilitation work and infrastructure growth (especially roads, railways and irrigation projects such as Naraj Barrage Irrigation and Samakoi Irrigation). However, post Fiscal 2014, demand grew significantly on account of rehabilitation work and heightened infrastructural and industrial activity, mainly from government stimulated investments. Urban housing has provided an impetus to cement consumption over the last five years. Housing credit of scheduled commercial banks grew at a CAGR of 16%, denoting an improvement in housing demand.

The following chart sets forth the trend in Odisha's cement demand (in MMTPA):



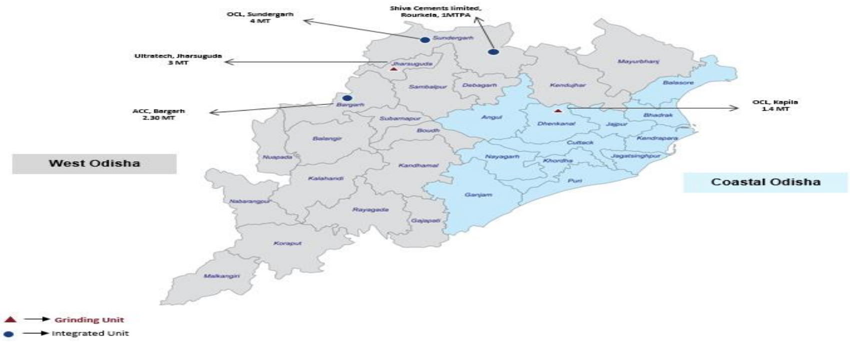
The following chart sets forth Odisha's cement demand outlook (in MMTPA):



Note: P – refers to projected.

<u>Supply Review</u>

Odisha has five plants with an annual capacity of 11.7 MMTPA in Fiscal 2018.

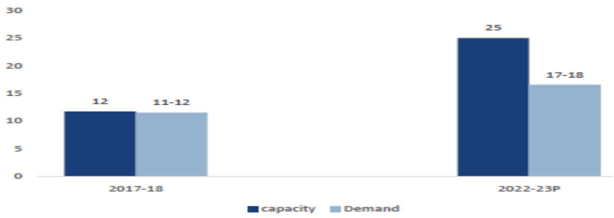


The following table sets forth cement plants in Odisha:

Company	Plant	Capacity (MMTPA)	Plant Type
Dalmia-OCL	Rajgangpur	4.0	Integrated Unit
Ultratech Cement Limited	Jharsuguda	3.0	Grinding Unit
ACC Limited	Bargarh	2.3	Integrated Unit
Dalmia-OCL	Kapilas	1.4	Grinding Unit
Shiva Cement Limited	Rourkela	1.0	Integrated Unit
Total		**11.7**	

Odisha is expected to see the highest capacity addition of approximately 13 MMTPA in the eastern region in the next five years. Majority of the upcoming units are expected to be grinding units that will be supported by existing clinker units in and around the state. This increase in capacity is expected to make Odisha a cement surplus state in the medium term.

The following chart sets forth Odisha's cement demand-supply scenario (in MMTPA):

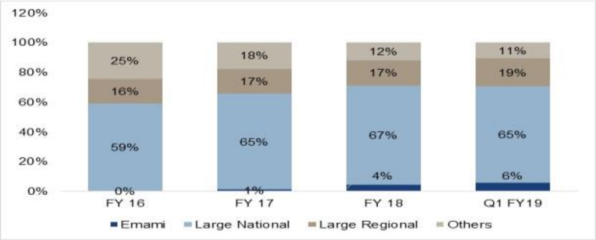


Note: P- refers to projected.

The following chart sets forth the upcoming capacities for cement plants in Odisha:

Player	Capacity (MMTPA)	Implementation status	Type of unit	Location
Emami Cement Limited	2.5	Under implementation	Grinding	Jajpur
Shree Cement Limited	2	Planning	Grinding	Dhenkanal
Chettinad Cement Corporation Limited	2	Planning	Grinding	Jajpur
Dalmia Cement (Bharat) Limited	2	Under implementation	Integrated	Jajpur
Ultratech Cement Limited	1.6	Under implementation	Grinding	Jharsuguda
JK Lakshmi Cement Limited	0.6	Under implementation	Grinding	Cuttack
JSW Cement Limited	1.2	Under implementation	Grinding	Jajpur
Ramco Cements Limited	1	Under implementation	Grinding	Cuttack
Total	**12.9**			

The following chart sets forth the market share of cement players in Odisha:



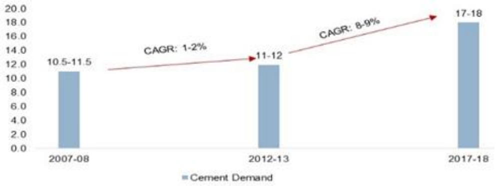
West Bengal Cement Market Assessment

<u>Demand Review</u>

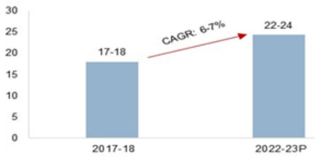
Demand grew primarily on account of higher infrastructure spending, increase in real estate activity (especially in the Presidency and South Bengal clusters) and commercial development in key tourism areas. Cement demand grew 7% to 9% post Fiscal 2012 (with the exception of Fiscal 2013) due to:

- infrastructure development and rising housing investments in South Bengal and Presidency (especially in North 24 and South 24 Parganas, and East and West Medinipur);
- commercialisation of the North Bengal cluster (Darjeeling, Jalpaguri and others) and tourism-linked development and
- state election-led spending (especially social expenditure) from Fiscals 2014 to 2016.

The following chart sets forth the trend in West Bengal's cement demand (in MMTPA):



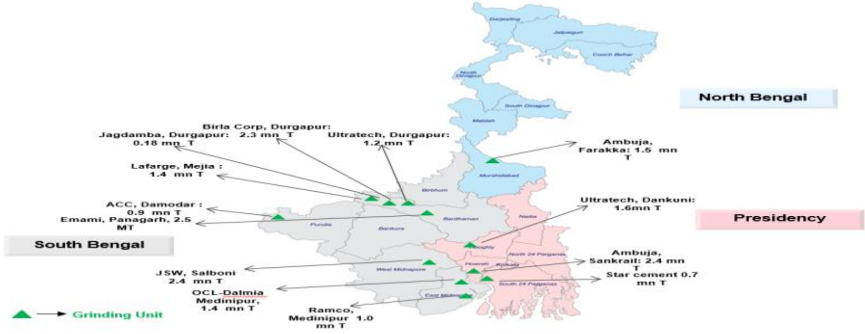
The following chart sets forth West Bengal's cement demand outlook (in MMTPA):



Note: P – refers to projected.

<u>Supply Review</u>

West Bengal had a total of 13 plants with an annual capacity of 18.6 MMTPA, operating at a 65% to 70% utilisation level as of Fiscal 2018.

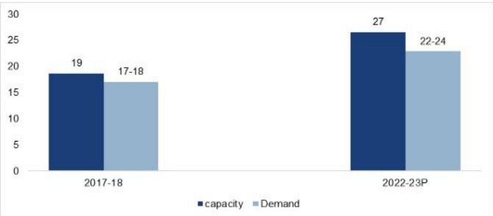


The following table sets forth cement plants in West Bengal:

Company	Plant	Capacity (MMTPA)	Plant Type
Emami Cement Limited	Panagarh	2.5	Grinding Unit
JSW Cement Limited	Salboni	2.4	Grinding Unit
Ambuja Cements Limited	Sankrali	2.4	Grinding Unit
Birla Corporation Limited	Durgapur	2.3	Grinding Unit
Ultratech Cement Limited	Hoogly	1.6	Grinding Unit
Ambuja Cements Limited	Farakka	1.5	Grinding Unit
Dalmia-OCL	Midnapore	1.4	Grinding Unit
Ultratech Cement Limited	Durgapur	1.2	Grinding Unit
Nuvoco-Lafarge	Mejia	1	Grinding Unit
Ramco Cements Limited	Kolaghat	0.95	Grinding Unit
Star Cement Limited	Kolkata	0.67	Grinding Unit
ACC Limited	Damodhar	0.53	Grinding Unit
Jagdamba Industries Limited	Durgapur	0.18	Grinding Unit
Total		**18.6**	

Cement demand in West Bengal is almost equal to capacity in the state. However, due to the geographical profile of the state, some demand centres are served by plants in Jharkhand, Odisha and Chhattisgarh. Going forward, approximately 8 MMTPA of additional capacity is expected in the state, while the incremental cement demand is expected to be 5 to 7 MMTPA. As a result, the demand-supply balance in the state is expected to remain range-bound over the next five years.

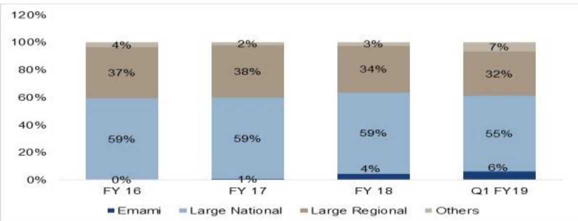
The following chart sets forth West Bengal's cement demand-supply scenario (in MMTPA):



Note: P – refers to projected.

Although West Bengal is a fairly consolidated market with top national players accounting for approximately 55% of the market, other players have recently been gaining share in the market.

The following chart sets forth the market share of cement players in West Bengal:



Competitive Benchmarking

The following table sets forth the classification used for the competitive assessment of the Industry wide and regional players in the east:

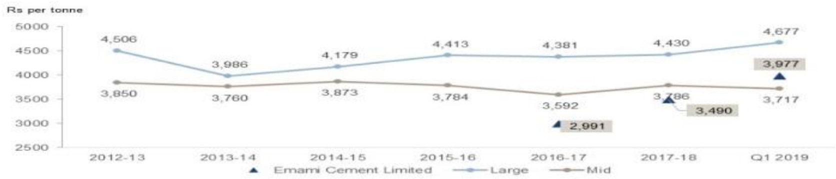
Large Players	Mid- size Players	Top 5 Indian Players-(present in Eastern region)
ACC Limited	Heidelberg Cement India Limited	ACC Limited
Ambuja Cements Limited	Orient Cement Limited	Ambuja Cements Limited
Birla Corporation Limited	Sagar Cements Limited	Dalmia Cement (Bharat) Limited -(Consolidated)
Dalmia Cement (Bharat) Limited -(Consolidated)	Sanghi Industries Limited	Shree Cement Limited
India Cements Limited		UltraTech Cement Limited
JK Lakshmi Cement Limited		

Large Players	Mid- size Players	Top 5 Indian Players-(present in Eastern region)
Shree Cement Limited		
Ramco Cements Limited		
UltraTech Cement Limited		

Note: Large players have been considered as players with cement manufacturing capacities greater than 8 MMTPA. Mid-size players have been considered as players with capacities between 2 to 8 MMTPA

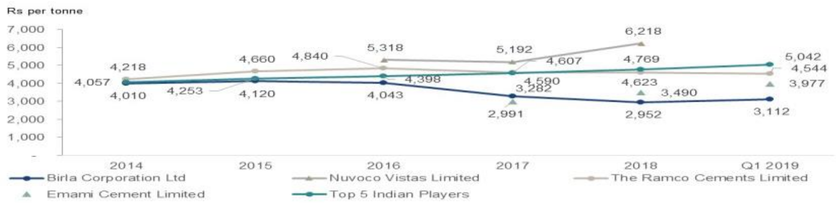
Realization Per Tonne

The following chart sets forth realization per tonne for large and mid-sized players across India:



Notes: 1) Figures mentioned are approximate realizations based on latest available annual reports. 2) Figures for Emami Cement Limited are for the cement division only (including realizations from clinker sales). 3) Realizations have been considered as: (Net sales-discounts and rebates-excise expenses)/sales volume. 4) Volume for Emami Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales.

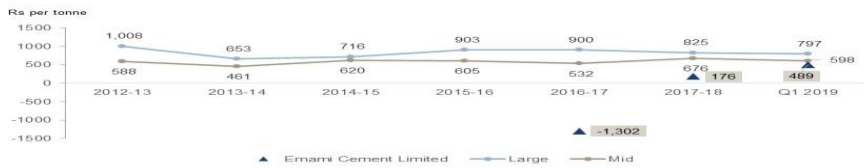
The following chart sets forth realization per tonne for the top-five Indian players and regional players in the east:



Note: 1) Figures for the first quarter of Fiscal 2019 do not include Century Textiles Limited and Nuvoco Vistas Corporation Limited. 2) Figures mentioned are approximate realizations based on the latest available annual reports. 3) Figures for Emami Cement Limited are for the cement division only (including realizations from clinker sales). 4) Realizations have been considered as: (net sales-discounts and rebates-excise expenses)/sales volume. 5) Volume for Emami Cement Limited comprises of cement and clinker sales, while the rest of the set volume comprises only cement sales.

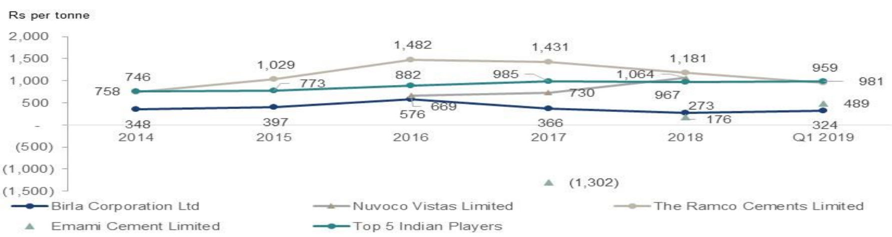
EBITDA Per Tonne

The following chart sets forth EBITDA per tonne for large and mid-sized players across India:



Notes: 1) Figures for Emami Cement Limited are for the cement division only. 2) Volume for Emami Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales. 3) EBITDA per tonne has been considered as the (operating profit before interest, taxes, depreciation and amortization + non-operating income)/ annual cement sales.

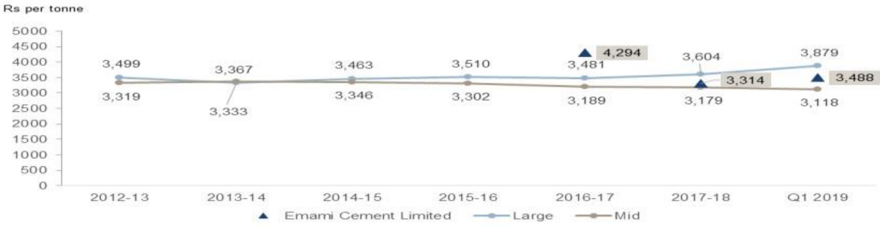
The following chart sets forth EBITDA per tonne for the top-five Indian players and regional players in the east:



Notes: 1) Figures for the first quarter of Fiscal 2019 do not include Century Textiles Limited and Nuvoco Vistas Corporation Limited. 2) Figures for Emami Cement Limited are for the cement division only. 3) Volume for Emami Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales. 4) EBITDA per tonne has been considered as the (operating profit before interest, taxes, depreciation and amortization + non-operating income)/ annual cement sales.

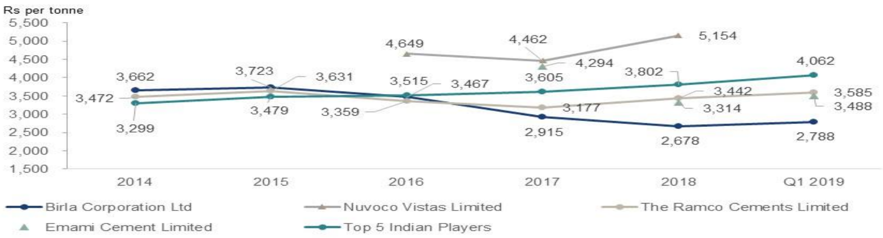
Cost of Sales Per Tonne

The following chart sets forth cost of sales per tonne for large and mid-sized players across India:



Notes: 1) Cost of sales has been considered as EBITDA subtracted from realizations. 2) Figures for Emami Cement Limited are for the cement division only. Volume for Emami Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales. 3) EBITDA per tonne has been considered as the (operating profit before interest, taxes, depreciation and amortization + non-operating income)/annual cement sales.

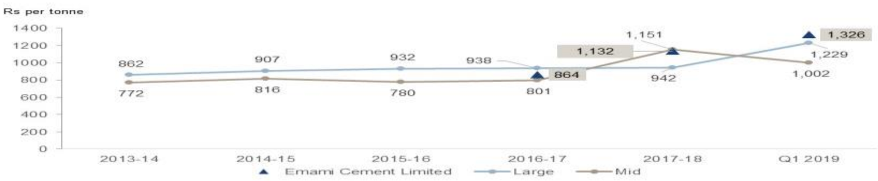
The following chart sets forth cost of sales per tonne for the top-five Indian players and regional players in the east:



Notes: 1) Figures for the first quarter of Fiscal 2019 do not include Century Textiles Limited and Nuvoco Vistas Corporation Limited. 2) Cost of sales has been considered as EBITDA subtracted from realizations. 3) Figures for Emami Cement Limited are for the cement division only. 4) Volume for Emami Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales. 5) EBITDA has been considered as the (operating profit before interest, taxes, depreciation and amortization and non-operating income)/annual cement sales.

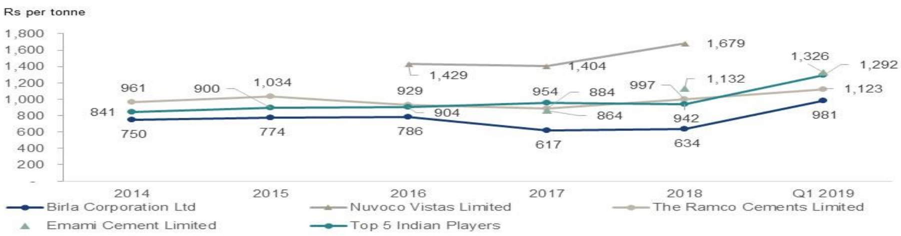
Freight Cost Per Tonne

The following chart sets forth freight cost per tonne for large and mid-sized players across India:



Notes: 1) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 2) Volume for Emami Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales.

The following chart sets forth freight cost per tonne for the top-five Indian players and regional players in the east:

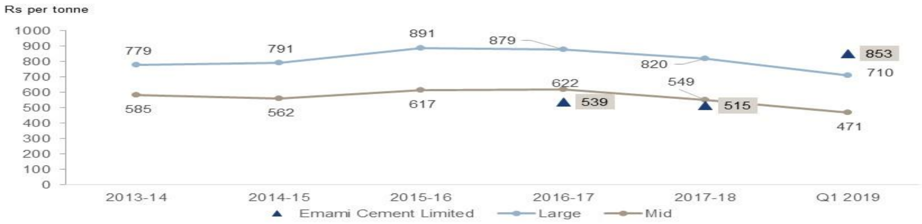


Notes: 1) Figures for the first quarter of Fiscal 2019 do not include Century Textiles Limited and Nuvoco Vistas Corporation Limited. 2) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 3) Volume for Emami

Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales.

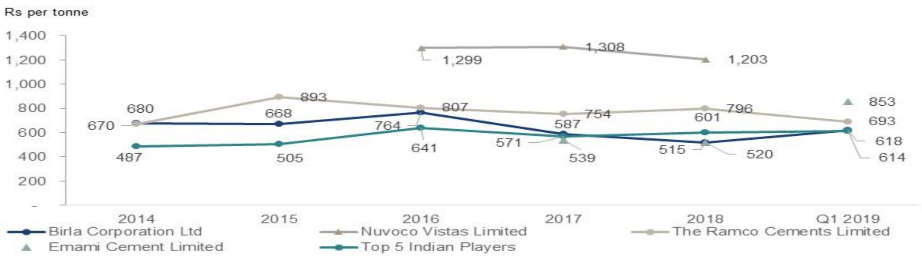
Raw Material Cost (Including Change in Finished Goods) Per Tonne

The following chart sets forth raw material cost (including change in finished goods) per tonne for large and mid-sized players across India:



Notes: 1) Raw material costs include change in work-in-progress and finished goods inventory. 2) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 3) Volume for Emami Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales.

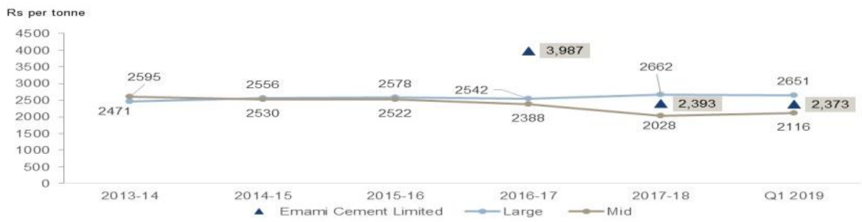
The following chart sets forth raw material cost (including change in finished goods) per tonne for the top-five Indian players and regional players in the east:



Notes: 1) Raw material costs include change in work-in-progress and finished goods inventory. 2) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 3) Volume for Emami Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales.

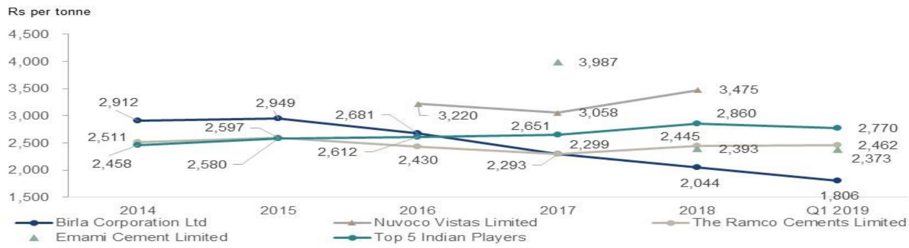
Production Cost Per Tonne

The following chart sets forth production cost per tonne for large and mid-sized players across India:



Notes: 1) Production cost includes overheads. 2) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 3) Volume for Emami Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales.

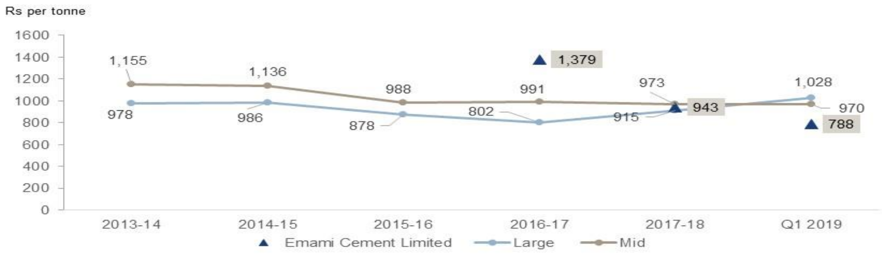
The following chart sets forth production cost per tonne for the top-five Indian players and regional players in the east:



Notes: 1) Figures for the first quarter of Fiscal 2019 do not include Century Textiles Limited and Nuvoco Vistas Corporation Limited. 2) Production cost includes overheads. 3) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 4) Volume for Emami Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales.

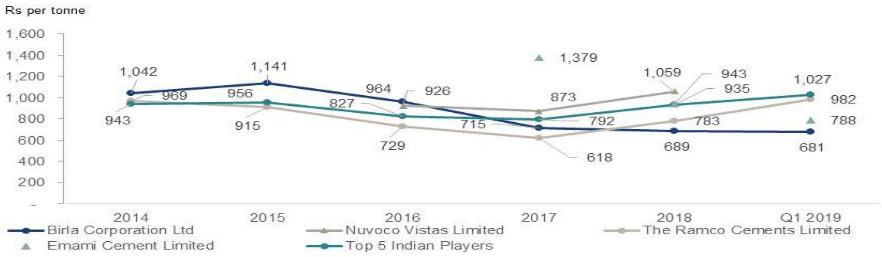
Power and Fuel Cost Per Tonne

The following chart sets forth power and fuel cost per tonne for large and mid-sized players across India:



Notes: 1) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 2) Volume for Emami Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales.

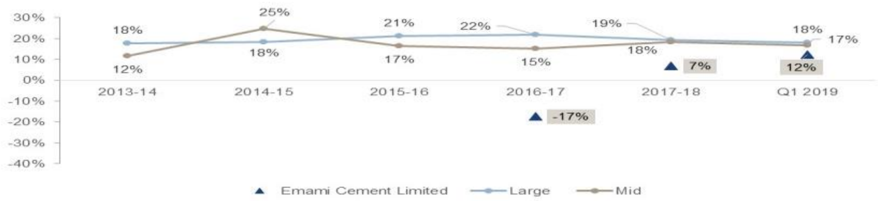
The following chart sets forth power and fuel cost per tonne for the top-five Indian players and regional players in the east:



Notes: 1) Figures for the first quarter of Fiscal 2019 do not include Century Textiles Limited and Nuvoco Vistas Corporation Limited. 2) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 3) Volume for Emami Cement Limited comprises cement and clinker sales, while the rest of the set volume comprises only cement sales.

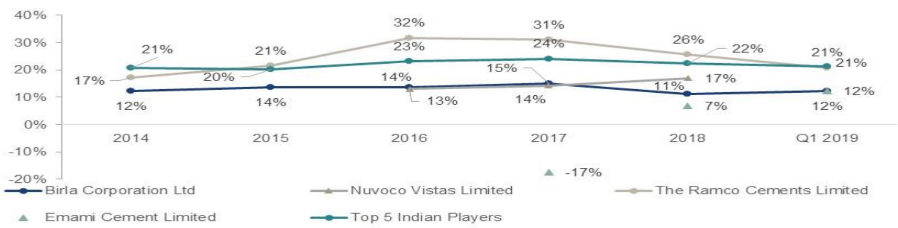
EBITDA Margin

The following chart sets forth the EBITDA margin for large and mid-sized players across India:



Notes: 1) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 2) The EBITDA margin has been considered as the (operating profit before interest, taxes, depreciation and amortization + non-operating income)/ (operating income + non-operating income-discounts).

The following chart sets forth the EBITDA margin for the top-five Indian players and regional players in the east:



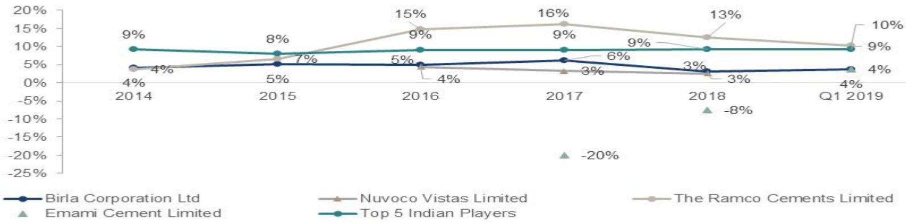
Notes: 1) Figures for the first quarter of Fiscal 2019 do not include Century Textiles Limited and Nuvoco Vistas Corporation Limited. 2) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 3) The EBITDA margin has been considered as the (operating profit before interest, taxes, depreciation and amortization and non-operating income)/ (operating income and non-operating income-discounts).

Net Margin

The following chart sets forth the net margin for large and mid-sized players across India:

Notes: 1) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 2) Net margin has been considered as the (profit after tax)/ (operating income + non-operating income-discounts).

The following chart sets forth the net margin for the top-five Indian players and regional players in the east:



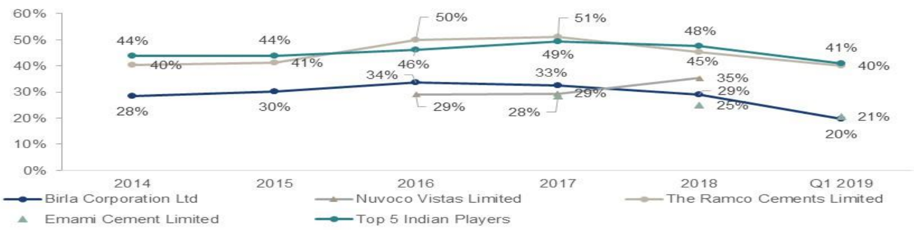
Notes: 1) Figures for the first quarter of Fiscal 2019 do not include Century Textiles Limited and Nuvoco Vistas Corporation Limited. 2) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 3) Net margin has been considered as the (profit after tax)/ (operating income + non-operating income-discounts).

Contribution Margin

The following chart sets forth the contribution margin for large and mid-sized players across India:

*Notes: 1) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 2) Contribution margin has been considered as (('Total Income'-('|Increase|: Decrease in stock' + 'Consumption of Raw Material cost' + 'Traded Goods purchased' + 'Stores and spares'+ 'Power and Fuel cost'+ 'Freight cost'))/ (operating income+ non-operating income-discounts)*100.*

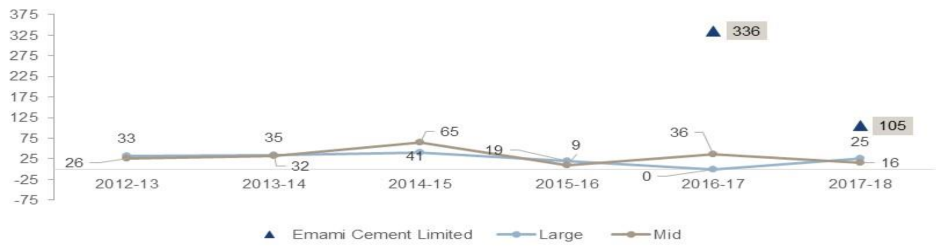
The following chart sets forth the contribution margin for the top-five Indian players and regional players in the east:



*Notes: 1) Figures for the first quarter of Fiscal 2019 do not include Century Textiles Limited and Nuvoco Vistas Corporation Limited. 2) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 3) Contribution margin has been considered as (('Total Income'-('|Increase|: Decrease in stock' + 'Consumption of Raw Material cost' + 'Traded Goods purchased' + 'Stores and spares'+ 'Power and Fuel cost'+ 'Freight cost'))/ (operating income+ non-operating income-discounts)*100.*

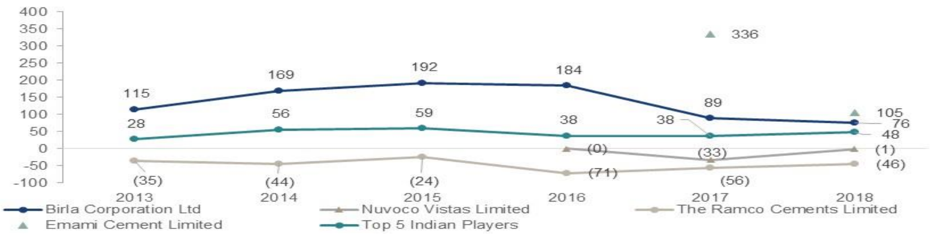
Working Capital-Days

The following chart sets forth working capital days for large and mid-sized players across India:



Notes: 1) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 2) Working capital days have been considered as (current assets related to operations-current liabilities related to operations)/ (annual sales/365).

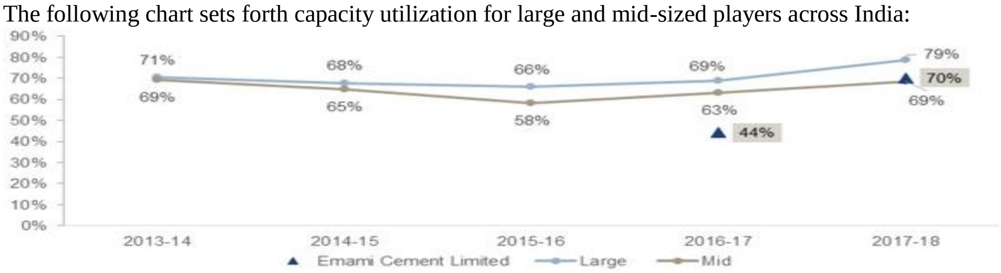
The following chart sets forth working capital days for the top-five Indian players and regional players in the east:



Notes: 1) Figures for the first quarter of Fiscal 2019 do not include Century Textiles Limited and Nuvoco Vistas Corporation Limited. 2) Figures for Emami Cement Limited are for the cement and solar power divisions combined. 3) Working capital days have been considered as (current assets related to operations-current liabilities related to operations)/ (annual sales/365).

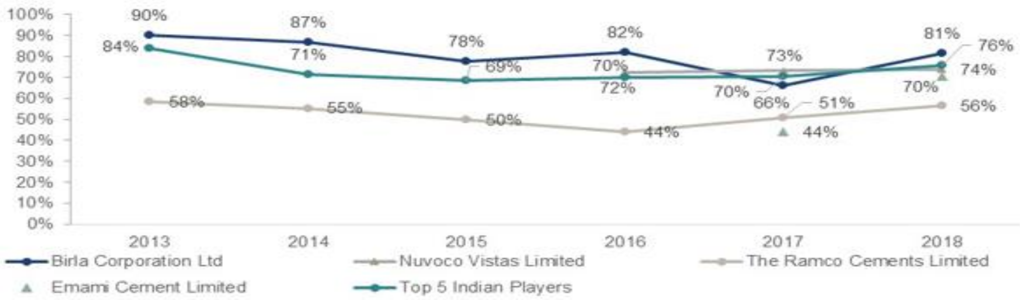
Capacity Utilization

The following chart sets forth capacity utilization for large and mid-sized players across India:



Notes: 1) Figures for Emami Cement Limited are for the cement division only.

The following chart sets forth capacity utilization for the top-five Indian players and regional players in the east:



Notes: 1) Figures for the first quarter of Fiscal 2019 do not include Century Textiles Limited and Nuvoco Vistas Corporation Limited. 2) Figures for Emami Cement Limited are for the cement division only.

BUSINESS

*In order to obtain a complete understanding of our business, prospective investors should read this section in conjunction with "**Risk Factors**", "**Industry Overview**", and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 16, 99 and 301, respectively, as well as the financial, statistical and other information contained in this Draft Red Herring Prospectus.*

*The industry-related information contained in this section is derived from the CRISIL Report. For details of the states that comprise the North, East, North East, West, South and Central regions in India, see "**Industry Overview – Overview of India's Cement Industry – Region-Wise Outlook**" on page 101. We commissioned the CRISIL Report for the purposes of confirming our understanding of the industry in connection with the Offer. Neither our Company, nor any other person connected with the Offer, including the BRLMs, has independently verified the information in the CRISIL Report or other publicly available information cited in this section. See "**Risk Factors – Internal Risk Factors - We have commissioned an industry report from CRISIL Research which has been used for industry related data in this Draft Red Herring Prospectus and such data has not been independently verified by us**" on page 39.*

Overview

We are among the leading cement manufacturing companies in Eastern India. *(Source: CRISIL Report)* We established an installed manufacturing capacity of 5.60 million metric tonne per annum ("**MMTPA**") in our first two years of commercial operations, making us one of the fastest growing cement companies to achieve such feat amongst cement manufacturers operating in Eastern India. For the three months ended June 30, 2018, we had a market share of 5% in terms of cement sales volume, while our installed cement manufacturing capacity represented 6% of the total installed capacity in Eastern India (including North East) in Fiscal 2018. *(Source: CRISIL Report)* We currently operate three manufacturing plants and are in the process of setting up another plant, which subject to receipt of necessary approvals is expected to result in an aggregate installed capacity of 9.30 MMTPA of cement and 3.20 MMTPA of clinker by April 2019.

We have an integrated cement manufacturing plant situated at Risda in Chhattisgarh, which has an installed capacity of 3.20 MMTPA of clinker and 2.50 MMTPA of cement (the "**Risda Manufacturing Plant**"). We commenced commercial production at this plant in December 2016. Our other operational plant is a cement grinding plant at Panagarh in West Bengal, which has an installed capacity of 2.50 MMTPA of cement (with current approvals for production up to 2.00 MMTPA) (the "**Panagarh Manufacturing Plant**") and we commenced commercial production at this plant in December 2017. In September 2018, we acquired a cement grinding unit with an installed capacity of 0.60 MMTPA in Bhabua, Bihar (the "**Bhabua Manufacturing Plant**") and we are currently in the process of increasing its installed capacity to 1.80 MMTPA. We commenced commercial production at this plant in September 2018 and plan to increase its capacity to 1.80 MMTPA by March 2019.

We are currently in the process of setting up a cement grinding plant at Kalinganagar, Odisha, which will have an installed capacity of 2.50 MMTPA and subject to the receipt of necessary approvals, we expect this plant to commence commercial operations by April 2019 (the "**Kalinganagar Manufacturing Plant**").

Our manufacturing plants are strategically located in close proximity to the raw materials that we require for our operations and are well connected to our key markets by rail and road. We have a limestone mining lease adjacent to our integrated Risda Manufacturing Plant (the "**Risda Mining Unit**"), where we operate a fully mechanized open cast mine and are able to extract sufficient quantities of limestone for our current clinker production requirements. At our Risda Manufacturing Plant, we have a 30 MW captive coal based power plant and a 9 MW waste heat recovery system (with provisions to scale up the generation of power up to 12 MW, subject to the receipt of necessary approvals), which cater to our energy requirements. With a view to expand our geographic presence in India, we secured limestone reserves in Guntur, Andhra Pradesh (the "**Guntur Mining Unit**") by obtaining a mining lease. Further, we participated in non-coal auction and won two limestone blocks in Nagaur, Rajasthan and are awaiting execution of the mining leases. For further details of our mines, see "***-Raw Materials and Utilities - Limestone Supply and Reserves***".

We have a wide portfolio of products which includes Portland Pozzolana Cement ("**PPC**"), Portland Slag Cement ("**PSC**"), 43 and 53 Grade Ordinary Portland Cement ("**OPC**") and composite cement. We primarily sell our cement to retail and institutional customers in the states of West Bengal, Chhattisgarh, Odisha, Jharkhand, Bihar, Maharashtra and Madhya Pradesh. For the three months ended June 30, 2018, the sale of OPC and blended cement (comprising PPC and PSC) constituted 17.93% and 82.07% of our total cement sales volume, respectively, while for Fiscal 2018, they comprised and 21.12% and 78.88% of our total cement sales volume, respectively.

We market all our products under the 'Emami Double Bull' brand. Our OPC, PPC and PSC are sold as 'Emami Double Bull Cement', our premium PPC offering is sold under the brand 'Emami Double Bull MASTER', while our premium PSC offering is sold under the brand 'Emami Double Bull Subh'. We sell our products to institutional customers directly under the 'PROCEM' brand. We have set up regional marketing offices in Raipur, Patna, Dhanbad, Bhubaneshwar and Kolkata to improve our market share in such markets. We serve our retail clients through a distribution network that comprised over 2,200 dealers and over 5,000 retailers enabling us to sell our products in approximately 160 districts in India, as of June 30, 2018. In addition, we have set up 110 warehouses cum sale depots at strategic locations to ensure the efficient distribution of our products. We also sell our products to institutional clients, which include companies such as Simplex Infrastructures Limited, Nuvoco Vistas Corporation Limited and Bengal Shapoorji Housing Development Private Limited. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, sales to retail customers accounted for 63.19%, 61.00% and 66.50% of our total cement sales, respectively, while sales to institutional customers accounted for 36.81%, 39.00% and 33.50% of our total cement sales, respectively.

Our Company was awarded the 'Brand of the Decade 2018' award in the cement category by ERTC Media and the 'Brand of the Year – Cement Segment' award for excellence in building and construction at the National Awards for Marketing Excellence by the Times Network in 2018.

We are a part of the Emami group, which was founded by Dr. Radhe Shyam Agarwal and Dr. Radhe Shyam Goenka. The Emami group has an established presence in the Indian market, and has diversified its presence across varied sectors such as consumer goods, newsprint and packaging boards manufacturing, edible oil and biodiesel, real estate, ballpoint tip manufacturing, pharmacy stores, cement, solar power and contemporary art.

For the three months ended June 30, 2018 and Fiscals 2018 and 2017, our total income was ₹ 4,735.27 million, ₹ 10,270.33 million and ₹ 1,896.78 million, respectively. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, we sold an aggregate of 1,107,796 MT, 2,302,518 MT and 375,798 MT of cement, respectively.

Our Competitive Strengths

Our principal competitive strengths are as follows:

One of the Leading Cement Manufacturing Companies in Eastern India with Ability to Scale-up Quickly

We commenced commercial production in December 2016 at our Risda Manufacturing Plant. In December 2017, we commenced the commercial production of cement at our Panagarh Manufacturing Plant. We established a manufacturing capacity of 5.60 MMTPA in our first two years of commercial operations, making us one of the fastest growing cement companies to achieve such feat among cement manufacturers operating in Eastern India. *(Source: CRISIL Report)* In September 2018, we acquired our Bhabua Manufacturing Plant and we are currently in the process of increasing its installed capacity to 1.80 MMTPA. We are also in the process of setting up our Kalinganagar Manufacturing Plant. With this expansion and receipt of necessary approvals, the aggregate installed capacity of our four plants is expected to reach 9.30 MMTPA of cement and 3.20 MMTPA of clinker by April 2019, catering primarily to Eastern and Central India.

We have demonstrated our ability to scale up our operations in a time and cost efficient manner resulting in a rapid increase in our cement sales volumes and market share. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, we sold an aggregate of 1,107,796 MT, 2,302,518 MT and 375,798 MT of cement, respectively. The market share of our products in Eastern India has increased from 1% for Fiscal 2017 to 4% for Fiscal 2018 and reached 5% for the three months ended June 30, 2018. *(Source: CRISIL Report)* We have substantially expanded our distribution network, which comprised over 1,250 dealers and over 2,500 retailers, as of June 30, 2017, to over 2,200 dealers and over 5,000 retailers, as of June 30, 2018. The extent of our distribution network, and our relationships with our dealers and retailers, enables us to market and distribute our products widely and efficiently. Our customer base also includes institutional clients such as Simplex Infrastructures Limited, Nuvoco Vistas Corporation Limited and Bengal Shapoorji Housing Development Private Limited. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, sales to retail customers accounted for 63.19%, 61.00% and 66.50% of our total cement sales, respectively, while sales to institutional customers accounted for 36.81%, 39.00% and 33.50% of our total cement sales, respectively.

Strategically Located and Well Connected Manufacturing Plants

Our manufacturing plants are strategically located in close proximity to raw material sources and consumption centers. We follow a strategy of split grinding where grinding units are set up closer to end-use markets and raw material sources enabling us to manufacture and sell cement in a cost efficient manner. Our Risda Manufacturing Plant is located approximately 70 kms from Raipur, which is the capital of Chhattisgarh. We obtain limestone for clinker production from our Risda Mining Unit where we operate a fully mechanized limestone mine. For further details, see "***- Raw Materials and Utilities - Limestone Supply and Reserves***". Our Panagarh Manufacturing Plant is located approximately 150 kms from Kolkata, which is the capital of West Bengal and is approximately 800 kms away from our Risda Manufacturing Plant, enabling the cost effective transport of clinker. Our Kalinganagar and Bhabua Manufacturing Plants are also located in proximity to major consumption centers and are at a distance of approximately 600 kms from our Risda Manufacturing Plant.

We have entered into contracts, which typically range between one to five years, to source our fly ash requirement from thermal power plants located within a radius of 150 kms from our Risda Manufacturing Plant and have also entered into similar arrangements for our Panagarh Manufacturing Plant. We have entered into fuel supply agreements for a period of five years for the procurement of coal in Chhattisgarh, which enables us to optimize our overall fuel costs. We also use pet coke for our manufacturing operations, which we source domestically and from international markets. In addition, all our plants are located in the vicinity of state and national highways. The strategic location of our plants allows us to be in close proximity to raw materials and our customers, thus optimizing time to serve the market, increasing operating efficiencies, reducing operating costs and further improving our competitive position.

Modern Plants and Cost-Efficient Manufacturing Capabilities

Our integrated Risda Manufacturing Plant has an installed capacity of 3.20 MMTPA of clinker and 2.50 MMTPA of cement, with modern cement manufacturing capabilities. We have installed a vertical roller mill manufactured by GEBR. PFEIFFER SE, Germany for raw meal grinding, a double string preheater with inline-low NOx-calciner and a cross bar cooler, which along with our kiln, were designed and manufactured by FLSmidth Private Limited, Denmark. We have also set up a robotic laboratory at this plant and a cross-belt analyzer, which enable us to produce good quality of clinker and cement consistently. The cross-belt analyzer helps us monitor the quality of limestone that is used in our manufacturing operations on a real time basis, while the robotic lab automatically checks the quality of raw materials, clinker and cement manufactured. We have set up a 9 MW waste heat recovery system (with provisions to scale up the generation of power up to 12 MW, subject to the receipt of necessary approvals) manufactured by LNV Technology Private Limited, which utilizes waste heat generated from the clinker manufacturing process and converts it to steam to generate power for our operations. In addition, we have set up a 30 MW captive coal based power plant making our Risda Manufacturing Plant efficient in terms of electrical energy consumption. We source almost all of our electrical energy requirement for our Risda Manufacturing Plant from our captive power plant and waste heat recovery system. Our integrated operations at our Risda Manufacturing Plant allow us to capture a greater portion of the cement value chain, maintain our cost competitiveness and produce good quality clinker for the manufacturing of cement.

Our Panagarh Manufacturing Plant has an installed capacity of 2.50 MMTPA of cement (with current approvals for production up to 2.00 MMTPA) and we are the largest cement manufacturing company in West Bengal, in terms of installed capacity. *(Source: CRISIL Report)* At this plant, we manufacture PSC using a separate grinding principle where slag and clinker are ground separately and then blended proportionately, enabling us to manufacture high quality PSC at optimal cost. We also produce PPC, OPC and composite cement at this plant.

We have implemented technical know-how and developed expertise in our operations, which has enabled us to have a lower production cost per tonne than large cement manufacturers across India during the three months ended June 30, 2018 and Fiscal 2018. *(Source: CRISIL Report)* We have been focused on managing our manufacturing costs and enhancing manufacturing efficiencies, thereby improving key performance indicators, such as electrical and thermal energy consumption, efficiency of equipment including our raw mill, kiln and cement mill, and clinker conversion ratio. As a result, we had a lower power and fuel cost per ton for the three months ended June 30, 2018 than other large and mid-sized cement manufacturers in India. (*Source: CRISIL Report*) For the three months ended June 30, 2018 and Fiscals 2018 and 2017, the utilization levels for our clinker facility at our Risda Manufacturing Plant were 98.89%, 66.62% and 38.94%, while for our cement grinding unit were 116.56%, 76.89% and 44.15%, respectively. For the three months ended June 30, 2018 and Fiscal 2018, the utilization levels for our Panagarh Manufacturing Plant were 84.51% and 62.79%, respectively. In contrast, the average operating levels for Eastern India (including North East) were 66% and 68% for Fiscal 2017 and Fiscal 2018, respectively, according to the CRISIL Report. Our clinker to cement ratio was 65.73%, 66.81% and 66.93%

for our Risda Manufacturing Plant for the three months ended June 30, 2018 and Fiscals 2018 and 2017, respectively, while it was 57.63% and 52.89% for our Panagarh Manufacturing Plant for the three months ended June 30, 2018 and Fiscal 2018, respectively. Given our higher proportion of PSC and PPC sales, we have a lower clinker to cement ratio compared to national average of 70% to 75%, according to the CRISIL Report. In addition, we use a modern dry manufacturing process at our Risda Manufacturing Plant, which reduces energy consumption. Our captive power consumption as percentage of our power consumption at our Risda Manufacturing Plant was 99.51%, 91.35% and 74.29% for three months ended June 30, 2018 and Fiscal 2018 and 2017, respectively.

Further, the proximity of our plants to key raw materials enables us to reduce our manufacturing costs. We currently source all our limestone requirement from our Risda Mining Unit, which is adjacent to our Risda Manufacturing Plant and we are also able to procure fly ash and coal from sources close to our plants.

Strong Parentage and Established Brand

We are a part of the Emami group, which is among India's prominent corporate groups and has diversified its presence across varied sectors such as consumer goods, newsprint and packaging boards manufacturing, edible oil and biodiesel, real estate, ballpoint tip manufacturing, pharmacy stores, cement, solar power and contemporary art. We believe that the 'Emami' brand is recognizable in India due to its long established presence and the diversified businesses in which the group operates. We market all our products under the 'Emami Double Bull' brand. Our OPC, PPC and PSC is sold under the brand 'Emami Double Bull Cement', our premium PPC offering is sold under the brand 'Emami Double Bull MASTER', while our premium PSC offering is sold as 'Emami Double Bull Subh'. We sell our products to institutional customers under the 'PROCEM' brand. Our Company was awarded the 'Brand of the Decade 2018' award in the cement category by ERTC Media and the 'Brand of the Year – Cement Segment' award for excellence in building and construction at the National Awards for Marketing Excellence by the Times Network in 2018. The strong recall of the 'Emami' brand has allowed us to create a large and diverse customer base and facilitated our ability to market new products. According to the CRISIL Report, the average selling price of cement during the three months ended June 30, 2018 was ₹ 350 (for a 50 kg bag) in Eastern India among Category A companies, while we were able to sell our cement in Eastern India for the same average price during the period, within two years of commercial production. In addition, our association with the 'Emami' brand provides us with a competitive advantage in attracting talent, benefiting from its pan-India distribution network and exploring potential business opportunities.

Experienced Management Team

We have a strong management team with considerable industry experience. Our Promoters Aditya Agarwal and Manish Goenka are also on the board of directors our Company. Manish Goenka is the Executive Chairman of our Company and is responsible for business development, corporate strategic planning and finance in our Company. Vivek Chawla, our Whole-time Director and Chief Executive Officer has over 30 years of experience in the cement industry. Rajiv Thakur, our Chief Financial Officer and Vinit Tiwari, our Chief Marketing Officer have considerable experience in the cement industry. We also have a qualified management team for implementing our business strategies and identifying new opportunities with experience in the cement industry, including in the areas of manufacturing, quality control, sales and marketing. We believe that our experienced management team positions us well to capitalize on future growth opportunities.

Strategies

The principal elements of our business strategy are as follows:

Capitalize on the Growth in the Demand for Cement in East India

According to the CRISIL Report, demand for cement in Eastern India (including North East) is set to grow at the fastest pace in India till 2023 and we are well positioned to benefit from the increase in cement consumption in our markets. According to the CRISIL Report, global cement production has been growing at a CAGR of approximately 2% for the past five years and stood at approximately 4.2 billion MT during the calendar year 2017. The Indian cement market is the second largest in the world after China and accounts for 294 to 296 MMTPA of cement demand. Cement demand in India has grown at a CAGR of 4% to 5% over last five years, reaching 294 to 296 MMTPA in Fiscal 2018.

Cement demand in Eastern India (including North East), which accounted for 17% of the total demand in Fiscal

2013, accounted for 22% of total demand in India in Fiscal 2018. However, Eastern India (including North East) still has the lowest per capital consumption of cement in India. In the long-term, cement demand in Eastern India (including North East) is expected to outpace most other regions and grow at a CAGR of 7.5% to 8.5% between Fiscal 2018 and Fiscal 2023. This would be largely backed by government induced spending on physical and social infrastructure. Further, an uptick in infrastructure investments is also expected via key projects such as the Eastern Dedicated Freight Corridor in Bihar, Jharkhand and West Bengal; metro projects in Kolkata, Patna, Ranchi; smart city related development in Odisha, West Bengal, Jharkhand, Bihar, Chhattisgarh; and several other road and highway projects. Industrial demand is also expected to be healthy on account of investments by the Government and private entities in the information technology, railway, power and steel sectors. *(Source: CRISIL Report)* We believe that we are well positioned to capitalize on such demand on account of our manufacturing and distribution capabilities, access to raw materials and recognizable brand.

Grow and Optimize Existing Manufacturing Capacity

We are currently in the process of setting up the Kalinganagar Manufacturing Plant, which we expect would commence commercial operations by April 2019. In September 2018, we acquired the Bhabua Manufacturing Plant and are in the process of increasing its installed capacity to 1.80 MMTPA. We commenced commercial production at this plant in September 2018 and plant to increase its capacity to 1.80 MMTPA by March 2019. As of June 30, 2018, we had incurred capital expenditure of ₹ 4,112.12 million for these two plants. For our grinding unit in Bhabua, Bihar that we recently acquired and commenced commercial operations at, we will apply our management model and cement know-how in order to bring the acquired assets to operating standards similar to our existing plants. We expect that our expansion plans will allow us to meet the anticipated increase in cement demand in the future, enable us to supply growing markets more efficiently and drive profitability.

Our Risda Manufacturing Plant currently has an installed capacity of 3.20 MMTPA of clinker, which we intend to expand to 5.00 MMTPA in the future. In addition, we are in the process of setting up a mineral dressing and scrubbing system at our Risda Manufacturing Plant, which will enable us to recover a higher proportion of limestone for the manufacture of clinker. Our operations team adopts best practices in line with industry standards across our manufacturing plants and we intend to effectively manage our operations, maintain strict operational controls and enhance customer service levels.

Promote Our Brand and Strengthen and Expand Distribution Network

Our brand is one of our key strengths and we believe that our customers and distributors associate our brand with trusted and good quality products. We intend to continue to leverage the goodwill of our brand to differentiate us from our competitors, enhance relationships with existing customers and seek new customers. We intend to continue to use various media channels to promote our brands including placing advertisements and commercials on television, newspapers, hoardings and on digital media.

We intend to strengthen and expand our distribution network to increase our sales volumes. While we currently have a structured distribution network to cater to our retail and institutional customers, we constantly seek to grow our product reach to under-penetrated geographies. We also seek to improve the penetration of our products in markets in which we are currently present and widen the portfolio of our products available in those markets. As part of our sales and distribution strategy, we continue to evaluate potential sales growth drivers for specific products and regularly identify specific states and regions in India to focus our sales efforts. We intend to focus on increasing the sales of our Subh Premium Slag Cement and Master Premium PPC Cement and increase sales to retail customers, as we are able to realize higher margins for such products and through sales to retail customers. We also intend to promote the sales of our products in the states of Uttar Pradesh and Bihar.

We seek to add additional dealers and retailers to enhance our sales and distribution network and undertake initiatives to strengthen our relationships with them by offering them sustainable business opportunities and provide training and advice on marketing and sales techniques and inventory management. We are also focusing on increasing customer awareness of our products by providing training and workshops for influencers such as masons and civil engineers. We intend to educate retailers and end-consumers on our products' attributes, with a view to enhance brand value and be able to increase realizations for our products, thereby improving our margins.

Improve Cost Efficiency

We expect cost leadership to be a key enabler for us to increase the market share of our products and improve our margins and we will continue to implement measures to reduce our operating costs and improve operational efficiencies. We commissioned a railway siding at our Panagarh Manufacturing Plant in September 2018 and are in the process of setting up a railway siding at our Risda Manufacturing Plant to reduce our transport costs. We are also in the process of setting up additional clinker silos, additional truck loading machines and weigh bridges to reduce the turnaround time of trucks, bulk cement loading systems and diesel generator sets. As of June 30, 2018, we had incurred capital expenditure of ₹ 1,095.54 million for setting up railway sidings at our Risda and Panagarh Manufacturing Plants. We also intend to set up a rail siding at our Bhabua Manufacturing Plant. As the number of our operational manufacturing plants increase, we will employ economies of scale to optimize our costs. We will continue to evaluate our manufacturing and distribution costs and develop new cost-reduction strategies, including shifting manufacturing between plants that have different costs in order to optimize manufacturing levels as a result of eventual changes in demand. In order to increase our sales volumes, we have engaged a leading consultancy firm and launched a project known as 'Sprint'. Through this project, we seek to increase sales volumes to our retail and institutional customers, improve logistics services, enhance core sale processes and optimize costs.

Grow Through Acquisitions and Expand Operations to Other Geographies

We intend to continue to further expand our operations through the acquisition of companies or assets in high-growth markets and we will evaluate such opportunities, keeping in view our strategy to grow and develop our market share. For example, in September 2018, we acquired a grinding unit with an installed capacity of 0.60 MMTPA in Bhabua, Bihar and we are currently in the process of increasing its installed capacity to 1.80 MMTPA. We continue to consider opportunities for inorganic growth, such as through mergers and acquisitions, if, among other things, they are likely to:

- consolidate our market position;
- achieve operating leverage in key markets by unlocking potential efficiency and synergy benefits;
- increase our sales and distribution network; and
- strengthen our cost competitiveness in the market.

In addition, with a view to expand our geographic presence in India, we entered into a limestone mining lease in Guntur, Andhra Pradesh. Further, we have obtained approvals for the mining plans submitted for two limestone mines in Nagaur, Rajasthan and are awaiting execution of the mining leases. For further details of our mines, see "***-Raw Materials and Utilities - Limestone Supply and Reserves***". We have also purchased certain parcels of land for the mine and setting up a plant in Guntur, Andhra Pradesh.

Description of Our Business

We are engaged in the manufacture and supply of several varieties of cement.

Our Product Portfolio

Our product portfolio comprises the following:

- Portland Pozzolona Cement;
- Portland Slag Cement;
- Ordinary Portland Cement:
  - Ordinary Portland Cement – 53 Grade ("**53 Grade OPC**");
  - Ordinary Portland Cement – 43 Grade ("**43 Grade OPC**");
- Premium Portland Slag Cement;
- Premium PPC; and
- Composite cement.

We market all our products under the brand 'Emami Double Bull'. A brief description of our products is set forth below:

Portland Pozzolona Cement: PPC is manufactured by synchronizing two-stage hydration process involving clinker and pozzolanic material, resulting in a dense, gel-like formation. The use of high-quality ash as a supplementary cementitious material in the manufacturing of PPC results not only in more durable and high-performance concrete, but also in lower energy consumption and greenhouse gas emissions. PPC's lower permeability and lesser chemical reactivity leads to better performance as compared to OPC. PPC is widely used in mass concrete works such as dams, spillways, retaining walls, all types of reinforced cement concrete ("**RCC**") work, underground structures, bridges, general building works and hydro-power stations.

Portland Slag Cement: PSC is created with a combination of slag with clinker and gypsum. It is made by integrating clinker with superior granulated blast furnace slag that leads to granular consistency and creates a cement that is resistant to chemical ingress. PSC is widely used in all types of residential, commercial and industrial projects, dams and other mass concrete works, water retaining structures, concrete roads and flyovers, and underground concrete.

Ordinary Portland Cement: OPC is made of ordinary clinker mixed with gypsum, and is graded on the basis of its strength. Based on the compressive strength, OPC may further be classified as 43 Grade OPC and 53 Grade OPC.

- *43 Grade OPC*: 43 Grade cement is widely used for all general and semi-specialized constructions such as columns, beams, slabs and all structural works, manufacture of concrete blocks and tiles, brick and stone masonry, plastering and flooring, plain and RCC, pre-cast, pre-stressed slip formed concrete jobs, and commercial buildings, industrial constructions, multi- storied complexes, cement concrete roads and heavy duty floors.

- *53 Grade OPC*: 53 Grade cement is manufactured using a specialized process that allows optimum distribution of each particle, enabling superior crystalline structure and balanced composition. It gives high strength and durability to structures. This grade of cement is widely used in residential construction, commercial infrastructure, roads and highways, industrial plants, marine construction and plain and RCC work.

Premium Portland Slag Cement: This is a premium product of our Company, which is manufactured with high grade clinker and good quality ground granulated blast furnace slag enriched with glass content. The optimized proportion of clinker and ground granulated blast furnace slag make it an all-weather cement ensuring advantages related to both strength and durability. This grade of cement can be widely used in residential construction, commercial infrastructure, roads and highways, industrial plants, marine construction and plain and RCC work. The laminated polypropylene packaging makes it tamperproof, retains cements freshness over time and assures right weight of cement bags.

Premium PPC: This cement has been designed as a premium PPC offering and provides enhanced durability, strength and setting. The laminated polypropelene packaging makes it tamperproof, retains cements freshness over time and assures the right weight of cement bags.

Composite cement: This cement is an interground mixture of portland cement clinker, granulated slag and fly ash with addition of gypsum (natural and chemical), or an intimate and uniform blending of OPC, finely ground granulated slag and fine fly ash with addition of ground gypsum, if required.

Manufacturing Plants

The following table sets forth certain information in relation to our Manufacturing Plants:

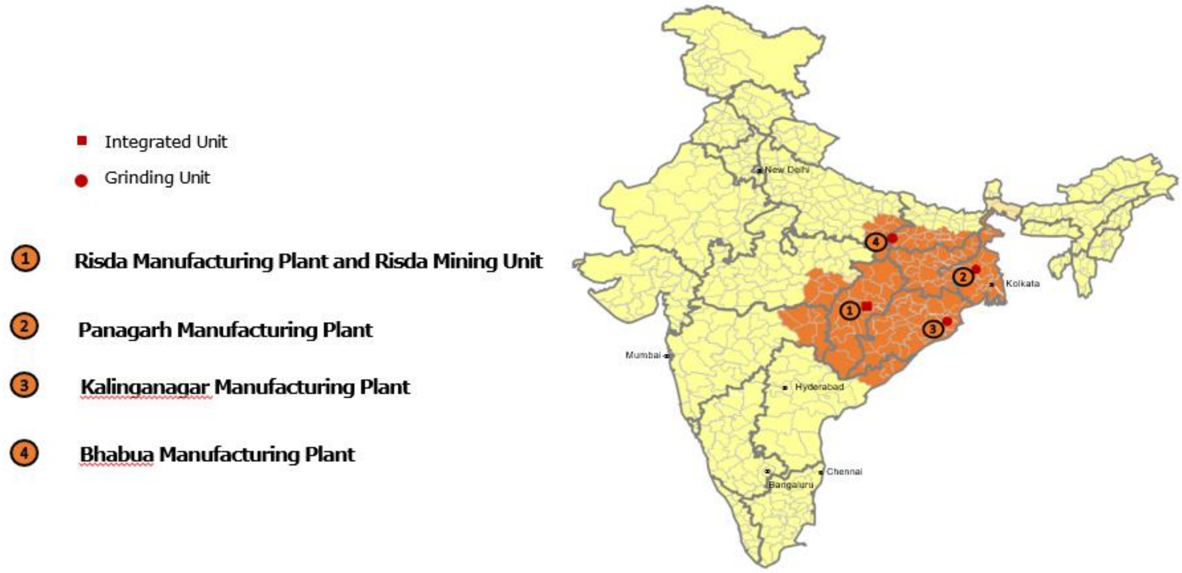
Plant	Installed Capacity (MMTPA)	Current approvals to Manufacture (MMTPA)	Commercial Operations Date
Operational Plants			
Risda Manufacturing Plant (clinkerisation unit)	3.20	3.20	December 2016
Risda Manufacturing Plant (cement grinding unit)	2.50	2.50	December 2016

Plant	Installed Capacity (MMTPA)	Current approvals to Manufacture (MMTPA)	Commercial Operations Date
Operational Plants			
Panagarh Manufacturing Plant	2.50	2.00, with applications made for additional 0.50*	December 2017
Bhabua Manufacturing Plant	0.60	1.00	September 2018
Under Construction/ Expansion Plants			
Kalinganagar Manufacturing Plant	2.50	Applied for*	Expected in April 2019
Bhabua Manufacturing Plant	1.20	Applied for*	Expanded 1.80 MMTPA capacity expected in March 2019

* For details of applications made for obtaining key approvals, see "***Government and Other Approvals – Manufacturing Plants – Pending Key Approvals***" on page 340.

We manufacture 53 Grade OPC only at our Risda Manufacturing Plant, while all other products are manufactured at both, Risda and Panagarh Manufacturing Plants and we have approvals to manufacture PPC at our Bhabhua Manufacturing Plant. In addition, we commenced manufacturing composite cement at our Panagarh Manufacturing Plant in September 2018.

The following map sets forth the location of our four manufacturing plants and our Risda Mining Unit:



Risda, Chhattisgarh

Our Risda Manufacturing Plant has an installed capacity of 3.20 MMTPA of clinker and 2.50 MMTPA of cement. We commenced commercial production at this plant in December 2016.

Our Risda Manufacturing Plant is located approximately 70 km from Raipur, which is the capital of Chhattisgarh. In August 2017, we entered into a railway siding usage agreement to use a portion of an existing private siding, which is connected to the South East Central Railway system. This agreement is for a term of 30 years from the date we conduct the first trial run of our private siding. We are currently in the process of setting up a rail siding at this plant, which we expect to be operational by November, 2019. In accordance with the terms of the agreement, our Company is required to carry out the first trial run of our private railway siding within five years of the execution of the agreement, failing which the agreement will be terminated.

We have sourced equipment for our Risda Manufacturing Plant from vendors such as FLSmidth Private Limited, Denmark and GEBR. PFEIFFER SE, Germany. We have set up a robotic laboratory at this plant for monitoring the quality of cement manufactured and we also monitor the quality of limestone with a cross-belt analyzer, which helps us manufacture superior quality clinker. We have installed a vertical roller mill for cement grinding, a 30 MW captive coal based power plant, a 9 MW waste heat recovery system (with provisions to scale up the generation of power up to 12 MW, subject to the receipt of necessary approvals), a double string preheater with in-line calciner and crossbar cooler. The waste heat recovery system utilizes waste heat generated from the clinker manufacturing process and converts it to steam to generate power for our operations. We source almost all of our electrical energy requirement for our Risda Manufacturing Plant from the captive power plant and waste heat recovery system and are also connected to the state electricity grid. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, our captive power consumption comprised 99.51%, 91.35% and 74.29% of our total power consumption at our Risda Manufacturing Plant, respectively.

The following table sets forth certain details of our key equipment at our Risda Manufacturing Plant:

Particulars	Supplier	No. of Units	Capacity
Raw Mill	GEBR. PFEIFFER SE, Germany	1	610 TPH
Kiln and Cooler	FLSmidth Private Limited	1	9,700 TPD
Cement Mill	GEBR. PFEIFFER SE, Germany	1	335 TPH
Packers	FLSmidth Private Limited	3	240 TPH per unit
Waste Heat Recovery System	LNV Technology Private Limited	1	12 MW

Our Risda Manufacturing Plant has been recommended for ISO 9001:2015; ISO 14001:2015 and OHSAS 18001:2007 certification for the manufacture and supply of clinker and cement by TUV India Private Limited.

Panagarh, West Bengal

Our Panagarh Manufacturing Plant has an installed capacity of 2.50 MMTPA of cement and we are the largest cement manufacturing company in West Bengal, in terms of installed capacity. *(Source: CRISIL Report)* This plant commenced commercial production in December 2017. We currently have approvals for production up to 2.00 MMTPA of cement and have applied for approvals for production of additional 0.50 MMTPA. At this plant, we manufacture PSC using a separate grinding principle where slag and clinker are ground separately and then proportionately blended, enabling us to manufacture high quality PSC.

Our Panagarh Manufacturing Plant is located approximately 150 kms from Kolkata, which is the capital of West Bengal. We commissioned a railway siding at this plant in September 2018.

We meet our energy requirement for this plant through the state electricity grid.

The following table sets forth certain details of our key equipment at our Panagarh Manufacturing Plant:

Particulars	Supplier	No. of Units	Capacity
Wagon Tippler	ThyssenKrupp Industries India Private Limited	1	1,500 TPH
Cement Mill	GEBR. PFEIFFER SE, Germany	1	335 TPH
Packers	FLSmidth Private Limited	4	240 TPH per unit

Kalinganagar, Odisha

We are in the process of setting up a cement grinding unit at our plant in Kalinganagar, Odisha, which will have an installed capacity of 2.50 MMTPA of cement. We expect our Kalinganagar Manufacturing Plant to commence commercial operations by April 2019, subject to the receipt of necessary approvals.

The following table sets forth certain details of our key equipment at our Kalinganagar Manufacturing Plant:

Particulars	Supplier	No. of Units	Capacity
Wagon Tippler	ThyssenKrupp Industries India Private Limited	1	1,500 TPH
Cement Mill	GEBR PFEIFFER SE, Germany	1	335 TPH
Packers	FLSmidth Private Limited	4	240 TPH per unit

Bhabua, Bihar

In September 2018, we acquired a grinding unit with an installed capacity of 0.60 MMTPA in Bhabua, Bihar and we are currently in the process of increasing its installed capacity to 1.80 MMTPA. We have currently have approvals for production up to 1.00 MMTPA of cement at this plant and intend to apply for approvals for additional production in the future. We commenced commercial operations at this plant in September 2018 and expect to complete the process of increasing its capacity to 1.80 MMTPA by March 2019.

The following table sets forth certain details of our key equipment at our Bhabua Manufacturing Plant:

Particulars	No. of Units	Capacity
Cement Mill	2	90 TPH and 180 TPH
Packers	3	240 TPH per unit

Capacity and Capacity Utilization

The capacity utilization have been calculated on the basis of months operational in the financial year.

The following table sets forth details of our capacity and capacity utilization of our Risda Manufacturing Plant, which commenced operations in December 2016, for the periods indicated:

For Cement

Particulars	Three months ended June 30, 2018	Fiscal 2018	Fiscal 2017
Installed/Production Capacity (MMTPA)	2.50	2.50	2.50
Production (MMT)	0.73	1.92	0.37
Capacity Utilization (%)	116.56%	76.89%	44.15%

For Clinker

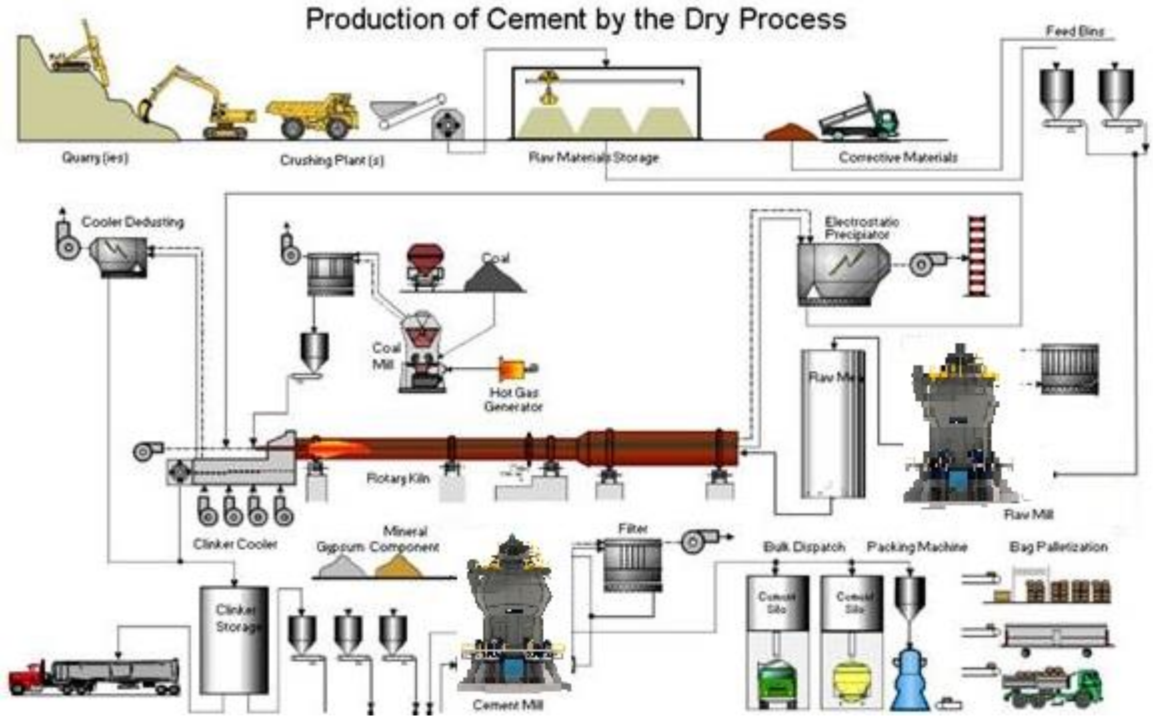
Particulars	Three months ended June 30, 2018	Fiscal 2018	Fiscal 2017
Installed/Production Capacity (MMTPA)	3.20	3.20	3.20
Production (MMT)	0.79	2.13	0.31
Capacity Utilization (%)	98.89%	66.62%	38.94%

The following table sets forth details of our capacity and capacity utilization for our Panagarh Manufacturing Plant, which commenced operations in December 2017, for the periods indicated (calculated on the basis of our current approvals for production of up to 2.00 MMTPA):

Particulars	Three months ended June 30, 2018	Fiscal 2018
Production Capacity (MMTPA)	2.00	2.00
Production (MMT)	0.42	0.42
Capacity Utilization (%)	84.51%	62.79%

Cement Manufacturing Process

The following diagram sets forth an overview of our manufacturing process:



The major stages involved in our cement manufacturing process are described below:

Mining: Mining involves the extraction process of limestone, which is a principal raw material in cement manufacturing. Naturally occurring calcareous deposits such as limestone provides calcium carbonate and is extracted from our Risda Mining Unit. In the pre-operational phase, the prospecting process begins with mining research and probing to identify the quality and quantity of limestone ore in the area. Once economic feasibility is established, we begin planning the mining work to define the mining method, as well as the size and fleet of vehicles to be deployed based on the rate of limestone production and quantum of development. Infrastructure such as roads, offices, workshop for maintenance of heavy mining equipment, magazine building for explosive storage, high speed diesel bunk to meet fuel requirement and limestone crusher with necessary ramp for the mining operations are developed. In the operational phase, the blocks are marked and the holes are made with drill machines. The holes are then loaded with explosives and detonated to blast the in-situ solid limestone to obtain fragmented material, which is loaded by hydraulic shovels and excavators into the dumpers, and then transported to the crushing system for size reduction.

Transportation: Limestone is transported by high capacity dumpers to our crushing units, where it is unloaded into the dump hopper.

Primary Crushing: The primary crusher converts the rocks into small stones. The limestone blocks are are reduced to fragments measuring approximately 75 mm. This crushed limestone is then transported to the cement plant by covered conveyor belt.

Pre-homogenization of the limestone: Crushed limestone is stored at the plant in the form of a layered pile with the help of stacker, where the first homogenization of the chemical composition of the stone is achieved. This crushed limestone is then reclaimed with the help of a reclaimer for onward transportation to the cement plant by conveyor belt. Clay and other additives are transported by truck to the plants. At the clinkerisation unit, additives are blended with crushed limestone to reduce the variations in quality in order to obtain a homogenized mixture of raw meal.

Grinding and Homogenization: The crushed pieces are then milled together to manufacture a powder called “raw meal”. Subsequently, the raw meal is sent to a blending and storage silo. In the blending silo, homogenisation of raw meal takes place with the help of aeriation, from where it is fed into the pre-heater.

Burning of raw meal to produce clinker: A pre-heater is a series of vertical cyclones through which the raw meal is passed. In these cyclones, thermal energy is recovered from the hot flue gases and the raw meal is preheated before it enters the kiln, so the necessary chemical reactions occur faster and more efficiently. Calcination is the decomposition of limestone to lime. Approximately 95% to 97% of the reaction takes place in the "pre-calciner" and the remaining part in the kiln. Here, in this entire process, the chemical decomposition of limestone to lime is found in the range of 63% to 64%. The pre-calcined meal then enters the kiln. Approximately 40% of the total fuel is fired in kiln and the remaining 60% fuel is fired in pre-calciner to reach temperatures of up to 1,450 degrees Celsius. The intense heat causes chemical and physical reactions that partially liquefies the meal to form a mixture of calcium silicates and aluminium silicates, which is clinker in the form of nodules.

Cooling and final milling of clinker to manufacture cement: From the kiln, the hot clinker falls onto a grate cooler where it is cooled to a temperature of approximately 100 to 120 degrees celsius by incoming cooling air. The cooled material is called clinker. Clinker is then transported through a deep pan conveyor or deep bucket conveyor to storage silo or gantry.

Cement Grinding: Traditionally, ball mills have been used for grinding, although more efficient technologies such as roller presses and vertical roller mills are used in many modern plants today. The clinker and gypsum is fed to cement mill through hollers and weigh feeders to manufacture OPC cement. The slag is added to clinker and gypsum to make PSC cement. Fly ash is added to clinker and gypsum to make PPC cement. Such materials (clinker, gypsum, fly ash and slag) are mixed in a certain ratio in accordance with quality requirements.

Storing and packing: The final product from the cement mill is transported through bucket elevators and air slides and stored in cement silos. The packer capacity is decided as per plant capacity and number of products packed. Laminated polypropelene bags are used for packing of cement. The bags are transported through belts to truck loading or wagon loading machines for loading in trucks and wagons.

Cement dispatch: Cement is dispatched in bulk form through closed bulkers as well as in packed bags of 50 kgs. Bulk cement is directly loaded from silo through bulk loading system.

Raw Materials and Utilities

The principal raw materials that we use to manufacture cement are limestone, iron ore, coal, chemical gypsum, fly ash and slag. We transport raw materials to our plants via road or rail.

Limestone Supply and Reserves

Limestone is the main raw material required in the manufacturing of cement.

We entered into a mining lease for an area measuring 395.05 hectares located in Kukurdih and Risda villages district Baloda Bazar - Bhatapara in the state of Chhattisgarh. The mining lease was granted to our Company on September 8, 2009 by the state government of Chhattisgarh and is valid until September 7, 2059. The table below shows the reserves at this area pursuant to an approved mining plan prepared by Sripad Pujar and B.V.R. Achar dated July 2016, based on a report prepared by Synergy Geotech Private Limited under the United Nations Framework Classification in August 2014:

(In MMT)

Category of Reserve	Cement Grade of Limestone	Low Grade of Limestone*	Total Reserve
Proved Reserves	146.83	71.95	218.78
Probable Reserves	8.45	11.86	20.31
Total Reserves	155.28	83.81	239.09

* *Limestone is categorized as low grade when it comprises Calcium Oxide in the range of 34% to 42.5%, while it is categorized as cement grade when it comprises Calcium Oxide above 42.5%.*

We have recently engaged a mining expert to determine the current reserves at such area.

We prepared and submitted a mining plan to the Indian Bureau of Mines, Government of India for mining limestone from this area, which was approved by the Indian Bureau of Mines on August 5, 2016 and subsequently a modified mining plan was approved on October 6, 2017. In accordance with the approved mining plan, we are permitted to mine up to 5.00 MMTPA of limestone. This mine area is in close proximity to our Risda

Manufacturing Plant and limestone is transported to our integrated plant from the mining area by covered conveyor belts. At such area, we operate a fully mechanized open cast mine and are able to extract sufficient quantities of limestone for our current clinker production requirements. We commenced mining at this area in June 2016, and extracted 0.99 MMT and 3.17 MMT of limestone in Fiscals 2017 and 2018, respectively. During the five months ended August 31, 2018, we extracted 1.82 MMT of limestone from such area.

With a view to expand our geographic presence in India, we have entered into a limestone mining lease for 521.69 hectares located in Tangeda village of district Guntur in the state of Andhra Pradesh with the state government of Andhra Pradesh. The mining lease was executed on August 1, 2018 and is valid until July 31, 2068. A majority of the land in the Guntur Mining Unit is owned by us. Under the United Nations Framework Classification, such area had proved reserves of 35.36 MMT and probable reserves of 26.99 MMT based on a mining plan prepared by Global Environment and Mining Services, as of September 2014 which was based on a report prepared by Synergy Geotech Private Limited in August 2013, which plan was approved by the Indian Bureau of Mines in October 2014. While we have obtained of the environmental clearance from the MoEFCC for mining at such area, we have not commenced any mining of limestone.

Further, our Company participated in an open auction and was issued letters of intent by the state government of Rajasthan for two limestone blocks. The first letter of intent was issued on November 2, 2016 and relates to a mining area comprising 247.87 hectares located in the Deh and Sarasani villages of district Nagaur in the state of Rajasthan. Under the United Nations Framework Classification, such area had 130.44 MMT of probable reserves based on a mining plan prepared by Shailendra Singh Bist on behalf of Udaipur Min-Tech Private Limited which was based on a report prepared by the state government of Rajasthan, which plan was approved by the Indian Bureau of Mines, Government of India in April 2017. The second letter of intent was issued on April 13, 2017 and relates to a mining area comprising 267.63 hectares located in Deh village of district Nagaur in the state of Rajasthan. Under the United Nations Framework Classification, such area had 86.77 MMT of probable reserves based on a mining plan prepared by S.K. Soni, which plan was approved by the Indian Bureau of Mines, Government of India in August 2017. We have not yet purchased any land underlying such letters of intent but have made applications for transfer of certain parcels of land to our Company.

The proved and probable reserve estimates may be different from the amount of limestone that can extracted from our mining areas. See "***Risk Factors - Internal Risk Factors - The limestone reserve data in this Draft Red Herring Prospectus are only estimates and our actual production with respect to our reserves may differ from such estimates***" on page 28.

Iron ore: Iron ore is used as an additive to limestone to achieve desired chemical composition in the raw meal. We currently procure iron ore from Raipur by placing purchase orders periodically.

Gypsum: Gypsum is added as a retarding agent to control the setting time for cement. We import gypsum and also procure it from the Coromandel International Limited in Andhra Pradesh.

Fly Ash: Fly ash is a by-product of the coal burning process at thermal power plants. We have entered into contracts, which typically range between one to five years, to source our fly ash requirement from thermal power plants located within a radius of 150 kms from our Risda Manufacturing Plant and have also entered into similar arrangements for our Panagarh Manufacturing Plant.

Pet Coke. Pet coke is used as a fuel in the kiln to make clinker from ground limestone. We currently procure domestic as well as imported pet coke.

Slag: Slag is a by-product of the steel manufacturing process. We source our slag requirement from Chhattisgarh.

Others materials: Additives such as bauxite are also required for the manufacture of OPC and PPC in small quantities, which we purchase from Daldali in Chhattisgarh.

For the three months ended June 30, 2018 and Fiscals 2018 and 2017, our cost of materials consumed (net of change in inventories of finished goods and work-in-progress) was ₹ 956.57 million, ₹ 1,397.11 million, and ₹ 247.40 million, or expressed as a percentage of our revenue from operations (net of excise duty expenses, if any) was 21.08%, 14.34% and 14.90%, respectively.

Coal: Coal is primarily used as fuel in the kiln and calciner during the process of cement manufacturing. We have entered into fuel supply agreements for a period of five years for the procurement of coal in Chhattisgarh and we also procure coal from the open market.

Our manufacturing operations require a significant amount of power and water. We source almost all of our electrical energy requirement for our Risda Manufacturing Plant from the captive power plant and waste heat recovery system and are also connected to the state electricity grid. We source our electrical energy requirements for our other plants from state electricity grids. We source water for our operations from ground water through tube wells and borewells.

The following table sets for certain details in relation to our power, coal and pet coke consumption:

	Three months ended June 30, 2018	Fiscal 2018	Fiscal 2017
Power Consumption *(KWH Million)*			
Risda Manufacturing Plant	67.11	185.61	42.04
Panagarh Manufacturing Plant	14.81	15.04	-
Total	**81.92**	**200.65**	**42.04**
Coal consumption *(MT)*	86,670	2,93,405	62,233
Pet Coke consumption *(MT)*	48,741	1,33,945	6,363

Repair and Maintenance

We conduct routine repair and maintenance of our plants, including relining our kilns when required. We also have periodic scheduled shutdowns for maintenance. Our kilns run for an average of 330 days per year. Our plants are also periodically inspected by our engineers and technicians along with external operation and maintenance personnel for our kiln, mills, crusher, turbine and other critical equipment.

Sales, Distribution and Marketing

The cement manufacturing industry in India is typically geographically segmented on account of high costs involved in the transport of cement and raw materials and the location of limestone mines.

We are currently focused on selling our products in the states of Chhattisgarh, West Bengal, Jharkhand, Odisha, Bihar and Madhya Pradesh.

The following table sets forth details of the products sold from each of our plants, for the periods indicated:

(in MT)

	Three months ended June 30, 2018	Fiscal 2018	Fiscal 2017
Risda Manufacturing Plant			
Clinker	14,152	411,725	83,550

(in MT)

	Three months ended June 30, 2018	Fiscal 2018	Fiscal 2017
Risda Manufacturing Plant			
PPC	485,979	1,315,847	294,237
OPC	191,943	475,680	77,741
PSC	33,561	90,648	3,820
Panagarh Manufacturing Plant			
PPC	295,039	292,053	-
OPC	6,717	10,653	-
PSC	94,557	117,637	-
Total	**1,107,796**	**2,302,518**	**375,798**

We sell our products to institutional customers directly, whereas we sell our products to retail customers through our distributers and dealers.

The following table sets forth product-wise cement sales made to retail and institutional customers for the periods indicated:

(in MT)

Product	Three months ended June 30, 2018			Fiscal 2018			Fiscal 2017		
	Retail customers	Institutional customers	Total	Retail customers	Institutional customers	Total	Retail customers	Institutional customers	Total
Ordinary Portland Cement	1,739	196,921	198,660	8,615	477,719	486,334	2,517	75,224	77,741
Portland Pozzolona Cement	555,003	203,159	758,162	1,211,695	396,204	1,607,899	244,280	49,957	294,237
Portland Slag Cement	81,702	7,530	89,232	119,733	23,951	143,684	3,116	704	3,820
MASTER Premium PPC Cement	22,781	75	22,856	-	-	-			-
SUBH Premium Slag Cement	38,841	45	38,886	64,509	92	64,601			
Total	700,066	407,730	1,107,796	1,404,552	897,966	2,302,518	249,913	125,885	375,798

The following table sets forth state-wise details of the volume of products that we sold, for the periods indicated:

(in MT)

Particulars	Three months ended June 30, 2018	Fiscal 2018	Fiscal 2017
West Bengal	325,305	429,721	56,975
Chhattisgarh	264,534	878,088	181,613
Odisha	195,424	488,151	73,801
Jharkhand	111,006	168,005	24,731
Bihar	96,275	78,065	-
Madhya Pradesh	81,084	157,770	19,230
Maharashtra	31,472	71,141	15,430
Others	2,696	31,577	4,018
Total	1,107,796	2,302,518	375,798

In order to increase our sales volumes, we have engaged a leading consultancy firm and launched a project known as ‘Sprint’. Through this project, we seek to increase sales volumes to our retail and institutional customers, improve logistics services, enhance core sale processes and optimize costs. We plan to achieve our goals through several initiatives including conducting periodic review meetings, granular planning and tracking across business functions, empowering our middle management team and setting continuous improvement targets.

We have also set up eight impact centers in the states of Chhattisgarh, Odisha, Jharkhand, Bihar and West Bengal to assist us in maximizing our sales volumes. At these centers, we monitor the sale of our products by dealers, coordinate our marketing, business development, logistics and finance functions, escalate certain maters to our head office and focus on increasing our distribution network.

We also organize meetings for our dealers every month to strengthen their relationship with their influencers. We work with our dealers to help them set monthly sales targets and support them to achieve such targets. One of our dealer initiatives, ‘Double Bull Battle Ground’, emphasizes on channel management and channel engagement. We engage with influencers and our channel partners through activities such as group meetings for dealers, annual dealer conferences and retailer engagement programs.

We have regional marketing offices in Raipur, Patna, Dhanbad, Bhubaneshwar and Kolkata, along with a growing distribution network of over 2,200 dealers and over 5,000 retailers, as of June 30, 2018. In addition, we have set up 110 warehouses cum sale depots at strategic locations to ensure the efficient distribution of our products.

To increase awareness and usage of our products, we use various media channels to promote our brand, including placing advertisements and commercials on television, newspapers, hoardings and on digital media.

Customer Relationships

Our customer base includes retail customers as well as institutional clients such as Simplex Infrastructures Limited, Nuvoco Vistas Corporation Limited and Bengal Shapoorji Housing Development Private Limited.

We have launched a customer relationship management tool known as 'PULSE' to help us access and analyze real time information on channel sales, project sales, competitors, pricing and influencer management. As part of customer support initiatives, we also offer multi-specialty technical services to our customers.

Pricing

We set prices for our products on a district-wise basis, with view to price our products competitively against certain peers. We review our prices regularly based on prevailing whole sale prices in the market. Performance over the course of the month is closely monitored in each location and prices can be changed to reflect changes in conditions. Pricing decisions are made, and can only be changed, at our corporate office.

Demerger of Our Solar Power Business

We have a solar power business comprising a 10 MW solar power plant in Gujarat and 3 MW solar power plant in Tamil Nadu. For the three months ended June 30, 2018, and Fiscals 2018, 2017 and 2016, our solar power business accounted for a net segment revenue of ₹ 75.96 million, ₹ 266.85 million, ₹ 286.11 million and ₹ 253.46 million, respectively. Our Board and the board of directors of Emami Power Limited have approved a scheme of demerger (the "**Demerger Scheme**"), pursuant to which our solar power business, including all properties, assets, liabilities, duties, obligations, debts, tenancy rights, approvals and registrations pertaining thereto, will be demerged and transferred to and will vest with Emami Power as a going concern. For further details of the Demerger Scheme, see "***History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc***." on page 156.

Competition

We mainly compete with other manufacturers of cement in eastern India. Competition occurs principally on the basis of price, quality and brand name. Our competitors include Dalmia Bharat Limited, UltraTech Cement Limited, ACC Limted, Ambuja Cements Limited, Nuvoco Vistas Corp Limited and Shree Cements Limited.

Health, Safety and Environment

We aim to comply with applicable health and safety regulations and other requirements in our operations and have adopted a health and safety policy that is aimed at complying with requirements under applicable law. Including requirements of our licenses, approvals, various certifications and ensuring the safety of our employees and the people working at our plants or under our management. For details of applicable laws in relation to health and safety of our employees engaged in our Manufacturing Plants and Mining Units, see "***Key Regulations and Policies in India***" on page 147.

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 also believe that all our facilities possess adequate effluent treatment processes and minimize any contamination of the surrounding environment or pollution.

Employees

Our work force is a critical factor in maintaining quality, productivity and safety, which strengthens our competitive position and our human resource policies focus on attracting, developing and retaining talent. We lay great emphasis on providing developmental and skill enhancement opportunities on a continuous basis to enhance the level of operational excellence, productivity and ensure compliance with standards on quality and safety. We had engaged AON Hewitt to help us design and implement leading human resource practices.

We also hire contract labor for our operations, from time to time and as of June 30, 2018, we engaged 1,295 contract laborers.

The following table sets forth the number of our employees as of June 30, 2018:

Particulars	Number of Employees
Electrical	73
Civil	15
Commercial	112
Logistics	54
Maintenance	4
Support	83
Mechanical	77
Mines	22
Production	66
Project	12
Quality	25
Sales and marketing	288
General Management	2
Total	833

Information Technology

We believe that an appropriate information technology infrastructure is important in order to support the growth of our business. We utilize SAP S4 HANA as our enterprise application and a customer relationship management tool known as 'PULSE'.

Insurance

We believe that our insurance arrangements are consistent with industry standards for cement manufacturers in India. Our operations are subject to hazards inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We may also be subject to product liability claims if the products that we manufacture are not in compliance with regulatory standards.

The principal types of insurance policies maintained by us include, industrial all risk policy which is a comprehensive policy providing coverage from, among others, fire, earthquakes, breakdown of machinery, boiler explosion, theft and burglary, transit and loading risk, public liability insurance policy and electronic equipment policy for our operational manufacturing plants and storage cum erection insurance policy for our under construction manufacturing plants for providing coverage from any material damage and third party liability during the under construction stage, fire and special perils policy for our Registered Office, general personal accident policy for our employees, money insurance policy for coverage for money in transit, marine cargo policy and marine sales turnover policy for raw materials goods and machinery in transit in air, road and rail, burglary standard policy for goods and equipment in the Registered Office, motor vehicle insurance for our commercial vehicles. Further, we also maintain fidelity group named policy covering certain employees who are responsible for the finance and accounts functions in the Company.

Our insurance policies may not be sufficient to cover our economic loss. See "***Risk Factors – Internal Risk Factors - Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition*** " on page 35.

Logistics

Our logistics chain consists of warehouses cum sales depots located in West Bengal, Chhattisgarh, Bihar, Odisha, Jharkhand, Maharashtra and Madhya Pradesh, which are supported by authorized transporters. Our finished product is dispatched to warehouses cum sales depots in accordance with our sales plan. Thereafter, clearing and forwarding agents dispatch material as per the order required from the sales team.

Intellectual Property

As of June 30, 2018, we have obtained two registered trademarks under Class 19, which deals with among others, cement and building materials, for the word and label "Emami Double Bull Subh".

We have also applied for registration of 11 trademarks under Class 19, associated with our brand, which includes among others, for "Double Bull", "PROCEM", "Emami Double Bull LABH" and "Emami Double Bull MASTER". Further, Emami Limited, one of our Group Companies and members of our Promoter Group has made applications for registration of two trademarks, "Emami DOUBLE BULL" and "Emami Double Bull". These trademark applications have not been assigned to our Company yet. In this regard, see "***Risk Factors - Internal Risk Factors - Our inability to protect or use our intellectual property rights may adversely affect our business***" on page 22.

Further, our Company has entered into an agreement dated July 9, 2015 with Emami Limited, one of our Group Companies and members of our Promoter Group, pursuant to which Emami Limited has granted our Company the license to use the trade name and logo "Emami" for our business purposes for a period of five years with effect from April 1, 2015. For details, see "***Promoter and Promoter Group - Interests of our Promoters and Related Party Transactions***" on page 181.

Quality Assurance

We believe that quality management is critical for the success of our Company. We place great emphasis on quality assurance and product safety at each step of the manufacturing process, to ensure that the quality of our products meets the expectations of our customers and achieves maximum customer satisfaction.

We have set up a robotic laboratory at our Risda Manufacturing Plant for monitoring the quality of cement manufactured. This laboratory assists us with the automated collection of samples from our manufacturing line and based on the results of such samples, enables us to make changes in process parameters to ensure consistent quality. We also monitor the quality of limestone with a cross-belt analyzer, which helps us maintain the quality of limestone sent to our Risda Manufacturing Plant.

Our Risda Manufacturing Plant has been recommended for ISO 9001:2015; ISO 14001:2015 and OHSAS 18001:2007 certification for the manufacture and supply of clinker and cement by TUV India Private Limited.

Corporate Social Responsibility

We have adopted a Corporate Social Responsibility ("**CSR**") policy in accordance with the requirements of the Companies Act, 2013 and the rules thereunder. We undertake majority of our CSR activities in the areas surrounding our plants and offices and have focused on providing water to certain villages and constructing roads.

Property

Majority of our business operations are conducted on premises leased from third parties, including our Registered Office, manufacturing plants, regional marketing offices and warehouses cum sales depots.

Our Registered Office, located at Acropolis, 15th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata 700 107, West Bengal, India has been sub-leased from Transmission Project Private Limited and such sub-lease is valid until November 14, 2019 unless renewed or extended upon mutual consent.

Further, we have entered into lease agreements with the respective state governmental authorities for leasing land on which our Manufacturing Plants are set up. For our Risda Manufacturing Plant, we have entered into a lease agreement with the Chhattisgarh State Industrial Development Corporation Limited for a period of 99 years, effective from November 19, 2009, for land measuring approximately 75.36 hectares. Further, the Company has acquired land measuring approximately 60 hectares for the Risda Manufacturing Plant and has taken 395.05 hectares of land at Kukurdih, Risda on lease from the State Government of Chhattisgarh for the Risda Mining Unit.

For our Panagarh Manufacturing Plant, we have entered into two lease agreements with the West Bengal Industrial Development Corporation Limited ("**WBIDC**") for a period of 99 years each, effective from July 15, 2015 and November 28, 2017, respectively, for land measuring approximately 34.67 hectares.

For our Kalinganagar Manufacturing Plant, we have entered into an agreement with the Odisha Industrial Infrastructure Development Corporation Limited which is currently valid for a period of three years effective from June 28, 2016 for a license to enter land measuring approximately 26.81 hectares. In terms of this agreement, once the Kalinganagar Manufacturing Plant has commenced commercial operations, the term of the lease shall be for a period of 87 years from the date of handing over possession, i.e. June 28, 2016. Further, for the Bhabua Manufacturing Plant, pursuant to the business transfer agreement with Eco Cements Limited dated April 20, 2018, freehold land measuring 7.38 hectares has been transferred to our Company. Additionally, we have acquired freehold land measuring 2.77 hectares in Begunia, Odisha and 364.63 hectares in Guntur, Andhra Pradesh.

KEY REGULATIONS AND POLICIES IN INDIA

The following is an overview of certain key laws and regulations in India which are applicable to the operations of our Company. The information available in this section has been obtained from various legislations, rules and regulations made thereunder and other regulatory requirements available in the public domain. The description of the applicable laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and is neither designed nor intended to substitute 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.

A. SPECIFIC LAWS GOVERNING THE CEMENT MANUFACTURING OPERATIONS

Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016 (the "**BIS Act"**) provides for the establishment of the Bureau of Indian Standards (the **"BIS**") for the development of activities of standardization, conformity assessment and quality certification of goods, articles, processes, systems and services. The BIS Act provides for the functions of the BIS which includes, among others, to (a) publish, establish and promote Indian standards; (b) specify as Indian standard, any standard, established by any other institution in India or elsewhere, in relation to article or process; (c) undertake research for formulation of Indian standards. The BIS Act empowers the Central Government to order the compulsory use of standard mark for any goods or article if it finds it expedient to do so in public interest or for the protection of plant, animal or human health or for the safety of the environment. The BIS Act also provides the penalties in case there is a contravention of the provisions of the BIS Act. The penalties for using a standard mark, which include, selling, importing, exhibiting or manufacturing an article without a license from the BIS, ranges from a fine of ₹ 500,000 or five times the value of the goods produced or sold, to imprisonment for a term of one year.

Cement (Quality Control) Order, 2003

The Cement (Quality Control) Order, 2003, has been framed under the BIS Act, and prohibits the sale, manufacture, storage for sale and distribution of cement, which does not meet the quality requirements prescribed under the BIS Act. It requires a manufacturer of cement to make an application to the BIS for obtaining a license to use the standard mark. A manufacturing company is required to apply for this license prior to commencement of production. The primary parameter considered for the purposes of granting this license is whether the cement sought to be manufactured or sold, conforms to the recognized standard under the BIS Act. Further, in the event that the cement manufactured by the company ceases to conform to the standards prescribed under the BIS Act, such license may be cancelled.

Industries (Development and Regulation) Act, 1951

The Industries (Development and Regulation) Act, 1951 (the "**IDRA Act**") provides for the development and regulation of certain scheduled industries, which are controlled and monitored by the Central Government**.** The IDRA Act was amended by way of a notification dated July 25, 1991 pursuant to which, all industrial undertakings, except for certain industries specifically mentioned therein, have been exempted from procuring a license to carry on their business activities. In terms of this notification, the cement industry has been exempted by the Central Government from obtaining an industrial license. However, the exempted industrial undertaking is required to file an Industrial Entrepreneurs Memorandum with the Secretariat of Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India. Accordingly, our Company has filed Industrial Entrepreneurs Memorandum with the state governments of Odisha, Chhattisgarh and West Bengal

Cement Control Order, 1967

The Cement Control Order 1967, as amended, (the "**Cement Control Order**") issued in terms of the IDRA Act requires manufacturers of cement to, among others, maintain books relating to production, removal, sale and transport of cement by the manufacturer and furnish information relating to the business as may be specified by the Central Government. The Cement Control Order requires the maintenance of a cement regulation account by the Development Commissioner for the Cement Industry. Each manufacturer of cement has to provide the prescribed amount, towards the cement regulation account, in order to avail of freight subsidy provided by the

Central Government. The amount credited in this account is to be used, among others, for reimbursing the manufacturer towards equalizing freight or concession in export price.

B. SPECIFIC LAWS GOVERNING LIMESTONE MINING OPERATIONS:

The Central Government has the power to regulate mines and mineral development under entry 54 of list-I of the seventh schedule to the Constitution of India to the extent that such regulation and development is declared by the parliament by law to be expedient in the public interest. The state governments have been given powers under entry-23 of list-II of the seventh schedule to the Constitution of India to regulate mines and mineral development subject to the Central Government's power under entry 54 of list-I thereof.

(a) Laws governing procurement, renewal, transfer and termination of mining lease:

Mines and Minerals (Development and Regulations) Act, 1957

The Mines and Minerals (Development and Regulations) Act, 1957 (the "**MMDR Act**") prohibits any person from undertaking any mining operations, including mining operations in respect of limestone, without obtaining a mining lease from the relevant state government.. The mining lease is required to be renewed from time to time based on the conditions set out in such mining lease. The MMDR Act lays down the terms for granting a mining lease, which includes, among others (i) the time period of the lease, being upto a maximum period of 50 years in case of limestone mines; (ii) the maximum area to be covered by one or more mining leases within a state, being upto 10 square kilometres in case of limestone mines; and (iii) the conditions for termination of the lease, by the central or state governments, which includes among others, preservation of natural environment, conservation of mineral resources, avoidance of danger to public health or public communications as deemed fit by the Central Government in consultation with the state government. Under the MMDR Act, the Central Government and the state governments have been empowered to regulate the conduct of a lessee, in particular, the imposition of fines or restrictions, the revocation of mining rights or variation in the amount of royalty payable, as deemed fit by the Central Government, in order to promote the conservation and systematic development of minerals, and protection of the natural environment.

During the term of the mining lease, the lessee is required to pay royalty or dead rent, whichever is higher, to the state government. Additionally, mining rights are subject to compliance with terms and conditions specified under the Mineral Auction Rules as defined hereinafter and the Mineral Conservation and Development Rules, 2017.

Minerals (Evidence of Mineral Contents) Rules, 2015

The Minerals (Evidence of Mineral Contents) Rules, 2015 (the "**Mineral Evidence Rules**") draw mainly from the United Nations Framework Classification (UNFC) for energy and mineral resources, and were introduced under the MMDR Act to regulate the parameters of existence of mineral contents, for the grant of reconnaissance permits, prospecting licenses and mining leases in respect of minerals.

In terms of the Mineral Evidence Rules, persons holding a prospecting license or reconnaissance permit, desirous of obtaining a mining lease are required to establish the existence of mineral contents by carrying out a general exploration over the area to determine the indicated mineral resource by identifying the main geological features of a deposit, giving a reasonable indication of continuity and providing an initial estimate of size, shape, structure and grade (the "**General Exploration**"'), and prepare a pre-feasibility report, identifying the economically viable mineral reserves forming a part of the indicated mineral resource, containing details of the mining operation to be conducted over a period of five years from the commencement of the mining lease, and determining the preferred mining method. For the purposes of mining leases granted through an auction process, the existence of minerals contents is determined on the basis of a General Exploration over the area, and a geological study which identifies the mineralization, quantity and continuity of the mineral resource, quality of the mineral deposit and its potential as an investment opportunity.

Mineral Auction Rules, 2015

The Mineral Auction Rules, 2015 (the "**Mineral Auction Rules**") were introduced under the MMDR Act to regulate the grant of mining leases for minerals, including limestone.

In terms of the Mineral Auction Rules, persons desirous of conducting mining operations are required to bid for the mineral in an auction process conducted by the state government. The preferred bidder, decided through the auction process shall receive a letter of intent from the state government, conveying its intention to grant the bidder with a mining lease. Upon completion of the conditions mentioned under the Mineral Auction Rules, which include, the payment of first and second instalment of the bid amount, furnishing performance security, the submission of a mining plan to the state government and its subsequent approval, the bidder will be considered 'successful'. Thereafter, a mining lease deed is executed in favour of such bidder by the state government.

Mineral (Other than Atomic and Hydro Carbons Energy Minerals) Concession Rules, 2016

The Mineral Concession Rules, 2016 (the "**Mineral Concession Rules**") lay down the procedures to be followed for transfer of a mining lease obtained through an auction process, and the termination of mining leases.

Termination of a mining lease:

The state government may terminate a mining lease obtained through an auction process if:

a) the lessee is unable to show sufficient grounds for disallowing the entry into or inspection of the leased premises, within the time specified by the state government;

b) the lessee has been convicted of illegal mining, after giving notice to the lessee and providing him with an opportunity of being heard;

c) the lessee defaults in making payment of monies to the District Mineral Foundation and the National Mineral Exploration Trust, dead rent, or royalty; or breaches the terms and conditions of the mining lease as prescribed under the Mineral Concession Rules, or as may be specified by the state government, after giving notice to the lessee and providing him with an opportunity to make payments and/or remedy the breach within 60 days from receipt of such notice;if the lessee does not intimate the state government of any change in the name, nationality or other particulars of the lessee within 60 days of the change, after providing the lessee with a reasonable opportunity of being heard;

d) in the opinion of the state government, the lessee has transferred the mining lease or any right, title or interest otherwise than in accordance with the provisions on transfer under the Mineral Concession Rules.

The state government may terminate a mining lease obtained through means other than an auction process if:

a) the right, title or interest in the mineral concession is transferred, including by way of assignment sublet or mortgage;

b) the lease holder has made any arrangement, contract or understanding with any persons or body of persons other than the mineral concession holder, (i) to directly or indirectly finance the mineral concession holder to a substantial extent; (ii) under which the operations or undertakings of the mineral concession holder may be substantially controlled by; (iii) under which the mineral may be supplied, delivered or sold at substantially lower than fair market value to; (iv) under which the sale or profit may be shared with or; (vi) under which significantly higher amounts than the normal industry norms may be paid for any operations to, such persons.

Transfer of Mining Lease obtained through an auction process:

The prior consent of the state government in writing is required for transfer of a mining lease. The transferor and the transferee are required to submit a joint transfer application to the state government. Further, the transferee must accept all the conditions and liabilities to which the transferor was subject in respect of such lease. The transferor and the transferee are required to jointly submit a registered transfer deed within thirty days from the date of receipt of consent from the state government.

Minerals (Transfer of Mining Lease Granted Otherwise than through Auction for Captive Purpose) Rules, 2016

The Mineral (Transfer of Mining Lease Granted Otherwise than through Auction for Captive Purpose) Rules, 2016 (the "**Transfer of Mining Lease Rules**") lay down the procedures to be followed for transfer of mining leases obtained through means other than an auction process.

The prior consent of the state government in writing is required to be obtained by the holder of a mining lease granted by means other than an auction process for the transfer of such mining lease. The transferor and the transferee are required to submit a joint transfer application to the state government. Further, the transferee must accept all the conditions and liabilities to which the transferor was subject in respect of such lease. The transferor and the transferee are required to jointly submit a registered transfer deed within thirty days from completion of upfront payment of an amount equal to 0.50% of the estimated value of the resources, signing the mine development and production agreement, and providing a performance security to the state government. The transferee is required to pay to the state government transfer charges simultaneously with payments of royalty.

(b) Laws governing operation of mines:

Mines Act, 1952 and Mines Rules, 1955

The Mines Act, 1952 (the "**Mines Act**") and the Mines Rules, 1955, which was introduced under the Mines Act (the "**Mines Rules**") regulate the health and safety of workers engaged in the mining industry. The Mines Act grants powers on the chief inspector of mines or an inspector of mines, as appointed by the Central Government, to carry out regular health and safety surveys on mining units. The survey, amongst others may include, an examination of the ventilation of the mine, sufficiency of the bylaws and all other matters connected with or relating to the health, safety and welfare of persons engaged in mines. As per the provisions of the Mines Act, the Central Government appoints certifying surgeons to conduct health check-ups and medical supervisions on persons engaged in mining activities. All mining units must have adequate provisions of drinking water, medical supplies, and latrines for workers engaged in the mines.

For the purposes of the above, a notice must be given to the chief inspector, the controller, Indian Bureau of Mines and the district magistrate of the district where the mine is situated, at least one month prior to the commencement of mining operations.

Metalliferous Mine Regulations, 1961

Metalliferous Mine Regulations, 1961 (the "**Metalliferous Mine Regulations**") was introduced on October 18, 1960 under the Mines Act. The Metalliferous Mine Regulations apply to every mine other than a coal or oil mine. These regulations lay down the format for notice requirements, with respect to the opening, reopening, change of ownership or address, and abandonment or discontinuance in the working of a mine. The notice is to be given to the regional inspector, chief inspector, or district magistrate as prescribed under the Metalliferous Mine Regulations. The regulations also deal with filing returns and records to the regional inspector, chief inspector, or district magistrate and provide for examinations to be conducted on a periodic basis.

Mineral Conservation and Development Rules, 2017

The Mineral (Conservation and Development) Rules, 2017 introduced on February 27, 2017 under the MMDR Act (the "**Mineral Conservation Rules**") lays down the detailed procedure for conducting mining operations. The Mineral Conservation Rules apply to all minerals, except for certain minerals specifically mentioned therein.

In terms of the Mineral Conservation Rules, all mining operations are to be carried out in a manner which ensures the systematic development of mineral deposits, conservation of minerals and protection of the environment. An owner or occupier of a mine is required to update and review a previously approved mining plan in every five years and to furnish the same to; and provide notices for the opening, reopening, temporary discontinuance of a mine, to an officer of the Indian Bureau of Mines or such other officer authorised in this behalf by the state government, as the case may be. The holder or owner of a mine is not permitted to abandon a mine during the subsistence of the mining lease except with the prior permission of the authorised officer. The holder of a mining plan is required to submit an application for review to the Controller General of Mines, or an officer of the Indian Bureau of Mines authorised in this behalf by the Controller General of Mines (the "**Competent Authority**") at least 180 days before the expiry of the five year period for which it was approved on the last occasion. Additionally, no mining operations can be conducted except in accordance with the mining plan. If the mining plan has not been complied with or any information contained in the mining plan is found to be incorrect or misleading or non-compliant with applicable laws, the competent authority can suspend all or any of the mining operations; and permit continuance of only such operations which are required to restore conditions in the mine, as envisaged under the approved mining plan.

C. OTHER APPLICABLE LAWS

The Explosives Act, 1884 and the Explosives Rules, 2008

The Explosives Act, 1884 and The Explosives Rules, 2008 introduced under the Indian Explosives Act, 1884 (the "**Explosive Rules**") regulate the manufacture and use of explosives in India. In terms of the Explosive Rules, a person is required to obtain a license from the district magistrate, controller of explosives, or chief controller of explosives (the "**Licensing Authority**"), depending upon the category of explosives, for the manufacture, possession, sale, transport, export and import of explosives. A license may be revoked by the Licensing Authority, on grounds of, among others, breach of terms of grant of the license, for public peace or security, license being obtained by fraud or suppression of material information, ceasing to have lawful possession of licensed premises or cancellation of no-objection certificate by the authority issuing the same, or the district magistrate or the state government

Indian Boilers Act, 1923 and Indian Boiler Regulations, 1950

The Indian Boilers Act, 1923 (the "**Boiler Act**") and the Indian Boiler Regulations, 1950 introduced thereunder (the "**Boiler Regulations**") regulate the operation of steam boilers in India. In terms of the Boilers Act, no person is permitted to use a boiler without registration and certification of the boiler in the manner provided under the Boiler Regulations. In terms of the Boiler Regulations, the owner of a boiler is required to obtain a registration certificate and certificate for use of a boiler, from the chief inspector of boiler (the "**Chief Inspector**") and comply with the safety standards prescribed therein to the satisfaction of the Chief Inspector. The certificate for use of a boiler is granted for a maximum period of 12 months and is required to be renewed by application to the Chief Inspector before the expiry of the certificate. In the event that application for renewal is made prior to the expiry of the existing certificate of use, the owner of a boiler is permitted to use the boiler pending orders on the application. Any person who uses a boiler illegally or without a certificate may be subjected to a penalty of ₹ 100,000, or ₹1,000 per day for each day of the continuing offence.

Labour Laws

Factories Act, 1948

The Factories Act, 1948 (the "**Factories Act**") defines a 'factory' to cover any premises which employs ten or more workers or such number of workers as may be specified by the state government vide notification, on any day of the preceding 12 months and in which manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed in a manufacturing process.

Each state government may enact rules in respect of registration and operation of factories. In order to commence operations as a factory, prior approval for the plan of the factory is required. Once the factory plan has been approved by the state inspector of factories, the factory is required to register itself with the respective state factory department. On receipt of the factory plan and subsequent registration, an application for a license to work a factory must be made to the state factory department. The Factories Act provides that an occupier of a factory, i.e. the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. There is a prohibition on employing children below the age of 14 years in a factory. The Factories Act also provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

In addition to the Factories Act, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws, which may be applicable to the Company due to the nature of the business activities:

i. Contract Labour (Regulation and Abolition) Act, 1970;
ii. Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
iii. Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
iv. Minimum Wages Act, 1948;
v. Payment of Bonus Act, 1965;
vi. Payment of Gratuity Act, 1972;
vii. Payment of Wages Act, 1936;
viii. Maternity Benefit Act, 1961;
ix. Industrial Disputes Act, 1947;
x. Employees' Compensation Act, 1923; and
xi. Public Liability Insurance Act, 1991.

Environmental laws

The Environment (Protection) Act, 1986 read with Environment (Protection) Rules, 1986 aims to protect and improve the environment and provide rules for prevention, control and abatement of environment pollution and impose obligations for proper handling and disposal of hazardous wastes.

The Environment Impact Assessment Notification S.O. 1533(E), 2006

The Environment Impact Assessment Notification S.O. 1533(E), 2006 (the "**EIA Notification**") issued under the Environment Protection Act, 1986 and the Environment (Protection) Rules, 1986, as amended, provides that the prior approval of the Ministry of Environment, Forest and Climate Change, GoI, for mining operations, or the State Environment Impact Assessment Authority, for manufacturing operations, is required for the establishment of any new project and for the expansion or modernisation of existing projects specified in the notification. In terms of the EIA Notification, the process of obtaining an environmental clearance has a maximum of four stages, i.e., screening, scoping, public consultation and appraisal.

An application for obtaining an environmental clearance is made after the identification of prospective site(s) for the unit and/or activities to which the application relates but before commencing any construction activity, or preparation of land, at the site by the applicant. Cement manufacturing projects which require approval from the State Environment Impact Assessment Authority do not require an Environment Impact Assessment Report. However, mining projects which require preparation of an Environment Impact Assessment Report, involve public consultation, which include both public hearing and written response, and is conducted by the state pollution control board. The appropriate authority makes an appraisal of the project only after a final Environment Impact Assessment report is submitted addressing the questions raised in the public consultation process.

The prior environmental clearance granted for a project or activity is valid for a maximum period of 30 years for mining projects and five years in the case of all other projects and activities, including cement manufacturing units. This period of validity may be extended by the concerned regulatory authority by a maximum period of five years.

Further, in the event of expansion or enhancement of capacity for the mining and manufacturing operations, as applicable, environmental clearance is required to be sought from the relevant authority. However, at the time of renewing a mining lease, environmental clearance is not required so long as there is no increase in the originally sanctioned lease area and/or production.

The Air (Prevention and Control of Pollution) Act, 1981, Water (Prevention and Control of Pollution) Act, 1974 and the Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016

These laws aim to prevent, control and abate pollution. The Air (Prevention and Control of Pollution) Act, 1981 (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. The Water (Prevention and Control of Pollution) Act, 1974 (the **"Water Act**") aims to prevent and control water pollution and to maintain or restore the wholesomeness of the water and any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or trade effluent into a water body is required to obtain prior consent of the relevant state pollution control board.

Therefore, in order to commence construction on any project, including, a manufacturing and mining unit, prior consent in the form of a consent to establish is required from the state pollution control board under the Air Act and Water Act. Upon receipt of the consent to establish, in order to commence operations at the establishment, a consent to operate must be obtained from the state pollution control board under the Air Act and Water Act.

The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the **"Hazardous Waste Rules**") regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to obtain an approval from the relevant state pollution control board and to manage such waste in an environmentally sound manner.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as "Emami Cement Limited" on June 13, 2007, as a public limited company under the Companies Act 1956, at Kolkata, West Bengal with a certificate of incorporation issued by the RoC. We received our certificate of commencement of business from the RoC on July 3, 2007.

Business and management

For a description of our activities, capacity/ facility creation, location of our plants, products, technology, market segments, the growth of our Company, major suppliers, customers, environmental issues, regional geographical segment in which our Company operates, standing of our Company with reference to prominent competitors, managerial competence and exports, see "***Business***", "***Industry Overview***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 128, 99 and 301, respectively. For details of the management and managerial competence of our Company, see "***Management***" on page 160.

Changes in our registered office

Details of prior changes in the registered office of our Company are as below:

Effective date	Details of change	Reasons for change
March 1, 2017	The address of the registered office of our Company was changed from "687, Anandapur, Eastern Metropolitan Bypass, Kolkata 700 107, West Bengal" to "Acropolis, 15th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata 700 107, West Bengal, India".	Administrative and operational convenience.

Our main objects

The main objects of our Company as contained in our MoA are:

1. *"To produce, manufacture, treat, process, refine, import, export, purchase, sell and generally to deal, and to act as brokers, agents, stockists, distributors and suppliers of all kinds of clinker, cement (whether ordinary, white, coloured, portland, pozzolana, alumina, blat-furnace, silica or otherwise), cement products of any description such as pipes, poles, slabs, asbestos sheets, blocks, tiles, and garden-wares and in connection therewith to take on lease or acquire, erect, construct, establish, work, operate and maintain cement factories, quarries, mines, power plants, workshops and other works.*

2. *To carry on in India or elsewhere the business to generate, receive, produce, transmit, distribute, supply, purchase, sell, re-sell, trade, import, export or accumulate or otherwise deal in all kinds of power or electrical energy by conventional or non-conventional methods using coal, gas, lignite, oil, bio-diesel, biomass, ethanol, waste, thermal, solar, hydel, geothermal, wind, tide, waves, nuclear, petroleum products or any other substances or forms and any products or by products derived there from and for this purpose to acquire concessions, facilities or licenses from electricity board, government, semi government, local and other authorities and bodies.*

3. *To carry on in India or elsewhere the business of prospecting, exploring, operating, trading and working on mines, quarries, setting up washeries for coal, iron ore and other minerals and for this purpose survey, discover and to acquire by purchase, lease, license or otherwise from government, semi government, local authorities, private bodies and other persons rights, powers and privileges for obtaining mines, quarries deposits etc. for the accomplishment of above objects.*

4. *To carry on in India or elsewhere the business as manufacturers, importers, exporters, suppliers, traders, dealers of all types of iron and steel, ferrous metals, forging, stampings, sponge, iron, springs, alloy steel, castings, iron and steel castings, malleable iron and S.G. iron castings, manufacturers of steel ingots, industrial machines, rolling mill rollers/re rollers of various sections of mild steel, high carbon steel, spring steels, stainless steels, and other steels and metals and for this purpose survey, discover and to acquire by purchase, lease, license or otherwise from government, semi government, local authorities, private bodies and other persons rights, powers and privileges for obtaining mines, quarries, deposits etc. for the accomplishment of above objects.*

5. *To carry the business of imports and exports of all kinds of goods, merchandise and articles and to act as export Import agents in all types of goods and articles.*"

Amendments to our MoA

Since the incorporation of our Company, the following amendments have been made to our MoA:

Date of change/ Shareholders' resolution	Nature of amendment
December 29, 2009	The main objects of our Company were amended to include: " *2. To carry on in India or elsewhere the business to generate, receive, produce, transmit, distribute, supply, purchase, sell, re-sell, trade, import, export or accumulate or otherwise deal in all kinds of power or electrical energy by conventional or non-conventional methods using coal, gas, lignite, oil, bio-diesel, biomass, ethanol, waste, thermal, solar, hydel, geothermal, wind, tide, waves, nuclear, petroleum products or any other substances or forms and any products or by products derived there from and for this purpose to acquire concessions, facilities or licenses from electricity board, government, semi government, local and other authorities and bodies* *3. To carry on in India or elsewhere the business of prospecting, exploring, operating, trading and working on mines, quarries, setting up washeries for coal, iron ore and other minerals and for this purpose survey, discover and to acquire by purchase, lease, license or otherwise from government, semi government, local authorities, private bodies and other persons rights, powers and privileges for obtaining mines, quarries deposits etc. for the accomplishment of above objects* *4. To carry on in India or elsewhere the business as manufacturers, importers, exporters, suppliers, traders, dealers of all types of iron and steel, ferrous metals, forging, stampings, sponge, iron, springs, alloy steel, castings, iron and steel castings, malleable iron and S.G. iron castings, manufacturers of steel ingots, industrial machines, rolling mill rollers/re rollers of various sections of mild steel, high carbon steel, spring steels, stainless steels, and other steels and metals and for this purpose survey, discover and to acquire by purchase, lease, license or otherwise from government, semi government, local authorities, private bodies and other persons rights, powers and privileges for obtaining mines, quarries, deposits etc. for the accomplishment of above objects* *5. To carry the business of imports and exports of all kinds of goods, merchandise and articles and to act as export Import agents in all types of goods and articles."* The authorised share capital of our Company was increased from ₹ 10,000,000 divided into 1,000,000 Equity Shares to ₹ 750,000,000 divided into 75,000,000 Equity Shares.
March 24, 2014	The authorised share capital of our Company was increased from ₹ 750,000,000 divided into 75,000,000 Equity Shares, to ₹ 1,500,000,000 divided into 150,000,000 Equity Shares.
March 27, 2015	The authorised share capital of our Company was increased from ₹ 1,500,000,000 divided into 150,000,000 Equity Shares, to ₹ 1,800,000,000 divided into 180,000,000 Equity Shares.
January 19, 2016	The authorised share capital of our Company was increased from ₹ 1,800,000,000 divided into 180,000,000 Equity Shares, to ₹ 2,300,000,000 divided into 230,000,000 Equity Shares.
November 9, 2016	The authorised share capital of our Company was increased from ₹ 2,300,000,000 divided into 230,000,000 Equity Shares, to ₹ 3,000,000,000 divided into 300,000,000 Equity Shares.

Total Number of Shareholders of our Company

As on the date of this Draft Red Herring Prospectus, our Company has 38 Shareholders. For further details on the shareholding of our Company, see "***Capital Structure - Shareholding Pattern***" on page 84.

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
2007	Incorporation of our Company
2009	Execution of mining lease with the state government of Chhattisgarh for our Risda Mining Unit
2016	Commencement of mining operations at our Risda Mining Unit.
	Commencement of grinding operations and sale of cement through our Risda Manufacturing Plant
	Commencement of production of clinker at our Risda Manufacturing Plant
2017	Commencement of commercial operations at our Panagarh Manufacturing Plant
2018	Sale of cement of four lakh tonnes in a single month (June 2018) for the first time since commencement of cement manufacturing operations.
	Execution of mining lease with the State Government of Andhra Pradesh for our Guntur Mining Unit
	Acquisition of the Bhabua Manufacturing Plant from Eco Cements Limited

Awards and Accreditations

Calendar Year	Awards and accreditations
2018	Our brand, Emami Cement won the Brand of the Decade 2018 award, in the cement category, selected by the BARC Asia and Jury Panel, and presented by ERTC Media
	Our brand, Emami Cement won the Brand of the Year-Cement Segment award for excellence in building and construction at the National Awards for Marketing Excellence presented by the Times Network

Changes in activities of our Company during the last five years

While there have been no changes in the activities of our Company during the last five years preceding the date of this Draft Red Herring Prospectus, which may have had a material effect on our profits or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors, our Company has filed a scheme for demerger for the transfer of our solar power business in favour of Emami Power as a going concern. For details, see "- ***Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc. - Proposed Scheme of Demerger*"** below.

Capital raising (Equity/ Debt)

Our equity issuances in the past and outstanding debt as on August 31, 2018 have been provided in "***Capital Structure – Notes to Capital Structure***" and "***Financial Indebtedness***" on pages 76 and 327, respectively. Further, our Company has not undertaken any public offering of debt instruments since its incorporation.

Strike and lock-outs

We have not experienced any strike, lock-outs or labour unrest since incorporation**.**

Time/cost overrun

There have been no instances of time or cost overruns in respect of our cement manufacturing operations.

Defaults or rescheduling of borrowings with financial institutions/banks, conversion of loans into equity by the Company

There have been no defaults or rescheduling of borrowings with financial institutions, banks or conversion of loans into equity in relation to our Company.

Injunctions or Restraining Orders against our Company

There are no injunctions or restraining orders against our Company.

Holding Company

Our Company does not have a holding company.

Subsidiaries, Associates and Joint Ventures

Our Company does not have any subsidiaries, associates or joint ventures.

Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc.

There has been no revaluation of our assets since the incorporation of our Company.

Except as disclosed below, our Company has not acquired any business or undertaking, or entered into any scheme of merger or amalgamation.

Proposed scheme of demerger

Our Board and the board of directors of Emami Power Limited ("**Emami Power**"), one of our Group Companies and member of our Promoter Group, pursuant to resolutions dated February 26, 2018 and March 5, 2018, respectively have approved a scheme of demerger under Sections 230 to 232 of the Companies Act 2013 (the "**Demerger Scheme**" and such demerger, the "**Proposed Demerger**"). The Demerger Scheme contemplates that the solar power business of the Company comprising a (i)10MW solar power plant located at Plot No. 95 and 96, Gujarat Solar Park, Taluka 96, Santalpur, District Patan, Gujarat, India and (ii) 3 MW solar power plant located at Village Perunali, Taluka Kamuthi, District Ramanathpuram, Tamil Nadu, India including all its properties, assets, liabilities, duties, obligations, debts, tenancy rights, approvals and registrations will be demerged and transferred to and will vest with Emami Power as a going concern (the "**Solar Power Business**") . The Demerger Scheme provides that the transfer of the Solar Power Business will become effective from the appointed date, being April 1, 2018, or such other date as may be decided by the board of directors of our Company and Emami Power and as may be directed or approved by the National Company Law Tribunal, Kolkata, India (the "**Appointed Date**"). The Demerger Scheme states that it has been drawn up to comply with the conditions relating to a demerger under Section 2(19AA) of the Income Tax Act, and if found inconsistent with this section, shall stand modified to the extent required for compliance. Our Company and Emami Power have filed the Demerger Scheme before the National Company Law Tribunal, Kolkata, India on July 9, 2018.

Rationale for the Demerger Scheme

Our Company is primarily engaged in and focused on the business of cement manufacturing. The Solar Power Business is a small ancillary business activity that has been undertaken by the Company. In Fiscal 2018, the revenues from the Solar Power Business accounted for ₹ 266.85 million, constituting 2.65% of our revenues for Fiscal 2018. Accordingly, Proposed Demerger is being undertaken with a view to consolidate the power production business in Emami Power while allowing our Company to focus on its cement manufacturing operations, and facilitating, among others, focused strategy, operational efficiency, synergistic benefits, economies of scale and scope for independent expansion for our Company and Emami Power.

Key terms of the Demerger Scheme

Some of the key terms of the Demerger Scheme which will become effective from the Appointed Date, but operative on the effective date, being the later of the dates on which (i) the last of all the consents, approvals, permissions, resolutions, sanctions and orders as are required for the purposes of the Demerger have been obtained or passed and (ii) the certified copies of the order of the National Company Law Tribunal, Kolkata, India approving the Demerger Scheme has been filed with the RoC, are set out below:

1. The transfer among others, of all:

    (i) movable and immovable properties and tangible or intangible assets pertaining to the Solar Power Business, including owned and leasehold land and entitlements including those relating to privileges, operations and maintenance agreements, power purchase agreements, power facilities of every kind and description of whatsoever nature;

    (ii) consents, permissions, licences and approvals obtained for the purposes of operating the Solar Power Business;

    (iii) debts, liabilities, obligations of our Company pertaining to the Solar Power Business;

    (iv) all suits, claims, actions and/or proceedings by or against our Company arising in connection with Solar Power Business, which are outstanding as on the effective date as specified above;

(v) all contracts, deeds, bonds, agreements and other instruments of whatsoever nature pertaining to the Solar Power Business; and

(vi) employees of our Company, engaged in or in relation to the Solar Power Business, without any interruption of service and on such terms and conditions, as are no less favourable than those on which they are currently engaged by our Company.

2. The Shareholders of our Company as on the record date, being, August 1, 2018, will be allotted 470 equity shares of face value ₹ 10 each of Emami Power credited as fully paid up for every 10,000 Equity Shares held by them in our Company. However, there will be no change in the capital structure of our Company pursuant to the Proposed Demerger becoming effective.

Acquisition of the Bhabua Manufacturing Plant from Eco Cements Limited on a slump sale basis

Pursuant to the business transfer agreement dated April 20, 2018, executed by and among, Eco Cements Limited ("**Eco Cements**") and our Company in terms of which, the business of Eco Cements of manufacturing, grinding, processing, treating and refining cement comprising, among others, a cement grinding unit with an installed capacity of 0.60 MTPA (with approvals for production upto 1.00 MTPA) located in Bhabua, Bihar has been transferred to our Company on a slump sale basis in the manner set out in the agreement, for a consideration of ₹ 2,450.00 million. The acquisition of the Bhabua Manufacturing Unit became effective on September 24, 2018.

Shareholders' Agreements

As on the date of this Draft Red Herring Prospectus, there are no subsisting shareholders' agreements to which our Company is a party or which our Company is aware of.

Other Agreements

Other than the material agreements listed above, our Company has not entered into any material agreement other than in the ordinary course of business carried on or intended to be carried on by our Company in the two years preceding this Draft Red Herring Prospectus.

Guarantees by our Promoter Selling Shareholders

As on the date of this Draft Red Herring Prospectus, certain of our Promoter Selling Shareholders, namely Bhanu Vyapaar, Diwakar Viniyog, and Suntrack Commerce, have provided guarantees to third parties, the details of which are set out below.

Diwakar Viniyog has executed a (i) deed of corporate guarantee dated April 28, 2017, which was subsequently modified by a (ii) deed of guarantee dated August 19, 2017 for enhancement of the guaranteed sum, in favour of RBL Bank Limited ("**RBL Bank**") in connection with the bank guarantee, rupee term loan, and other facilities as may be agreed from time to time, for an aggregate principal amount not exceeding ₹1,600.00 million sanctioned to our Company by RBL (the "**Deeds of Guarantee**") and such loan facilities are repayable by August 29, 2021 (the "**Loan Facilities**"). In terms of the Deeds of Guarantee, Diwakar Viniyog has provided an unconditional and irrevocable guarantee to pay on demand all monies and discharge all payment obligations due from our Company under the Loan Facilities, in the event that the Company is unable to pay such monies or discharge such payment obligations as and when they are due, and such guarantee will remain in force until the Loan Facilities are repaid in entirety, and all payment obligations in relation to the same have been discharged. Further, as a security for the Loan Facilities, (i) the equity shares of Emami Limited held by Diwakar Viniyog have been pledged in favour of RBL Bank and (ii) a charge has been created on all the present and future current assets of the Company, including stocks, book debts, raw materials, goods-in-process, semi-finished and finished goods, consumable stores, tools and accessories and other assets, whether installed or not.

Bhanu Vyapaar has executed a (i) deed of guarantee dated January 22, 2016, in connection with rupee term loan facilities for an aggregate principal amount of ₹ 145.00 million; and a (ii) deed of guarantee dated July 29, 2011 in connection with external commercial borrowings for an aggregate principal amount of USD 26.00 million sanctioned by ICICI Bank Limited ("**ICICI Bank**") and such deeds of guarantee, the ("**Deeds of Guarantee**") and such loan facilities are repayable by March 28, 2028 and December 28, 2022, respectively (the "**Loan Facilities**"). In terms of the Deeds of Guarantee, Bhanu Vyapaar has provided unconditional and irrevocable guarantees to pay on demand all monies and discharge all payment obligations due from our Company under the Loan Facilities, in the event the Company is unable to pay such monies or discharge such payment obligations when they are due, and such guarantee will remain in force until the loan is repaid in entirety, and all payment obligations in relation to the same have been discharged. In the event that Bhanu Vyapaar is unable to fulfil its obligations under the Deeds of Guarantee, it shall pay interest on the overdue amount, from the due date up to the date of actual payment at such rates as prescribed under the Deeds of Gaurantee. Further, as a security for the Loan Facilities, (i) a mortgage has been created on all the present and future immovable properties of the Company situated at Village Perunali, Taluka Kamuthi, District Ramanathpuram, Tamil Nadu, India , including all buildings and structures thereon, all plant and machinery attached to the earth or permanently fastened to anything attached to the earth, (ii) a charge has been created over the whole of the Company's movable properties, including all present and future current assets and non-current assets, moveable machinery, machinery spares, equipment, tools and accessories, vehicles and all other movable assets, pertaining to the solar power division, whether installed or not, (iii) a charge has been created over all monies, rights, title, interest, benefit, claims and demands in respect of the debt service reserve account and escrow account, and its sub-accounts, and all monies payable, under the Loan Facilities, (iv) a charge has been created over all contracts, insurance policies, rights, titles, permits, approvals, clearances and interests, book debts, operating cash flows, receivables, commissions, revenues, intangibles, goodwill, prepayment premiums, financing charges, costs, charges, expenses, liquidated damages, uncalled capital, all rights and interests of the Company, under the Loan Facilities, guarantee or performance bonds pertaining to the solar power plants at Tamil Nadu and Gujarat and (v) an exclusive charge has been created on, the fixed deposit accounts to be maintained by the Company with ICICI Bank, equivalent to an amount aggregating to the interest of three months on the amount disbursed by ICICI Bank and a trust and retention account to be opened with ICICI Bank wherein all cash flows from the solar power plant at Gujarat are to be deposited.

Suntrack Commerce has issued a letter of continuing guarantee dated September 25, 2017 in favor of IndusInd Bank Limited ("**IndusInd Bank**") in connection with a rupee term loan facility for an aggregate principal amount of ₹ 1,750.00 million sanctioned to our Company by IndusInd Bank (the "**Letter of Guarantee**") and ₹ 500 million, ₹ 850 million and ₹ 400 million of such loan facilities are repayable by January 31, 2020, September 26, 2022, and December 14, 2022 respectively (the "**Loan Facilities**"). In terms of the Letter of Guarantee, Suntrack Commerce has provided an unconditional and irrevocable guarantee to pay on demand all monies and discharge all payment obligations due from our Company under the Loan Facilities, in the event our Company is unable to pay such monies or discharge such payment obligations when they are due, and such guarantee will remain in force until the Loan Facilities are repaid in entirety and the all payment obligations in relation to the same have been discharged. In the event that Suntrack Commerce is unable to fulfill its payment obligations under the Letter of Guarantee within the stipulated payment period on demand being made by IndusInd Bank, it shall pay interest at the rate stipulated under the terms of the Loan Facilities, or at such rate as may be levied by IndusInd Bank on the guaranteed amounts, calculated on the period commencing from the date of first demand up to the date of actual payment. Further, as security for the Loan Facilities, (i) the equity shares of Emami Limited held by Suntrack Commerce have been pledged in favour of IndusInd Bank and (ii) a charge has been created on the present and future moveable properties of the Company, including its movable plant and machinery, the present and future stocks in trade consisting of raw materials, finished goods, goods in process of manufacturing and other merchandise, and all present and future book debts, outstanding's money receivables, claims and bills which are due and owing, or at any time during the continuance of this security may become due and owing to the Company in the course of its business.

In addition to the above guarantees provided by our corporate Promoters in connection with borrowings availed by our Company, given that our corporate Promoters are non-banking financial institutions, our corporate Promoters have provided guarantees to several third parties in the ordinary course of business. Accordingly, as of August 31, 2018, (i) Bhanu Vyapaar has provided guarantees against financial assistance taken by third parties up to an aggregate amount of ₹ 20,731.10 million; (ii) Diwakar Viniyog has provided guarantees against financial assistance taken by third parties up to an aggregate amount of ₹ 32,609.31 million; and (iii) Suntrack Commerce has provided guarantees against financial assistance taken by third parties up to an aggregate amount of ₹ 24,657.30 million. In the event of a default by Bhanu Vyapaar, Diwakar Viniyog and Suntrack Commerce in satisfying its obligations under such guarantees, the maximum liability of Bhanu Vyapaar, Diwakar Viniyog and Suntrack Commerce shall be in accordance with the terms and conditions of the respective guarantees.

Confirmations

Strategic and financial partnerships

As on the date of this Draft Red Herring Prospectus, our Company does not have any strategic or financial partners.

MANAGEMENT

Under our Articles of Association, our Company is authorised to have up to 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises nine Directors.

Our Board

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus.

Name, designation, address, occupation, nationality, term and DIN	Age (in years)	Other Directorships
Manish Goenka *Designation:* Executive Chairman *Address:* 110A, Keshar Kunj, Dr. Meghnad Saha, Sarani, Sarat Bose Road, Kolkata 700 029, West Bengal, India *Occupation*: Business *Nationality:* Indian *Term:* With effect from May 14, 2018 to April 30, 2021 (as Executive Chairman) and liable to retire by rotation (as Whole-time Director) *DIN:* 00363093	44	*Private Companies:* 1. Bhanu Vyapaar 2. Emami Group of Companies Private Limited *Public Companies:* 1. Emami Paper Mills 2. Prestige Vyapaar Limited
Aditya Vardhan Agarwal *Designation:* Non-executive Director *Address:* 25A, Ballygunge Circular Road, Kolkata 700 019, West Bengal, India *Occupation*: Business *Nationality:* Indian *Term:* Liable to retire by rotation *DIN:* 00149717	43	*Private Companies:* 1. Ajanta Suppliers Private Limited 2. Emami Group of Companies Private Limited 3. Suntrack Commerce *Public Companies:* 1. Emami Paper Mills 2. Emami Limited 3. TMT Viniyogan Limited
Vivek Chawla *Designation:* Whole-time Director and Chief Executive Officer *Address:* Bungalow No-NA 8, Sanjeeva Town, Opp. Aquatica, New Town, Rajarhat, Kolkata 700 156, West Bengal, India *Occupation*: Service *Nationality:* Indian *Term:* With effect from January 12, 2017 to January 11, 2020 *DIN:* 02696336	58	*Private Companies:* *1.* Emami Natural Resources

<table>
<tr><th>Name, designation, address, occupation, nationality, term and DIN</th><th>Age (in years)</th><th>Other Directorships</th></tr>
<tr><td>Ram Krishna Agarwal

Designation: Non-executive Director

Address: FD-226, Salt Lake, Sector-III, Kolkata 700 091, West Bengal, India

Occupation: Professional

Nationality: Indian

Term: Liable to retire by rotation

DIN: 00416964</td><td>66</td><td>Private Companies
1. RKA Advisory Services Private Limited

Public Companies
1. Bengal NRI Complex Limited
2. Cigniti Technologies Limited
3. Electro Steel Castings Limited
4. SREI Infrastructure Finance Limited
5. South City Projects (Kolkata) Limited

Foreign Companies

1. Indocean Developers Private Limited</td></tr>
<tr><td>Mamta Binani

Designation: Independent Director

Address: Suncity Complex, Flat C-203, 105/1, Bidhannagar Road, Ultadanga Main Road, Kolkata, 700 067, West Bengal, India

Occupation: Professional

Nationality: Indian

Term: With effect from January 5, 2015 to March 31, 2019

DIN: 00462925</td><td>46</td><td>Public Companies
1. Anmol Industries Limited
2. Century Plyboards (India) Limited
3. GPT Infraprojects Limited
4. Kkalpana Industries (India) Limited
5. Magma Housing Finance Limited
6. Skipper Limited</td></tr>
<tr><td>Charan Das Arha

Designation: Independent Director

Address: 1408-A, Beverely Park-2, DLF Phase-2, Sikanderpur Ghosi (68), DLF QE Farrukhnagar, Gurugram 122 002, Haryana, India

Occupation: Service (Retired)

Nationality: Indian

Term: With effect from March 27, 2015 to March 31, 2019

DIN: 02226619</td><td>73</td><td>Private Companies
1. Aryan Energy Private Limited
2. TRN Energy Private Limited

Public Companies
1. Anand Rathi Financial Services Limited
2. Maruti Clean Coal and Power Limited
3. Sainik Mining and Allied Services Limited
4. Taj GVK Hotels and Resorts Limited</td></tr>
<tr><td>Anand Rathi

Designation: Independent Director

Address: 274/A, Kalpataru Horizon Co. Op. Hsg. Society, S.K. Ahire Marg, Worli Mumbai 400 018, Maharashtra, India

Occupation: Business

Nationality: Indian

Term: With effect from August 28, 2018 to August 27, 2023</td><td>72</td><td>Private Companies
1. Anand Rathi IT Private Limited
2. AR Trustee Company Private Limited
3. Ffreedom Intermediary Infrastructure Private Limited
4. Maa Gou Products Private Limited
5. Sapphire Human Solutions Private Limited

Section 8 Companies
1. IMC Chamber of Commerce and Industry
2. Pushpalata Rathi Foundation

Public Companies
1. Anand Rathi Financial Services Limited
2. Anand Rathi Global Finance Limited</td></tr>
</table>

Name, designation, address, occupation, nationality, term and DIN	Age (in years)	Other Directorships
DIN: 00112853		3. Anand Rathi Housing Finance Limited 4. Anand Rathi Wealth Services Limited
Sundaram Balasubramanian *Designation:* Independent Director *Address:* H.No – E – 103, Raheja Atlantis, Sector – 31, Gurugram 122001 Haryana, India *Occupation*: Professional *Nationality:* Indian *Term:* With effect from August 28, 2018 to August 27, 2023 *DIN:* 02849971	75	*Private Companies* 1. Malnad Projects Private Limited *Public Companies* 1. Emami Paper Mills 2. Machino Plastics Limited 3. GVK Power & Infrastructure Limited 4. Peerless Hotels Limited 5. Sanghi Industries Limited 6. TTK Healthcare Limited 7. Ucal Fuel Systems Limited
Rajiv Mundhra *Designation*: Independent Director *Address*: 126, Southern Avenue, Lansdowne Road, Kolkata 700 029, West Bengal, India *Occupation*: Business *Nationality*: Indian *Term*: With effect from August 28, 2018 to August 27, 2023 *DIN*: 00014237	42	*Private Companies* 1. Anupriya Consultants Private Limited 2. Arabian Construction Co – Simplex Infra Private Limited 3. Baba Basuki Distributors Private Limited 4. Basuri Finance Private Limited 5. Mundhra Realty Private Limited 6. Pahal Investment Private Limited 7. Regard Fin-Cap Private Limited 8. RBS Credit & Financial Developments Private Limited 9. Salarpuria Simplex Realty Ventures Private Limited 10. Sandeepan Exports Private Limited 11. Simplex Infraproperties Private Limited 12. Simplex Mining Private Limited 13. Simplex Technologies Private Limited 14. Sri Mohamaya Investments Private Limited 15. Tapasya Commercial Private Limited *Public Companies* 1. Simplex Infrastructures Limited 2. Simplex Shelters Limited 3. Simplex Concrete Piles (India) Limited *Foreign Companies* 1. Simplex Almoayyed WLL 2. Simplex (Middle East) Limited 3. Simplex Infrastructures Libya Joint Venture Co.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Directors, Key Management Personnel or Senior Management Personnel have been nominated pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Brief profiles of our Directors

Manish Goenka is a Whole-time Director designated as the Executive Chairman of our Company and one of our Promoters. He holds a bachelor’s degree in commerce from the University of Calcutta. He was first appointed as a Non-executive Director on our Board on March 28, 2013. Subsequently, he was appointed by our Board as a Whole-time Director and designated as the Executive Chairman of our Company with effect from May 14, 2018. He is responsible for business development, corporate strategic planning and finance in our Company. He has previously held the office of the president of the Merchant Chamber of Commerce. He was awarded the Globoil Man of the Year Award, 2011.

Aditya Vardhan Agarwal is a Non-executive Director on our Board and one of our Promoters. He holds a bachelor's degree in commerce from the University of Calcutta. He was appointed as a Non-executive Director on our Board on March 28, 2013. He is the executive chairman of Emami Paper Mills. He was the president of the Indian Chamber of Commerce, Kolkata and currently holds the position of the honorary consul of Ethiopia in Kolkata. He is also a member of the Young President's Organization, which is a global network of young chief executives with members from various countries. He was awarded the Globoil Man of the Year Award, 2011, and the ET Now Leap of Faith Award, FMCG, 2011.

Vivek Chawla is a Whole-time Director and Chief Executive Officer of our Company. He holds a bachelor's degree in engineering from Ravishankar University, Raipur and a diploma in management from Indira Gandhi National Open University. He has also completed a Senior Leadership Program from International Institute for Management Development, Lausanne, Switzerland and Advanced Management Program at INSEAD, Fontainebleau, France. He joined our Company on September 29, 2016 as our Chief Executive Officer and was appointed as a Whole-time Director with effect from January 12, 2017. He is responsible for the general conduct, management, and business of the Company. Prior to joining our Company, he was the regional chief executive officer, West & Central Africa, Dangote Cement Plc. and president and location head of Hindalco, Hirakud and the chief executive officer of ACC Limited, eastern region. He has over 30 years of experience in the cement industry.

Ram Krishna Agarwal is a Non-executive Director of our Company. He holds a bachelor's degree in commerce (honours) from the University of Calcutta and is a qualified chartered accountant. He has secured the first rank on an all India basis in the intermediate and final examinations conducted by the ICAI in 1973 and 1974, respectively. Previously, he was a partner of S.R. Batliboi & Co and a director of Ernst and Young India Private Limited. He was a member of the Central Council of the ICAI from the Eastern Region.

Charan Das Arha is an Independent Director on our Board. He holds a bachelor's degree and a master's degree in history from the University of Delhi. Previously, he has worked as an officer with the Indian Administrative Services, and has served as an additional secretary and special secretary to the Ministry of Coal, India. He has also held the position of secretary to the Ministry of Mines and chief information commissioner to the Andhra Pradesh Information Commission, Hyderabad.

Mamta Binani is an Independent Director on our Board. She holds a bachelor's degree in commerce from the University of Calcutta. She is a practicing company secretary. She has also held the position of chairperson of the Eastern India Regional Council of The Institute of Company Secretaries of India, and the president of The Institute of Company Secretaries of India. She was conferred with a certificate of doctor of excellence in the field of management at the 3rd Intelligentsia Summit in 2017 and the Bharat Nirman Award in 2010. She has also cleared the limited insolvency examination conducted by the Insolvency and Bankruptcy Board of India. She is the vice president of the National Company Law Tribunal Kolkata Bar Association, and the chairperson of the Standing Committee on Corporate Law and Governance, Merchant Chamber of Commerce.

Anand Rathi is an Independent Director on our Board. He holds a bachelor's degree in commerce from the University of Jodhpur. He is a qualified chartered accountant and was awarded the G.P. Kapadia (First President) Gold Medal by the ICAI. He has experience in corporate management, financial and capital markets, corporate and management consultancy. Previously, he has worked with Aditya Birla Nuvo Limited as its senior president and has held the office of the president of BSE and a director of CDSL.

Sundaram Balasubramanian is an Independent Director on our Board. He holds a bachelor's degree in law from the University of Delhi and has completed a post graduate course in management accountancy from ICAI. He is an associate member of the Institute of Cost Accountants of India, the Institute of Company Secretaries of India and the ICAI. Previously, he has held the office of the chairman of the company law board and is a member of the Bar Council of Delhi. Further, he was appointed as a consultant by the Universal Postal Union under the aegis of the United Nations Economic and Social Council, to coordinate international postal policies and promote international collaboration in this area. He is the general editor of Ramaiya's guide to Companies Act, 2013, 18th Edition.

Rajiv Mundhra is an Independent Director on our Board. He holds a bachelor's degree in commerce (honours) from the University of Calcutta. He is the executive chairman of Simplex Infrastructure Limited. Previously, he has held the office of the president of the Indian Chamber of Commerce.

Relationship between Directors

None of our Directors are related to each other.

Terms of Appointment of our Whole-time Directors

Manish Goenka

Manish Goenka was appointed as the Executive Chairman of our Company, pursuant to an agreement dated May 14, 2018 entered into with our Company, resolutions passed by our Board on May 14, 2018, and our Shareholders on August 17, 2018 with effect from May 14, 2018 to April 30, 2021. During his tenure, he is entitled to receive remuneration ranging between ₹ 0.80 million to ₹ 1.00 million per month (subject to an annual increment in accordance with the Board's increment policy and as approved by the Board). He is not entitled to receive any sitting fees for any meeting of the Board or committee thereof. Additionally, Manish Goenka is entitled to receive the following perquisites, subject to applicable taxes:

1. Unfurnished accommodation;
2. reimbursement or medical allowance for self and dependent family members, being spouse, children and dependent parents subject to a monetary ceiling of one month's salary;
3. reimbursement or leave travel allowance for self and dependent family members, being spouse, children and dependent parents subject to a monetary ceiling of one month's salary;
4. membership and subscription fees for club; and
5. use of company's chauffeur driven car for official use and reimbursement of telephone expenses including mobile phone for payment of local calls and long distance official calls.

Subject to applicable prescribed limits on remuneration under the Companies Act 2013, he is also entitled to certain perquisites which shall not form part of the maximum remuneration payable to him:

1. Employee provident, superannuation and annuity fund benefits, subject to applicable taxes;
2. gratuity payable at a rate not greater than half a month's salary for each competed year of service; and
3. encashment of unavailed earned leave at the end of the tenure.

Vivek Chawla

Vivek Chawla has been appointed as our Whole-time Director pursuant to an agreement dated January 12, 2017, resolutions passed by our Board on January 12, 2017 and our Shareholders on September 18, 2017, for a period of three years with effect from January 12, 2017. Pursuant to a resolution passed by our Board on September 24, 2018, subject to approval by the shareholders at the next general meeting, he is entitled to receive gross remuneration of ₹ 39.00 million per annum with effect from April 1, 2018. He is not entitled to receive any sitting fees for any meeting of the Board or committee thereof. A breakdown of the gross remuneration payable to Vivek Chawla is set forth below:

1. basic salary of ₹ 15.60 million per annum;
2. house rent allowance of ₹ 7.80 million per annum;
3. special allowance of ₹ 4.48 million per annum;
4. professional development allowance of ₹ 0.39 per annum;
5. leave travel allowance of ₹ 1.30 million for self and family once in a year as per company rules;
6. contribution of ₹ 1.87 million per annum to the employee provident fund;
7. gratuity at ₹ 0.75 million per annum; and
8. performance pay of ₹ 6.80 million per annum.

Compensation paid to our Whole-time Directors

The gross compensation paid to our Whole-time Directors in Fiscal 2018 is set out in the table below:

(*in ₹ million*)

Name of Director	Compensation
Manish Goenka	0.10*
Vivek Chawla	28.66

**He was paid this amount as sitting fee in his capacity as a Non-executive Director.*

Compensation paid to our Independent Directors

Pursuant to the resolutions passed by our Board on August 9, 2018, our Independent Directors are entitled to receive a sitting fee of ₹ 30,000 for attending each meeting of our Board and ₹ 15,000 for attending each meeting of the committees of our Board. Further, pursuant to resolution passed by our Board on August 9, 2018, our Independent Directors are entitled to receive a sitting fee of ₹ 20,000 for attending each separate meeting of Independent Directors.

The sitting fees paid to our Independent Directors in Fiscal 2018 is set out in the table below:

(in ₹ million)

Name of Director	Compensation
Mamta Binani	0.17
Charan Das Arha	0.16

Since Anand Rathi, Sundaram Balasubramanian and Rajiv Mundhra were appointed in Fiscal 2019, they did not receive any compensation in Fiscal 2018.

Compensation paid to our Non-executive non-independent Directors

Pursuant to the resolutions passed by our Board on August 9, 2018, our Non-executive non-independent Directors are entitled to receive a sitting fee of ₹ 30,000 for attending each meeting of our Board and ₹ 15,000 for attending each meeting of the committees of our Board.

The compensation paid to our Non-executive and non-independent Directors in Fiscal 2018 is set out in the table below:

(in ₹ million)

Name of Director	Sitting Fees
Aditya Vardhan Agarwal	0.11
Ram Krishna Agarwal	0.13

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 compensation for Fiscal 2018.

Payment of benefits (non-salary related)

No amount or benefit has been paid or given to our Directors within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as Directors. For further details, see "***Related Party Transactions***" on 194.

Loans to Directors

No loans have been availed by our Directors from our Company which are outstanding as on the date of this Draft Red Herring Prospectus

None of our Directors are related to the sundry debtors of our Company.

Bonus or profit sharing plan for the Directors

As on the date of this Draft Red Herring Prospectus, our Company does not have a bonus or profit sharing plan for our Directors.

Shareholding of our Directors

Our Articles of Association do not require our Directors to hold any qualification shares.

Other than as disclosed under "***Capital Structure – Notes to Capital Structure – Shareholding of our Directors, Key Management Personnel and Senior Managerial Personnel in our Company***" on page 85, none of our Directors hold any shares in our Company as on the date of this Draft Red Herring Prospectus.

Service contracts with Directors

There are no service contracts entered into with any Director, which provide for benefits upon termination of employment.

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, any other remuneration and reimbursement of expenses, if any, payable to them by our Company. For further details, see "***- Terms of Appointment of our Whole-time Directors***", "***- Compensation Paid to our Independent Directors***", and "***- Compensation paid to our Non-executive non-independent Directors***" above.

Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives 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 Offer. For further details, see "***Capital Structure – Shareholding of our Directors, Key Management Personnel and Senior Management Personnel in our Company***" on page 85.

Directors of our Company are also interested in the capacity of their respective directorships and shareholding in certain of our Group Companies, namely, Emami Limited, Emami Paper Mills, Emami Natural Resources, Emami Power and New Way, as set forth below:

Sr. No.	Name of the company	Name of Director	Nature of interest
1.	Emami Limited	Manish Goenka	Shareholder
		Aditya Vardhan Agarwal	Director and shareholder
2.	Emami Paper Mills	Manish Goenka	Director and shareholder
		Aditya Vardhan Agarwal	Director and shareholder
3.	Emami Natural Resources	Vivek Chawla	Director
4.	Emami Power	Manish Goenka	Shareholder
		Aditya Vardhan Agarwal	Shareholder
5.	New Way	Manish Goenka	Shareholder
		Aditya Vardhan Agarwal	Shareholder

Additionally, they may be deemed to be interested to the extent of such business interests that these Group Companies have in us. For further details, see "***Promoters and Promoter Group - Interest of our Promoters and Related Party Transactions - Promoter and Promoter Group***" and "***Group Companies***" on pages 181 and 186, respectively.

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.

Further, our Directors are not interested in any property acquired by our Company within two years of the date of this Draft Red Herring Prospectus, or proposed to be acquired by it, or in any transaction in the acquisition of land, construction of building and supply of machinery.

Except for Manish Goenka and Aditya Vardhan Agarwal, our Promoters, none of our Directors have any interest in the promotion of our Company, as on the date of this Draft Red Herring Prospectus.

Directorships of Directors in listed companies

None of our Directors are, or for the five years prior to the date of this Draft Red Herring Prospectus, have been on the board of any listed company whose shares have been/were suspended from being traded on BSE or NSE.

Except as disclosed below, none of our Directors has been or is a director on the board of any listed companies which have been or were delisted from any stock exchange(s):

Name of the Directors	Name of the company	Name of the stock exchange	Date of Delisting	Compulsory or voluntary delisting	Reasons for delisting	Whether relisted; if yes, date of relisting on:	Term (along with relevant dates) of Director(s) in the above company:
Manish Goenka, Aditya Vardhan Agarwal and Sundaram Balasubramanian	Emami Paper Mills	The Calcutta Stock Exchange Limited	October 30, 2013	Voluntary	Trading platform for CSE and Uttar Pradesh Stock Exchange Limited not being functional. Company continues to be listed on BSE where its shares have unrestricted and unhindered access to investors.	No	Manish Goenka was appointed as a director with effect from February 1, 2000, Aditya Vardhan Agarwal was appointed as a director with effect from October 23, 2000 and Sundaram Balasubramanian was appointed as an independent director with effect from May 5, 2010, in Emami Paper Mills and continue to be directors of Emami Paper Mills as on the date of this Draft Red Herring Prospectus.
		Uttar Pradesh Stock Exchange Limited	January 13, 2014				

Except as disclosed in "***Other Regulatory and Statutory Disclosures – Prohibition by the SEBI, the RBI or governmental authorities***" on page 344, none of our Directors are associated with any company which is engaged in business related to the securities market.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of Director	Date of Change	Reason for Change
S.S. Sharma	January 1, 2017	Change in designation from a Whole-time Director to a Non-executive Director
	January 12, 2017	Ceased to be a Non-executive Director
Vivek Chawla	January 12, 2017	Appointed as an additional Whole-time Director*
Manish Goenka	May 14, 2018	Change in designation from Non-executive Director to Whole-time Director
Anand Rathi	August 28, 2018	Appointed as an Independent Director
Sundaram Balasubramanian	August 28, 2018	Appointed as an Independent Director
Rajiv Mundhra	August 28, 2018	Appointed as an Independent Director

Regularised pursuant to a resolution passed by our Shareholders on September 18, 2017

Borrowing Powers

Pursuant to a resolution passed by our Board on February 21, 2014 and a resolution passed by our Shareholders on March 24, 2014, our Board has been authorized to borrow sums in excess of the aggregate of our paid up share capital and free reserves, up to an amount of ₹ 50,000.00 million.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, we have nine Directors on our Board, comprising two Whole-time Directors, two Non-executive Directors and five Independent Directors. Manish Goenka, is the Executive Chairman of our Company. Further, we have five Independent Directors, one of whom is a woman director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act 2013 in relation to the composition of our Board and constitution of committees thereof.

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 Board committees 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) CSR Committee.

Audit Committee

Our Audit Committee was last re-constituted by a resolution of our Board dated January 5, 2015, and its terms of reference revised by a resolution of our Board dated August 9, 2018, and is in compliance with Section 177 of the Companies Act 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

Composition of the Committee:

1. Charan Das Arha - Independent Director (*Chairperson*);
2. Mamta Binani - Independent Director (*Member*); and
3. Ram Krishna Agarwal - Non-executive Director (*Member*).

Terms of Reference for the Audit Committee:

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

1. To investigate any activity within its terms of reference;
2. to seek information from any employee;
3. to obtain outside legal or other professional advice; and
4. to secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. Oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
2. recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. 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;
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. recommending to the Board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
19. reviewing the functioning of the whistle blower mechanism;
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; and
22. carrying out any other functions required to be carried out by the Audit Committee in terms of applicable law.

Mandatorily review

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:
    - 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;
    - 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

Our Nomination and Remuneration Committee was last re-constituted and its terms of reference revised, by a resolution of our Board dated August 9, 2018. 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 comprises:
Composition of the Committee:

1. Charan Das Arha - Independent Director (*Chairperson);*
2. Mamta Binani - Independent Director (*Member*) and
3. Aditya Vardhan Agarwal - Non-executive Director (*Member*).

Terms of Reference for the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company a policy relating to the remuneration of the directors, key managerial personnel and other employees
2. formulation of criteria for evaluation of Independent Directors and the Board;
3. devising a policy on Board diversity;
4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);
5. whether to extend or continue the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of directors;
6. recommend to the Board, all remuneration, in whatever form, payable to senior management; and
7. carrying out any other functions required to be undertaken by the Nomination and Remuneration Committee under applicable law.

The Nomination and Remuneration Committee, while formulating the remuneration policy of the Board, should ensure that:

1. 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;
2. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. 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.
4. perform such functions as are required to be performed by the Nomination and Remuneration Committee under the SEBI (Share Based Employee Benefits) Regulations, 2014
5. frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
    - the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
    - 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.

perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

Stakeholders' Relationship Committee

Our Stakeholders' Relationship Committee was last re-constituted and its terms of reference revised, by a resolution of our Board dated August 9, 2018, and is in compliance with Section 178 of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises:

Composition of the Committee:

1. Aditya Vardhan Agarwal - Non-executive Director (*Chairperson*);
2. Manish Goenka - Executive Chairman (*Member*);
3. Vivek Chawla - Whole-time Director and Chief Executive Officer (*Member*); and
4. Mamta Binani - Independent Director (*Member*);

Terms of Reference for the Stakeholders Relationship Committee:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the stock exchanges where the Equity Shares are proposed to be listed from time to time, the following:

1. Considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;
2. redressal of grievances of the security holders of the Company, including complaints in respect of allotment of Equity Shares, transfer of Equity Shares, non-receipt of share certificates, declared dividends, annual reports, balance sheets of the Company, general meetings, etc.;
3. allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
4. issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
5. reviewing measures taken for effective exercise of voting rights by shareholders;
6. reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent;
7. reviewing the various measures and initiatives undertaken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
8. carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable law.

CSR Committee

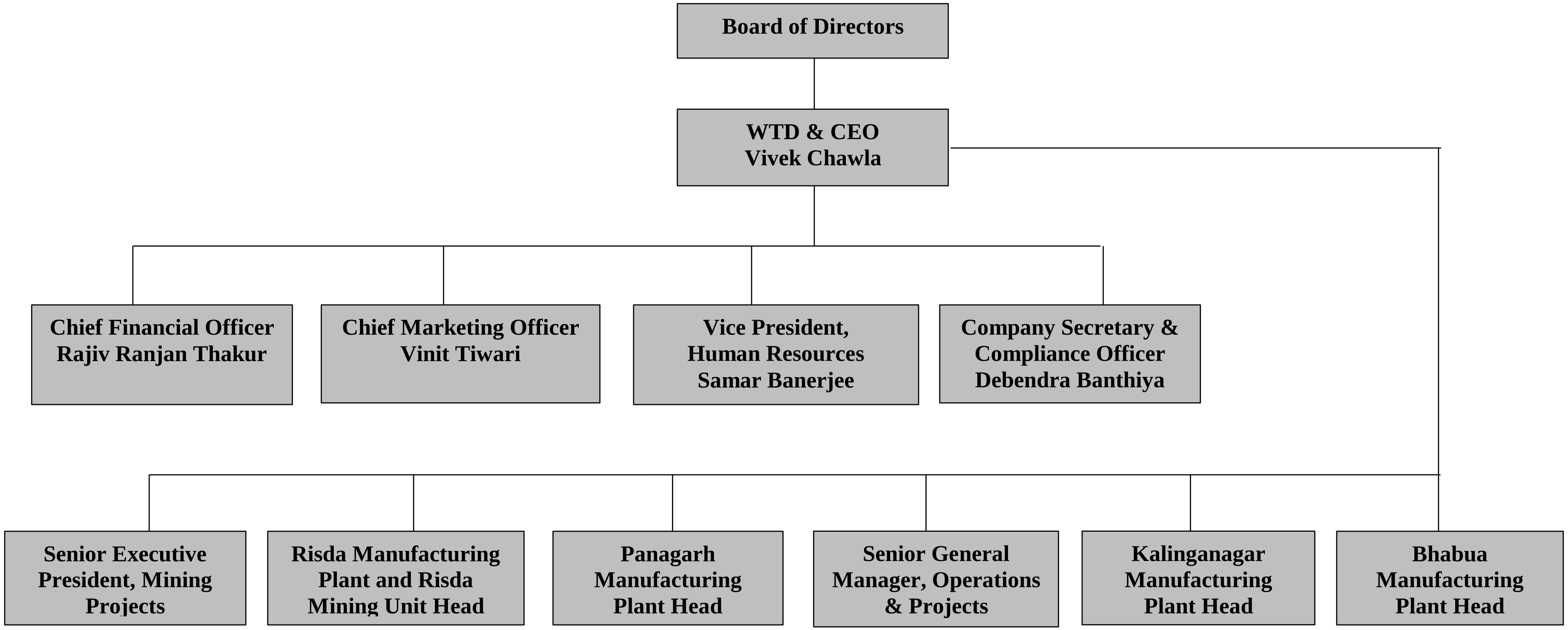
Our CSR Committee was constituted by a resolution of our Board dated June 29, 2016 and its chairman appointed by a resolution of our Board dated August 9, 2018, and is in compliance with Section 135 of the Companies Act 2013. The CSR Committee currently comprises:

1. Aditya Vardhan Agarwal, Non-executive Director (*Chairperson*);
2. Mamta Binani, Independent Director (*Member*); and
3. Ram Krishna Agarwal, Non-executive Director (*Member*)

Powers of the CSR Committee:

1. Formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013;
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; and
4. any other matter as the CSR Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time.

Management Organization Chart



Key Management Personnel and Senior Management Personnel

In addition to Manish Goenka and Vivek Chawla, whose details are provided in "- ***Brief Profiles of our Directors***" above, the details of our other Key Management Personnel (as defined under the Companies Act 2013 and the SEBI ICDR Regulations) as on the date of this Draft Red Herring Prospectus are set forth below.

Key Management Personnel

Rajiv Ranjan Thakur

Rajiv Ranjan Thakur, aged 46 years, is the Chief Financial Officer of our Company. He holds a bachelor's degree in commerce (honours) from the University of Ranchi. He was appointed as our Chief Financial Officer with effect from December 13, 2016. He is responsible for the overall finance and accounting functions of our Company. He is a qualified cost and works accountant and a fellow member of the Institute of Cost Accountants of India. He has over 21 years of experience in finance related functions in various companies in the cement industry. He has previously been associated with ACC Limited across their regional offices in India, in various management roles, including as the vice president - regional finance-south and west of ACC Limited and the head - regional finance, ACC Kymore Cement Works. He has formerly worked at the erstwhile JK Corp. Limited and J.K. White Cement Works, a division of the erstwhile J.K. Synthetics Limited. He received gross remuneration of ₹ 8.58 million in Fiscal 2018.

Debendra Banthiya

Debendra Banthiya, aged 31 years, is the Company Secretary and Compliance Officer of our Company. He was appointed as our Company Secretary on May 2, 2017 and as our Compliance Officer on August 9, 2018. He is responsible for the corporate secretarial functions of our Company. He is a qualified company secretary and a fellow member of The Institute of Company Secretaries of India and a qualified cost and works accountant from the Institute of Cost Accountants of India. He has also cleared the Limited Insolvency Examination conducted by the Insolvency and Bankruptcy Board of India. He holds a bachelor's degree in commerce (honours) from the University of Calcutta and a bachelor's degree in law from Vidyasagar University. Prior to joining our Company he was associated with HNG Float Glass Limited as a company secretary; at Shalimar Paints Limited and Vikash Metal and Power Limited as a company secretary and compliance officer. He received gross remuneration of ₹ 1.36 million in Fiscal 2018.

Senior Management Personnel

The details of our Senior Management Personnel are set forth below:

Vinit Tiwari

Vinit Tiwari, aged 49 years, is the Chief Marketing Officer of our Company, He joined our Company with effect from March 31, 2016. He is presently involved in the sales, marketing and logistics functions of our Company. He holds a bachelor's degree in science from Doctor Harisingh Gour Vishwavidyalaya, Sagar and a master's degree in business administration from the Faculty of Management Studies, Doctor Harisingh Gour Vishwavidyalaya, Sagar. Prior to joining our Company, he held the position of senior vice president, at UltraTech Cement Limited and country head – sales and marketing (ply and board division), at Greenply Industries Limited. He received gross remuneration of ₹ 18.94 million in Fiscal 2018.

Samar Banerjee

Samar Banerjee, aged 47 years is the Vice President, Human Resources of our Company. He joined our Company with effect from November 2, 2016. He is presently involved in human resource functions of our Company. He holds a bachelor's degree in economics from Utkal University and a postgraduate diploma in personnel management from the Xavier Institute of Social Services, Ranchi. Prior to joining our Company, he was associated with Eicher Limited, ICI India Limited, ACC Limited, Bennett Coleman and Company Limited in various management roles. He was also the general manager (human resources), Kolkata, at Ambuja Cement Limited. He received gross remuneration of ₹ 5.47 million in Fiscal 2018.

All our Key Management Personnel and Senior Management Personnel are permanent employees of our Company.

Relationship among Key Management Personnel, Senior Management Personnel and Directors

None of our Key Management Personnel**,** Senior Management Personnel or Directors are related to each other.

Bonus or profit sharing plan for Key Management Personnel and Senior Management Personnel

There is no profit sharing plan for the Key Management Personnel or the Senior Management Personnel. Our Company makes bonus payments to our Key Management Personnel and Senior Management Personnel in accordance with their terms of appointment.

Shareholding of Key Management Personnel and Senior Management Personnel

Other than as disclosed under "***Capital Structure – Notes to Capital Structure – Shareholding of our Directors and Key Management Personnel and Senior Management Personnel in our Company***" on page 85, none of our Key Management Personnel or Senior Management Personnel hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Service Contracts with Key Management Personnel and Senior Management Personnel

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company including our Key Management Personnel and Senior Management Personnel**,** are entitled to any benefit upon termination of such officer's employment or superannuation pursuant to any service contracts executed with our Company.

Loans to and deposits from Key Management Personnel and Senior Management Personnel

No loans have been availed of by any Key Management Personnel or Senior Management Personnel from our Company which are outstanding on the date of this Draft Red Herring Prospectus.

Interest of Key Management Personnel and Senior Management Personnel

None of our Key Management Personnel or Senior Management Personnel have any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business in the capacity of Key Management Personnel or Senior Management Personnel of our Company. Our Key Management Personnel and Senior Management Personnel may also be interested to the extent of Equity Shares, if any, as applicable, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives 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 Offer.

Contingent and deferred compensation payable to Key Management Personnel and Senior Management Personnel

There is no contingent or deferred compensation payable to our Key Management Personnel or Senior Management Personnel, which does not form a part of their remuneration for Fiscal 2018.

Changes in Key Management Personnel and Senior Management Personnel during the last three years

The changes in our Key Management Personnel and Senior Management Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below (other than changes relating to the directorships of our Whole-time Directors, which are disclosed under "***– Changes in our Board in the last three years***" above).

Name	Date	Reason
Vinit Tiwari	March 31, 2016	Appointed as the Chief Marketing Officer
Manoranjan Ghosh	September 29, 2016	Ceased to be the chief financial officer
Vivek Chawla	September 29, 2016	Appointed as the Chief Executive Officer
Samar Banerjee	November 2, 2016	Appointed as the Assistant Vice President, Human Resources

Name	Date	Reason
Rajiv Ranjan Thakur	December 13, 2016	Appointed as the Chief Financial Officer
Sumit Jaiswal	January 5, 2017	Ceased to be the company secretary
Debendra Banthiya	May 2, 2017	Appointed as the Company Secretary
Samar Banerjee	April 1, 2018	Appointed as the Vice President, Human Resources

Payment of non-salary related benefits to officers of our Company

No 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 Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment or engagement with the Company.

PROMOTER AND PROMOTER GROUP

The Promoters of our Company are (i) Dr. Radhe Shyam Agarwal; (ii) Dr. Radhe Shyam Goenka; (iii) Manish Goenka; (iv) Aditya Vardhan Agarwal; (v) Harsh Vardhan Agarwal; (vi) Mohan Goenka; (vii) Bhanu Vyapaar; (viii) Diwakar Viniyog and (ix) Suntrack Commerce. As on the date of this Draft Red Herring Prospectus, our Promoters hold, in the aggregate, 132,490,378 Equity Shares, which constitute 54.73% of our Company's pre-Offer paid-up equity share capital. For details of the build-up of our Promoters' shareholding in our Company, see "***Capital Structure – Notes to Capital Structure – History of Build-up, Contribution and Lock-in of Promoter's Shareholding – Build-up of Promoters' shareholding in our Company***" on page 78.

I. Details of our Promoters

1. Details of our individual Promoters:

Dr. Radhe Shyam Agarwal

Dr. Radhe Shyam Agarwal, aged 72 years, is our Promoter. He holds a bachelor's degree in law and a master's degree in commerce from the University of Calcutta. Dr. Radhe Shyam Agarwal is a qualified company secretary and a qualified chartered accountant. He has been conferred an honorary degree of Doctor of Letters from KIIT University in recognition of his great entrepreneurship, philanthropy, exemplary friendship and simple life. Dr. Radhe Shyam Agarwal is a co-founder of the Emami group. He is presently a trustee of, and has served as the president of the Merchant Chamber of Commerce and Industries. He has experience in fast moving consumer goods business. Dr. Radhe Shyam Agarwal was awarded the Global Xaverian Award by St. Xavier' College (Calcutta) Alumni Association in 2014. He was awarded the EY Entrepreneur of the Year Award in 2015 in the 'retail and consumer business catergory' and the 'Lifetime Achievement' award at the Entrepreneur India Awards 2016.

His residential address is 25A, Ballygunge Circular Road, Ballygunge, Kolkata 700 019, West Bengal, India. He does not have a driving licence and his voter identification number is not available.

Other Directorships

1. Diwakar Viniyog
2. Emami Education and Research Foundation
3. Emami Group of Companies Private Limited
4. Emami Limited
5. Maa Gou Products Private Limited
6. Suntrack Commerce

Dr. Radhe Shyam Goenka

Dr. Radhe Shyam Goenka, aged 71 years, is our Promoter. He holds a bachelor's degree in law and a master's degree in commerce from the University of Calcutta. Dr. Radhe Shyam Goenka has been conferred with an honorary degree of Doctor of Letters from KIIT University in recognition of his great vision, exemplary friendship and concern for underprivileged people of the society. He is a co-founder of the Emami group. He has served as the Honorary Consul of Republic of Poland in Kolkata and was the co-chairman of Indian Cancer Society, Kolkata. Dr. Radhe Shyam Goenka is also a director-member of Merchant Chamber of Commerce and Industries. He has experience in taxation, strategic planning, corporate affairs and financial planning. Dr. Radhe Shyam Goenka was awarded the EY Entrepreneur of the Year- Retail and Consumer Products Award in 2015, and the Lifetime Achievement Award conferred by the Economic Times, presented at the ET Bengal Corporate Awards in 2016. Further, in 2016, he was conferred with the 'Ananya Samman' award by 24 Ghanta, 24*7, Bengali News Channel (part of the Zee group) and in 2007, was awarded the Cavalier Cross of the order of merit of the Republic of Poland.

His residential address is 110A, Keshar Kunj, Dr. Meghnad Saha Sarani, Sarat Bose Road, Kolkata 700 029, West Bengal, India. He does not have a driving license and his voter identification number is MFN2964641.

Other Directorships:

1. Ajanta Suppliers Private Limited
2. Bhanu Vyapaar
3. Emami Education and Research Foundation
4. Emami Group of Companies Private Limited
5. Emami Limited
6. Maa Gou Products Private Limited
7. Suntrack Commerce
8. Suraj Viniyog

Manish Goenka

Manish Goenka is our Promoter and Executive Chairman. For details of his profile, see "***Management - Brief profiles of our Directors***" on page 162.

His residential address is 110A, Keshar Kunj, Dr. Meghnad Saha Sarani, Sarat Bose Road, Kolkata 700 029, West Bengal, India. His driving license number is WB-011992566837 and his voter identification number is UVL0426221.

Aditya Vardhan Agarwal

Aditya Vardhan Agarwal is our Promoter and Non-executive Director. For details of his profile, see "***Management - Brief profiles of our Directors***" on page 162.

His residential address is 25A, Ballygunge Circular Road, Kolkata 700 019, West Bengal, India. His driving license number is WB-01200285714 and his voter identification number is MFN2964823.

Harsh Vardhan Agarwal

Harsh Vardhan Agarwal, aged 42 years, is our Promoter. He holds a bachelor's degree in commerce from the University of Calcutta. He is experienced in fast moving consumer goods business in the field of marketing and brand development.

His residential address is 25A, Ballygunge Circular Road, Ballygunge, Kolkata 700 019, West Bengal, India. His driving license number is WB-011996348453 and his voter identification number is MFN2964864.

Other Directorships:

1. Ajanta Suppliers Private Limited
2. Aviro Vyapaar Private Limited
3. Diwakar Viniyog
4. Emami Limited
5. Indian Chamber of Commerce Calcutta
6. Suntrack Commerce

7. TMT Viniyogan Limited

Mohan Goenka

Mohan Goenka, aged 45 years, is our Promoter. He holds a master's degree in business administration from the University of Wales, College of Cardiff. He is the Honorary Consul of the Republic of Poland in Kolkata. Mohan Goenka has experience in the field of marketing and brand development.

His residential address is 110A, Keshar Kunj, Dr. Meghnad Saha Sarani, Sarat Bose Road, Kolkata 700 029, West Bengal, India . Mohan Goenka does not have a driving license and his voter identification number is MFN2964559.

Other Directorships:

1. Bhanu Vyapaar
2. Emami Beverages Limited
3. Emami Limited
4. Raviraj Viniyog

We confirm that the PAN, passport numbers and bank account numbers of our individual Promoters will be submitted to the Stock Exchanges at the time of submission of this Draft Red Herring Prospectus.

2. Details of our corporate Promoters

Bhanu Vyapaar Private Limited ("Bhanu Vyapaar")

Bhanu Vyapaar was incorporated as 'Kalyan Food Products Private Limited' under the Companies Act 1956 on August 29, 1988 with the RoC. Subsequently, its name was changed to Bhanu Vyapaar Private Limited and a fresh certificate of incorporation dated March 25, 1998 was issued. Bhanu Vyapaar is registered as a "non-banking financial institution without accepting public deposits" under Section 45-IA of the RBI Act. Its registered office is located at 687, Anandapur, EM Bypass, 2nd Floor, Kolkata 700 107, West Bengal, India.

As on the date of this Draft Red Herring Prospectus, the equity shares of Bhanu Vyapaar are not listed on any stock exchange in India or abroad.

In accordance with the annual return filed by Bhanu Vyapaar with the RoC, for Fiscal 2018, the promoters of Bhanu Vyapaar are Dr. Radhe Shyam Goenka, Mohan Goenka, Manish Goenka, Saroj Goenka, Rashmi Goenka and Jyoti Goenka.

Shareholding Pattern

Set forth below is the shareholding pattern of Bhanu Vyapaar as on the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the shareholder	Number of equity shares	% of shareholding
1.	Dr. Radhe Shyam Goenka	311,820	24.94
2.	Saroj Goenka	298,000	23.84
3.	Manish Goenka	159,000	12.72
4.	Mohan Goenka	155,880	12.47
5.	Rashmi Goenka	164,400	13.15
6.	Jyoti Goenka	161,000	12.88
	Total	**1,250,100**	**100.00**

There has been no change in the control or management of Bhanu Vyapaar during the last three years preceding the date of this Draft Red Herring Prospectus.

Board of Directors

As on the date of this Draft Red Herring Prospectus, Dr. Radhe Shyam Goenka, Manish Goenka and Mohan Goenka are the directors on the board of directors of Bhanu Vyapaar.

Financial Information

Set forth below is the financial information of Bhanu Vyapaar for Fiscals 2018, 2017 and 2016, derived from its audited financial statements.

(in ₹ million, except share data)

Particulars	As on		
	March 31, 2018	March 31, 2017	March 31, 2016
Equity capital	12.50	12.50	12.50
Reserves and surplus	1,096.15	1,097.97	970.50
Total Income	324.30	358.82	192.96
Profit/(Loss) after tax	(1.82)	72.99	35.15
Earnings per share (₹) (Basic /Diluted)	(1.45)	58.39	28.12
Net asset value per share (₹)*	886.85	888.30	786.34

**Net asset value per share = Net worth/number of shares as at year end*

There are no qualifications or matters of emphasis by the auditors in relation to the aforementioned financial statements.

Diwakar Viniyog Private Limited ("Diwakar Viniyog")

Diwakar Viniyog was incorporated as 'Hi-Up Cosmetics and Toiletries Private Limited' on January 11, 1984 under the Companies Act 1956 with the RoC. Subsequently, its name was changed to Diwakar Viniyog Private Limited and a fresh certificate of incorporation dated January 12, 1998 was issued. Diwakar Viniyog is registered as a "non-banking financial institution without accepting public deposits" under Section 45-IA of the RBI Act. Its registered office is located at 687, Anandapur, EM Bypass, 2nd Floor, Kolkata 700 107, West Bengal, India.

As on the date of this Draft Red Herring Prospectus, the equity shares of Diwakar Viniyog are not listed on any stock exchange in India or abroad.

In accordance with the annual return filed by Diwakar Viniyog with the RoC, for Fiscal 2018, the promoters of Diwakar Viniyog are Dr. Radhe Shyam Agarwal, Aditya Vardhan Agarwal, Harsh Vardhan Agarwal, Mansi Agarwal, Usha Agarwal and Vibhash Vardhan Agarwal.

Shareholding Pattern

Set forth below is the shareholding pattern of Diwakar Viniyog as on the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Shareholder	Number of equity shares	% of Shareholding
1.	Usha Agarwal	596,008	42.11
2.	Harsh Vardhan Agarwal	537,198	37.95
3.	Dr. Radhe Shyam Agarwal	176,058	12.44
4.	Mansi Agarwal	64,000	4.52
5.	Aditya Vardhan Agarwal	34,136	2.41
6.	Vibhash Vardhan Agarwal	8,000	0.57
	Total	**1,415,400**	**100.00**

There has been no change in the control or management of Diwakar Viniyog during the last three years preceding the date of this Draft Red Herring Prospectus.

Board of Directors

As on the date of this Draft Red Herring Prospectus, Dr. Radhe Shyam Agarwal, Harsh Vardhan Agarwal and Sushil Kumar Goenka are the directors on the board of directors of Diwakar Viniyog.

Financial Information

Set forth below is the financial information of Diwakar Viniyog for Fiscals 2018, 2017 and 2016, derived from its audited financial statements.

(in ₹ million, except share data)

Particulars	As on		
	March 31, 2018	March 31, 2017	March 31, 2016
Equity capital	14.15	14.15	14.15
Reserves and surplus	1,174.67	1,241.94	1,163.23
Total Income	364.55	432.73	202.43
Profit/(Loss) after tax	(67.27)	78.71	(0.29)
Earnings per share (₹) (Basic /Diluted)	(47.53)	55.61	(0.21)
Net asset value per share (₹)*	839.92	887.45	831.84

**Net asset value per share = Net worth/number of shares as at year end*

There are no qualifications or matters of emphasis by the auditors in relation to the aforementioned financial statements.

Suntrack Commerce Private Limited ("Suntrack Commerce")

Suntrack Commerce was incorporated as 'Arogya Foods Private Limited' on August 29, 1988 under the Companies Act 1956 with the RoC. Subsequently, its name was changed to Suntrack Commerce Private Limited and a fresh certificate of incorporation dated April 1, 1998 was issued. Suntrack Commerce is registered as a "non-banking financial institution without accepting public deposits" under Section 45-IA of the RBI Act. Its registered office is located at 687, Anandapur, EM Bypass, 2nd Floor, Kolkata 700 107, West Bengal, India.

As on the date of this Draft Red Herring Prospectus, the equity shares of Suntrack Commerce are not listed on any stock exchange in India or abroad.

In accordance with the annual return filed by Suntrack Commerce with the RoC, for Fiscal 2018, the promoters of Suntrack Commerce are Dr. Radhe Shyam Agarwal, Aditya Vardhan Agarwal, Harsh Vardhan Agarwal, Richa Agarwal, Usha Agarwal, Vibhash Vardhan Agarwal, Aditya Vardhan Agarwal HUF and Mansi Agarwal.

Shareholding Pattern

Set forth below is the shareholding pattern of Suntrack Commerce as on the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the shareholder	Number of equity shares	% of shareholding
1.	Usha Agarwal	428,445	34.53
2.	Aditya Vardhan Agarwal	414,765	33.42
3.	Dr. Radhe Shyam Agarwal	160,125	12.90
4.	Vibhash Vardhan Agarwal	77,000	6.21
5.	Richa Agarwal	75,500	6.08
6.	Aditya Vardhan Agarwal HUF	50,000	4.03
7.	Harsh Vardhan Agarwal	22,765	1.83
8.	Mansi Agarwal	12,300	0.99
	Total	**1,240,900**	**100.00**

There has been no change in the control or management of Suntrack Commerce during the last three years preceding the date of this Draft Red Herring Prospectus.

Board of Directors

As on the date of this Draft Red Herring Prospectus, Dr. Radhe Shyam Agarwal, Dr. Radhe Shyam Goenka, Aditya Vardhan Agarwal and Harsh Vardhan Agarwal are the directors on the board of directors of Suntrack Commerce.

Financial Information

Set forth below is financial information of Suntrack Commerce for Fiscals 2018, 2017 and 2016, derived from its audited financial statements.

(in ₹ million except share data)

Particulars	As on		
	March 31, 2018	**March 31, 2017**	**March 31, 2016**
Equity capital	12.41	12.41	12.41
Reserves and surplus	1,058.54	1,109.56	1,024.04
Total income	353.52	429.36	212.75
Profit/(loss) after tax	(51.02)	85.52	(2.04)
Earnings per share (₹) (basic /diluted)	(41.12)	68.92	(1.65)
Net asset value per share (₹)*	863.04	904.16	835.24

**Net asset value per share = Net worth/number of shares as at year end*

There are no qualifications or matters of emphasis by the auditors in relation to the aforementioned financial statements.

We confirm that the PAN, bank account numbers, and company registration numbers of each of our corporate Promoters, Bhanu Vyapaar, Diwakar Viniyog and Suntrack Commerce and the address of the Registrar of the Companies where each of these companies are registered will be submitted to the Stock Exchanges at the time of submission of this Draft Red Herring Prospectus.

II. Interests of our Promoters and Related Party Transactions

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company, and (ii) of the Equity Shares held each of them and their relatives, directly and indirectly, dividends payable, if any and other distributions in respect of the Equity Shares held by them or their relatives. For further details of the shareholding of our Promoters, see "***Capital Structure – Shareholding of our Promoters and Promoter Group***" on page 81. Additionally, Manish Goenka and Aditya Vardhan Agarwal are also interested in our Company as our Executive Chairman and Non-executive Director, respectively and the compensation payable to them in such capacities. For details, see "***Management - Terms of Appointment of our Whole-time Directors***", "***Management - Compensation paid to our Whole-time Directors***" and "***Management – Compensation paid to our Non-executive Non-independent Directors***" on pages 164 and 165, respectively.

Further, our Company has entered into an agreement dated July 9, 2015 with Emami Limited, one of our Group Companies and members of our Promoter Group, pursuant to which Emami Limited has granted our Company the license to use the trade name "Emami" and its logo for our business purposes for a period of five years with effect from April 1, 2015 for an annual license fee equivalent to 0.5% of our Company's profit after tax or ₹ 1.00 million, whichever is higher. Our Promoters, Dr. Radhe Shyam Agarwal, Dr. Radhe Shyam Goenka, Aditya Vardhan Agarwal, Harsh Vardhan Agarwal and Mohan Goenka are directors of Emami Limited and all our Promoters are members of the promoter group of Emami Limited. Accordingly, our Promoters are interested in such license deed in their capacity of being part of the Promoter Group and directors of Emami Limited.

Our Promoters do not have any interest in any property acquired by our Company during the two years immediately preceding the date of this Draft Red Herring Prospectus or any property proposed to be acquired by our Company or in any transaction in the acquisition of land, construction of building or supply of machinery.

None of our Promoters are related to the sundry debtors of our Company.

Except as stated otherwise in "***Related Party Transactions***" on page 194, our Promoters are not interested in our Company as members of any firm or any 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 our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Except as stated otherwise in "***Related Party Transactions***" on page 194, no amount or benefit has been paid or given to our Promoters or any member of the Promoter Group of our Company within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given.

For further details in relation to the interest of our Promoters, see "***Related Party Transactions***" on page 194.

Confirmations

Our Promoters and members of our Promoter Group have not been declared as Wilful Defaulters. Further, except as disclosed in "***Outstanding Litigation and Other Material Developments - Pending action by statutory or regulatory authorities against Dr. Radhe Shyam Agarwal***" on page 334, there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against our Promoters.

As on the date of this Draft Red Herring Prospectus, our Promoters and members of our Promoter Group have not been prohibited or debarred by SEBI or any other regulatory or governmental authorities from accessing the capital markets for any reasons. Further, our Promoters and members of our Promoter Group were not and are not promoters, directors or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority.

Further, Deevee Commercials Limited, one of the members of our Promoter Group had been suspended from trading on the CSE on account of non-compliance with the listing agreement entered into with CSE and such suspension has been revoked by the CSE pursuant to an order dated August 28, 2018. In addition, Deevee Commercials Limited has been identified as a shell company by the MCA, in respect of which, it has sent a letter dated September 14, 2018 to the MCA for the deletion of its name from the list of shell companies.

Common Pursuits of our Promoters, members of Promoter Group

Our Promoter and members forming part of our Promoter Group are not involved in any other venture which is in the same line of activity or business as us.

Further, our Company and Emami Power, one of our Group Companies and member of our Promoter Group, have filed a scheme of demerger with the National Company Law Tribunal, Kolkata on July 9, 2018, pursuant to which the solar power business of our Company will be demerged, transferred to and vested in Emami Power. For details, see "***History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc. - Proposed Scheme of Demerger***" on page 156.

Change in control of our Company

There has been no change in the control of our Company since its incorporation.

Disassociation by our Promoters in the preceding three years

Our Promoters have not disassociated themselves from any venture during the three years immediately preceding the date of this Draft Red Herring Prospectus

III. Promoter Group

Set forth below is a list of the members forming part of our Promoter Group, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Natural persons forming part of the Promoter Group
Immediate relatives of Dr. Radhe Shyam Agarwal, Aditya Vardhan Agarwal and Harsh Vardhan Agarwal	
1.	Anita Gupta
2.	Devendra Kumar Gupta
3.	Mansi Agarwal
4.	Prakash Bansal
5.	Prerna Churiwal
6.	Priti A Sureka
7.	Pushpa Agarwal
8.	Rajesh Bansal
9.	Richa Agarwal
10.	Usha Agarwal
11.	Vibhash Vardhan Agarwal
12.	Vidhishree Agarwal
13.	Vidula Agarwal
14.	Vihan Vardhan Agarwal
Immediate relatives of Dr. Radhe Shyam Goenka, Mohan Goenka and Manish Goenka	
1.	Advay Goenka
2.	Anju Devi Omprakash Sanghai
3.	Archana Jaipuria
4.	Arvind Sanghai
5.	Ashutosh Sanghai
6.	Draupadi Devi Kejriwal
7.	Jyoti Goenka
8.	Laxmi Devi Bajoria
9.	Nath Mall Kejriwal
10.	Nimisha Goenka
11.	Omprakash Richpal Rai Sanghai
12.	Prakash Kejriwal
13.	Rachna Bagaria
14.	Raj Kumar Goenka
15.	Rashmi Goenka
16.	Saroj Goenka
17.	Sashwat Goenka
18.	Shreya Goenka
19.	Sushil Kumar Goenka
Natural persons whose shareholding will be aggregated under the shareholding of Promoters and Promoter Group for the purposes of disclosure in the offer documents	
1.	Abhishek Agarwal
2.	Amitabh Goenka
3.	Anil Kumar Agarwal
4.	Ashish Goenka
5.	Avishi Sureka
6.	Chikky Goenka
7.	Darsh Goenka
8.	Devarsh Goenka
9.	Dhiraj Agarwal
10.	Divya Agarwal
11.	Indu Goenka
12.	Jayant Goenka
13.	Jyoti Agarwal
14.	Kusum Agarwal
15.	Manan Goenka
16.	Mona Agarwal
17.	Nikunj Goenka
18.	Om Agarwal

Sr. No.	Natural persons forming part of the Promoter Group
19.	Pradeep Agarwal
20.	Prashant Goenka
21.	Puja Goenka
20.	Rachana Goenka
22.	Rajesh Bagaria
23.	Reha Goenka
24.	Reyansh Goenka
25.	Ritu Goenka
26.	Rohin Raj Sureka
27.	Sachin Goenka
28.	Sangita Agarwal
29.	Santosh Goenka
30.	Shruti Goenka
31.	Shubham Agarwal
32.	Smriti Agarwal
33.	Sobhna Agarwal
34.	Sumangal Agarwal
35.	Sumit Agarwal
36.	Vishal Agarwal
37.	Yogesh Goenka

Sr. No.	Entities forming part of Promoter Group:
HUFs in which the aggregate shareholding of our Promoters or their immediate relatives is equal to more than 10% of the total shareholding	
1.	Aditya Vardhan Agarwal HUF
2.	H.V Agarwal HUF
3.	Manish Goenka HUF
4.	Mohan Goenka HUF
Body Corporates in which the aggregate shareholding of our Promoters or their immediate relatives is equal to more than 10% of the total shareholding and body corporates in which these body corporates hold 10% or more than 10% of the total shareholding	
1.	AMRI Hospitals Limited
2.	Add-Albatross Properties Private Limited
3.	Ajanta Suppliers Private Limited
4.	Aviro Vanijya Private Limited
5.	Aviro Vyapaar Private Limited
6.	Basera Enclave Makers Private Limited
7.	Bondhampuli Crops Private Limited
8.	Coimbatore Roller Flour Mills Private Limited
9.	Creative Cultivation Private Limited
10.	CRI Limited
11.	Deluxe Builders & Promoters Private Limited
12.	Dev Infracity Private Limited
13.	Deevee Commercials Limited
14.	EFL Foods limited
15.	Emami Agrotech Limited
16.	Emami Beverage Limited
17.	Emami Capital Markets Limited
18.	Emami Constructions Private Limited
19.	Emami Education And Research Foundation
20.	Emami Estates Private Limited
21.	Emami Frankross Limited
22.	Emami Group of Companies Private Limited
23.	Emami Home Private Limited
24.	Emami Infrastructure Limited
25.	Emami Limited

Sr. No.	Entities forming part of Promoter Group:
26.	Emami Paper Mills
27.	Emami Power
28.	Emami Vriddhi Commercial Private Limited
29.	EPL Securities Limited
30.	Fastgrow Crops Private Limited
31.	Ideal Dental Care Private Limited
32.	Jhansi Properties Private Limited
33.	Karan Business Private Limited
34.	Kosmos Healthcare Private Limited
35.	Lohitka Properties LLP
36.	Magic Foods India Private Limited
37.	Magnificent Vyapaar LLP
38.	Medal Chemical and Research Works Private Limited
39.	Narcissus Bio-crops Private Limited
40.	New Age Writing Instruments Private Limited
41.	New Way Construction Limited
42.	Niramay Distributors Private Limited
43.	Oriental Sales Agencies (India) Private Limited
44.	Pan Emami Cosmed Limited
45.	Paradise Agriculture Private Limited
46.	Prabhakar Viniyog
47.	Raviraj Viniyog
48.	S.N. Industries Private Limited
49.	Suraj Viniyog
50.	Raj Infraproperties Private Limited
51.	Roseview Developers Private Limited
52.	Sanjeevani Vyapaar LLP
53.	Sapphire Merchants
54.	Satyam Housing Nirman Private Limited
55.	Shopper City Maintenance Company Private Limited
56.	Sneha Abasan Private Limited
57.	Sneha Enclave Private Limited
58.	Sneha Gardens Private Limited
59.	Sneha Niketan Private Limited
60.	Sneha Skyhigh Private Limited
61.	TMT Viniyogan Limited
62.	Vibu Infraproperties Private Limited
63.	Zen Business Private Limited
Other entities whose shareholding will be aggregated under the shareholding of Promoters and Promoter Group for the purposes of disclosure in the offer documents	
1.	Amitabh Goenka HUF
2.	Ashish Goenka HUF
3.	Jayant Goenka HUF
4.	Prashant Goenka HUF
5.	Sushil Kumar Goenka HUF

For details of various confirmations in relation to the members of our Promoter Group, see "***Other Regulatory and Statutory Disclosures***" on page 343.

GROUP COMPANIES

In terms of the SEBI ICDR Regulations for the purposes of identification of group companies, our Company has considered companies covered under the applicable accounting standards, as per the Restated Financial Statements (excluding our corporate Promoters) and such other companies considered material by the Board for the purposes of disclosure in connection with the Offer, as identified in accordance with the Materiality Policy. In terms of the Materiality Policy, a company shall be considered material and disclosed as a Group Company if it:

(i) is a member of the Promoter Group and has entered into one or more transactions with the Company in the most recent audited Fiscal which, individually or in the aggregate, exceed 10% of the total restated revenues of the Company for such Fiscal; or

(ii) which, subsequent to the date of the latest restated financial statements of the Company disclosed in the Offer Documents, would be required to be disclosed for subsequent periods as an entity covered under IndAS 24, in addition to/ other than those companies covered under applicable accounting standards in the latest restated financial statements of the Company included in the offer documents.

Further, in terms of the Materiality Policy, in the event that a company (excluding our corporate Promoters) is covered under the applicable accounting standards, as per the restated financial statements included in the offer documents in any of the Fiscals and/or the stub period for which restated financial statements have been included in the offer documents, but (i) ceases to qualify as a "related party" in accordance with the Ind AS, in the subsequent Fiscals and/or stub period; or (ii) its name has been struck off as a company under applicable laws as on the date of each of the offer documents, such companies shall not be disclosed as a Group Company.

Based on the above, the following are our Group Companies as on the date of this Draft Red Herring Prospectus:

1. Emami Limited;
2. Emami Paper Mills;
3. Emami Natural Resources;
4. Emami Power;
5. New Way;
6. Prabhakar Viniyog;
7. Raviraj Viniyog;
8. Sapphire Merchants; and
9. Suraj Viniyog.

Details of top five Group Companies

Our top five Group Companies comprise (i) Emami Limited, which is listed on BSE, CSE and NSE; (ii) Emami Paper Mills which is listed on BSE; (iii) Emami Power; (iv) New Way; and (v) Suraj Viniyog, which are our largest unlisted Group Companies based on turnover in Fiscal 2018. Set out below are details of such top five Group Companies.

1. *Emami Limited*

Emami Limited was incorporated as 'A.M.P Udyog Viniyog Limited' under the Companies Act 1956 on March 11, 1983. Subsequently, its name was changed to 'Himani Limited' on May 5, 1994. Thereafter, its name was changed to 'Emami Limited' with effect from September 1, 1998. Emami Limited is currently engaged in the business of manufacturing and marketing of personal and healthcare products.

Interest of our Promoters

The interest of our Promoters to the extent of their direct shareholding in Emami Limited as of June 30, 2018 is set out below:

Sr. No.	Name of the Promoter	Percentage of shareholding (%)
1.	Diwakar Viniyog	14.88
2.	Suntrack Commerce	14.60
3.	Bhanu Vyapaar	12.24
4.	Aditya Vardhan Agarwal	0.54

Sr. No.	Name of the Promoter	Percentage of shareholding (%)
5.	Dr. Radhe Shyam Goenka	0.30
6.	Harsh Vardhan Agarwal	0.24
7.	Dr. Radhe Shyam Agarwal	0.19
8.	Manish Goenka	0.11
9.	Mohan Goenka	0.06
	Total	**43.16**

Further, our Promoters, Dr. Radhe Shyam Agarwal, Dr. Radhe Shyam Goenka, Harsh Vardhan Agarwal and Mohan Goenka are executive directors on the board of directors of Emami Limited, Dr. Radhe Shyam Agarwal being the executive chairman and Aditya Vardhan Agarwal is a non-executive director on the board of directors of Emami Limited.

Financial Performance

The financial information derived from the audited consolidated financial statements of Emami Limited for the Fiscals 2018, 2017 and 2016 is set forth below:

(in ₹ million, except share data)

Particulars	As on March 31, 2018	March 31, 2017	March 31, 2016
Equity capital	226.97	226.97	226.97
Reserves and surplus (excluding revaluation reserves)*	19,909.11	17,319.95	15,889.08
Revenue from operations and other income	25,603.25	25,588.16	24,420.06
Profit/Loss after tax	3,071.41	3,404.18	3,635.23
Earnings/(loss) per share (₹) (Basic and diluted)	13.53	15.00	16.02
Net asset value per share* (₹)	88.72	77.31	71.01

**Net asset value per share = Net worth /number of shares as at year end*

There are no significant qualifications or matters of emphasis by the auditors in relation to the aforementioned financial statements.

Share price information

The following table sets forth details of the highest and lowest price of the equity shares of Emami Limited on NSE during the preceding six months:

Month	Monthly high (in ₹)##	Monthly low (in ₹)##
September 2018	588.00	475.05
August 2018	599.80	536.10
July 2018	595.00	501.40
June 21, 2018 – June 29, 2018* #	546.95	498.00
June 1, 2018 – June 20, 2018*	1,130.00	1,008.00
May 2018	1,129.00	1,007.00
April 2018	1,200.00	1,055.00

Source: www.nseindia.com
**The share price has been provided pre and post a bonus issuance in the ratio of 1:1 by Emami Limited. The effective date for such bonus issuance is June 21, 2018.*
#Share price information not available for June 30, 2018, being a Saturday
Monthly high and low prices comprise of the highest high price and the lowest low price during the respective month

The following table sets forth details of the highest and lowest price of the equity shares of Emami Limited on BSE during the preceding six months:

Month	Monthly high (in ₹)##	Monthly low (in ₹)##
September 2018	584.95	476.05
August 2018	598.95	534.60
July 2018	594.80	511.75
June 21, 2018 – June 29, 2018* #	545.50	499.05
June 1, 2018 – June 20, 2018*	1,123.90	1,008.85
May 2018	1,135.00	1,010.00

Month	Monthly high (in ₹)##	Monthly low (in ₹)##
April 2018	1,204.00	1,054.10

Source: www.bseindia.com

**The share price has been provided pre and post a bonus issuance in the ratio of 1:1 by Emami Limited. The effective date for such bonus issuance is June 21, 2018.*
 # Share price information not available for June 30, 2018, being a Saturday
Monthly high and low prices comprise of the highest high price and the lowest low price during the respective month

The highest and lowest price of the equity shares of Emami Limited during the preceding six months, for the period prior to the effective date for the bonus issuance (i.e., from April 1, 2018 until June 20, 2018) are ₹ 1,204.00 and ₹ 1,008.85 on BSE; ₹ 1,200.00 and ₹ 1,007.00 on NSE, respectively and from the ex-bonus date (i.e., from June 21, 2018 and until September 30, 2018) are ₹ 598.95 and ₹ 476.05 on BSE; and ₹ 599.80 and ₹ 475.05 on NSE, respectively. There has been no trading in the equity shares of Emami Limited on the CSE. Accordingly, the highest and lowest prices of its equity shares on CSE during the preceding six months is not available.

Other than a bonus issuance of 22,696,761 equity shares made in the ratio of 1:1 on June 21, 2018, which resulted in the increase in the share capital of Emami Limited to 453,935,238 equity shares, there has been no change in the capital structure of Emami Limited in the preceding six months.

As on October 11, 2018, the share price of Emami Limited on BSE was ₹ 439.20 and the market capitalization of Emami Limited was ₹ 199.37 billion. Further, as on October 11, 2018 the share price of Emami Limited on NSE was ₹ 440.65 and the market capitalization of Emami Limited was ₹ 200.03 billion.

2. *Emami Paper Mills Limited ("Emami Paper Mills")*

Emami Paper Mills was incorporated as 'Gulmohar Constructions Industries Limited' under the Companies Act 1956 on September 26, 1981. Subsequently, its name was changed to 'Gulmohar Paper Limited' on March 22, 1990. Thereafter, its name was changed to 'Emami Paper Mills Limited' on December 29, 2000. Emami Paper Mills is currently engaged in manufacturing newsprints, writing and printing paper and multi-layered coated high end packaging boards.

Interest of our Promoters

The interest of our Promoters to the extent of their direct shareholding in Emami Paper Mills as of June 30, 2018 is set out below:

Sr. No.	Name of the Promoter	Percentage of shareholding (%)
1.	Diwakar Viniyog	15.65
2.	Suntrack Commerce	12.62
3.	Bhanu Vyapaar	9.93
4.	Dr. Radhe Shyam Goenka	1.92
5.	Mohan Goenka	0.17
6.	Manish Goenka	0.14
7.	Aditya Vardhan Agarwal	0.02
8.	Harsh Vardhan Agarwal	0.02
9.	Dr. Radhe Shyam Agarwal	0.01
	Total	**40.48**

Our Promoter, Aditya Vardhan Agarwal is the executive chairman and Manish Goenka is a non-executive director of Emami Paper Mills.

Financial Performance

The financial information derived from the audited consolidated financial statements of Emami Paper Mills for the Fiscals 2018, 2017 and 2016 is set forth below:

(in ₹ million, except share data)

Particulars	As on March 31, 2018	March 31, 2017	March 31, 2016
Equity capital	121.00	121.00	121.00
Reserves and surplus (excluding revaluation reserves)	2,306.60	2,223.10	3,761.96

Particulars	As on March 31, 2018	March 31, 2017	March 31, 2016
Revenue from operations and other income	13,772.70	12,089.40	5,451.89
Profit/Loss after tax	163.80	190.80	279.19
Earnings/(loss) per share (₹) (Basic and diluted)	2.71	3.15	3.64
Net asset value per share* (₹)	40.13	38.75	35.26

* *Net asset value per share = Net worth/number of shares as at year end*

There are no significant qualifications or matters of emphasis by the auditors in relation to the aforementioned financial statements.

Share price information

The following table sets forth details of the highest and lowest price of the equity shares of Emami Paper Mills on BSE during the preceding six months:

Month	Monthly high (in ₹)##	Monthly low (in ₹)##
September 2018	283.70	199.85
August 2018	288.00	220.00
July 2018	242.00	187.15
June 2018	238.00	191.00
May 2018	255.00	213.00
April 2018	250.00	187.60

Source: www.bseindia.com

##Monthly high and low prices comprise of the highest high price and the lowest low price during the respective month

The highest and lowest price of the equity shares of Emami Paper Mills during the preceding six months are ₹ 288.00 and ₹ 187.15 on BSE.

There has been no change in the capital structure of Emami Paper Mills in the preceding six months.

As on October 11, 2018, the share price of Emami Paper Mills on BSE was ₹ 194.10 and the market capitalization of Emami Paper Mills was ₹ 11.74 billion.

3. Emami Power Limited ("Emami Power")

Emami Power was incorporated as a public limited company under the Companies Act 1956 on November 23, 2010. Emami Power is currently engaged in generation and distribution of power.

Interest of our Promoters

As on the date of this Draft Red Herring Prospectus, the interest of our Promoters to the extent of their direct shareholding in Emami Power is set out below:

Sr. No.	Name of the Promoter	Percentage of shareholding (%)
1.	Diwakar Viniyog	30.28
2.	Suntrack Commerce	19.60
3.	Bhanu Vyapaar	26.41
4.	Aditya Vardhan Agarwal	0.06
5.	Harsh Vardhan Agarwal	0.06
6.	Mohan Goenka	0.06
7.	Manish Goenka	0.06
	Total	**76.53**

Financial Performance

The financial information derived from the audited financial results of Emami Power for the Fiscals 2018, 2017 and 2016 are set forth below:

(in ₹ million, except share data)

Particulars	As on March 31, 2018	March 31, 2017	March 31, 2016
Equity capital	215.28	215.28	129.50
Reserves and surplus (excluding revaluation reserves)	502.41	478.80	239.20
Revenue from operations and other income	326.81	159.85	5.47
Profit/Loss after tax	23.61	25.15	(1.00)
Earnings/(loss) per share (₹) (Basic and diluted)	1.10	1.39	(0.11)
Net asset value per share* (₹)	33.34	32.24	28.47

** Net asset value per share = Net worth/number of shares as at year end*

There are no significant qualifications or matters of emphasis notes of the auditors in relation to the aforementioned financial statements.

4. *New Way Constructions Limited ("New Way")*

New Way was incorporated as 'New Way Constructions Private Limited' under the Companies Act 1956 on January 28, 1991. Subsequently, upon conversion to a public limited company, its name was changed to 'New Way Constructions Limited' on March 31, 1995. It is registered as a "non-banking financial institution without accepting public deposits" under Sec 45-IA of the RBI Act and is currently engaged in the business of investment and finance.

Interest of our Promoters

As on the date of this Draft Red Herring Prospectus, the interest of our Promoters to the extent of their direct shareholding in New Way is set out below:

Sr. No.	Name of the Promoter	Percentage of shareholding (%)
1.	Dr. Radhe Shyam Agarwal	9.83
2.	Harsh Vardhan Agarwal	5.21
3.	Aditya Vardhan Agarwal	5.21
4.	Dr. Radhe Shyam Goenka	2.72
5.	Manish Goenka	2.72
6.	Mohan Goenka	2.72
	Total	**28.41**

Financial Performance

The financial information derived from the audited financial results of New Way for the Fiscals 2018, 2017 and 2016 are set forth below:

(in ₹ million, except share data)

Particulars	As on March 31, 2018	March 31, 2017	March 31, 2016
Equity capital	177.13	177.13	27.25
Reserves and surplus (excluding revaluation reserves)	(139.92)	(83.81)	(41.78)
Revenue from operations and other income	325.35	139.66	472.79
Profit/Loss after tax	(56.11)	(42.03)	(54.22)
Earnings/(loss) per share (₹) (Basic and diluted)	(3.17)	(15.24)	(19.90)
Net asset value per share* (₹)	2.10	5.27	(5.33)

** Net asset value per share = Net worth/number of shares as at year end*

There are no significant qualifications or matters of emphasis notes of the auditors in relation to the aforementioned financial statements.

5. Suraj Viniyog Private Limited ("Suraj Viniyog")

Suraj Viniyog was incorporated as "Benzo-Chem Industries Private Limited" under the Companies Act 1956 on December 20, 1971. Subsequently, its name was changed to Suraj Viniyog on June 30, 1998. It is registered as a "non-banking financial institution without accepting public deposits" under Section 45-IA of the RBI Act and is currently engaged in the business of investment and finance.

Interest of our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters do not have any direct shareholding in Suraj Viniyog.

One of our Promoters, Dr. Radhe Shyam Goenka is a director on the board of directors of Suraj Viniyog.

Financial Performance

The financial information derived from the audited financial results of Suraj Viniyog for the Fiscals March 31, 2018, 2017 and 2016 are set forth below:

(in ₹ million, except share data)

Particulars	As on		
	March 31, 2018	March 31, 2017	March 31, 2016
Equity capital	14.35	14.35	14.35
Reserves and surplus (excluding revaluation reserves)	868.65	843.78	724.33
Revenue from operations and other income	211.77	364.79	86.72
Profit/Loss after tax	24.87	119.45	39.50
Earnings/(loss) per share (₹) (Basic and diluted)	173.35	832.71	275.39
Net asset value per share* (₹)	6,155.42	5,982.08	5,149.37

* *Net asset value per share = Net worth/number of shares as at year end*

There are no significant qualifications or matters of emphasis notes of the auditors in relation to the aforementioned financial statements.

Other Group Companies

1. Emami Natural Resources Private Limited ("Emami Natural Resources")

Emami Natural Resources was incorporated as a private limited company under the Companies Act 1956 on May 17, 2008. Emami Natural Resources is currently not engaged any business activity and is currently under the process of striking off. An application dated March 31, 2018 has been made by Emami Natural Resources before the RoC, for striking off its name, which is under process.

Interest of our Promoters

As on the date of this Draft Red Herring Prospectus, the interest of our Promoters to the extent of their direct shareholding in Emami Natural Resources is set out below.

Sr. No.	Name of the Promoter	Percentage of shareholding (%)
1.	Diwakar Viniyog	15.51
2.	Suntrack Commerce	15.51
3.	Bhanu Vyapaar	12.80
4.	Harsh Vardhan Agarwal	1.26
	Total	**45.08**

2. Prabhakar Viniyog Private Limited ("Prabhakar Viniyog")

Prabhakar Viniyog was incorporated as "Emami High Rise Private Limited", a private limited company, under the Companies Act 1956 on November 26, 2007. Subsequently, Prabhakar Viniyog's name was changed to its present name on July 8, 2016. Prabhakar Viniyog is registered as a "non-banking financial institution without accepting public deposits" under Section 45-IA of the RBI Act and is currently engaged in the business of finance and investment.

Interest of our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters do not have any direct shareholding in Prabhakar Viniyog.

3. *Raviraj Viniyog Private Limited ("Raviraj Viniyog")*

Raviraj Viniyog was incorporated as "Emami Enclave Makers Private Limited", as a private limited company, under the Companies Act 1956 on November 27, 2007. Subsequently, Raviraj Viniyog's name was changed to its present name on July 8, 2016. Raviraj Viniyog is registered as a "non-banking financial institution without accepting public deposits" under Section 45-IA of the RBI Act and is currently engaged in the business of providing financial services.

Interest of our Promoters

As on the date of this Draft Red Herring Prospectus, other than our Promoter, Dr. Radhe Shyam Goenka who directly holds 0.25% of the shareholding in Raviraj Viniyog, none of our other Promoters holds any shares directly in Raviraj Viniyog.

One of our Promoters, Mohan Goenka, is a director on the board of directors of Raviraj Viniyog.

4. *Sapphire Merchants Private Limited ("Sapphire Merchants")*

Sapphire Merchants was incorporated as a private limited company under the Companies Act 1956 on February 26, 1993. Sapphire Merchants is registered as a "non-banking financial institution without accepting public deposits" under Section 45-IA of the RBI Act and is currently engaged in the business of investment and finance.

Interest of our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters do not have any direct shareholding in Sapphire Merchants.

Details of Group Companies with a negative net worth

None of our Group Companies had a negative net worth as per their respective audited financials for the last Fiscal.

Details of Group Companies that have incurred a loss in the last Fiscal

Except as disclosed below, none of our Group Companies have incurred a loss in the immediately preceding audited Fiscal.

(*₹ in million*)

Name of Group Company	Fiscal 2018	Fiscal 2017	Fiscal 2016
Raviraj Viniyog	(67.03)	(21.72)	(4.71)
Prabhakar Viniyog	(44.83)	(10.13)	(7.98)
New Way	(56.11)	(42.03)	(54.22)
Emami Natural Resources	-*	(0.21)	0.03

* *An application dated March 31, 2018 has been made by Emami Natural Resources before the RoC, for striking off its name, which is under process*

Confirmations and Disclosures by our Group Companies

Interests and common pursuits

Except as disclosed below, none of our Group Companies have any business interest in our Company including an interest in any property acquired by our Company within the two years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by us, or any interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery, etc.

Our Company has entered into an agreement dated July 9, 2015 with Emami Limited, one of our Group Companies and member of our Promoter Group, pursuant to which Emami Limited has granted our Company the license to use the trade name "Emami" and its logo for our business purposes. For further details, see "***Promoter and Promoter Group – Interests of our Promoters and Related Party Transactions***" on page 181.

For details of the amounts paid to our Group Companies, see "***Related Party Transactions***" on page 194.

None of our Group Companies have any interest in the promotion or formation of our Company.

Except as disclosed below, none of our Group Companies are involved in any other venture which is in the same line of activity or business as us and there is no common pursuit between us and our other Group Companies

Our Company currently owns and operates two solar plants and Emami Power, one of our Group Companies, is an independent power producer, engaged in the power business. Our Company, along with Emami Power has filed a scheme of demerger with the National Company Law Tribunal, Kolkata on July 9, 2018, pursuant to which the solar power business of our Company will be demerged and transferred to and vested in Emami Power. For details, see "***History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc. - Proposed Scheme of Demerger***" on page 156.

Details of sick or defunct Group Companies and Group Companies under winding up

None of our Group Companies is sick or defunct, under the applicable laws of India. Further, as on the date of this Draft Red Herring Prospectus, no winding up or revocation proceedings or actions have been initiated against any of our Group Companies.

Except for the application dated March 31, 2018 made by Emami Natural Resources before the RoC, which is presently in the process of being struck off, no application has been made, under the applicable laws, for striking off the name of any of our Group Companies during the preceding five years.

Further, no proceedings have been initiated against any of our Group Companies under the provisions of the Insolvency and Bankruptcy Code, 2016.

Related Party Transactions

Our Company does not have any sales or purchase transactions with our Group Companies exceeding, in the aggregate, 10% of the total sales or purchases of our Company. For more information on business transactions with our Group Companies and its significance on our financial performance, see "***Related Party Transactions***" on page 194.

Other confirmations/ disclosures

As on the date of this Draft Red Herring Prospectus, none of our Group Companies have been declared as a wilful defaulter, as defined under the SEBI ICDR Regulations and there are no violations of securities laws committed by any of them in the past and no proceedings for violation of securities laws are pending against them.

As on the date of this Draft Red Herring Prospectus, none of our Group Companies have been prohibited by the SEBI or any other regulatory or governmental authorities from accessing the capital markets for any reasons.

RELATED PARTY TRANSACTIONS

For details of the related party transactions entered into by our Company during the three months ended June 30, 2018, Fiscals 2018, 2017 and 2016, see "***Financial Statements – Annexure V – Note 44***" on page 252 and for details of the related party transactions entered into by our Company during Fiscals 2015 and 2014, see "***Financial Statements – Annexure IVA – Note 28***" on page 288.

DIVIDEND POLICY

Our Company does not have any formal dividend policy.

Our Company has not declared dividend on its Equity Shares since incorporation. The declaration and payment of dividend will be recommended by our Board and approved by our Shareholders, at their discretion subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The decision to pay dividends and the amount of such dividends, if declared, depends on a number of factors, including our future earnings, financial condition, cash flows, working capital requirements, capital expenditure, restrictive covenants in our financing arrangements, and any other factors that our Board and Shareholders deem to be relevant.

SECTION V – FINANCIAL INFORMATION
FINANCIAL STATEMENTS

Date: 24th September, 2018

The Board of Directors
Emami Cement Limited
Acropolis, 15th Floor,1858/1,
Rajdanga Main Road, Kasba
Kolkata – 700 107

Auditors' Report on Restated Financial Statements in connection with the Proposed Initial Public Offering of Emami Cement Limited (the "**Company**")

Dear Sirs,

1. We have examined, the attached Restated Financial Statements (defined below) of the Company, which comprise of the Restated Statement of Assets and Liabilities as at June 30, 2018 and as at March 31, 2018, 2017, 2016, 2015 and 2014, the Restated Statement of Profit and Loss (including other comprehensive income) and Restated Statement of Changes in Equity for the three month period ended June 30, 2018 and for each of the financial years ended March 31, 2018, 2017 and 2016, the Restated Statement of Profit and Loss for the years ended March 31, 2015 and 2014 and the Restated Statement of Cash Flows for three month period ended June 30, 2018 and for each of the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 and the Summary of Significant Accounting Policies along with Notes and Annexures (collectively referred to as the "**Restated Financial Statements**"), for the purpose of inclusion in the Draft Red Herring Prospectus ("**Offer Document**") to be prepared by the Company in connection with its proposed Initial Public Offer of equity shares of face value of ₹10 ("**IPO**") each. The Restated Financial Statements have been approved by the Board of Directors of the Company at their meeting held on September 24, 2018 and are prepared in terms of the requirements of:

a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (**"the Act"**); and

b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 read along with the SEBI Circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated 31st March 2016 ("**ICDR Regulations**").

c. The Guidance Note on Reports in Company's Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "ICAI") as amended from time to time (the "**Guidance Note**").

2. We have examined the Restated Financial Statements of the Company as at and for the year ended March 31, 2016, March 31, 2017, March 31, 2018, and as at June 30,2018 prepared by the Company as per Indian Accounting Standards ("**Ind AS**") (hereinafter referred to as "**Restated Ind AS Financial Statements**") and examined the restated financial statements of the Company as at and for the year ended March 31, 2014 and March 31, 2015, prepared by the Company as per Generally Accepted Accounting Principles in India ("**Indian GAAP**") (hereinafter referred to as "**Restated Indian GAAP Financial Statements**") for the purpose of inclusion in the Offer Document in connection with its proposed IPO. The Restated Ind AS Financial Statements and Restated Indian GAAP Financial Statements are together referred to as "**Restated Financial Statements**".

3. The preparation of the Restated Financial Statements is the responsibility of the management of the Company for the purpose set out in paragraph 15 below. The management's responsibility includes

designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The management is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and other applicable laws and regulations.

Our responsibility is to examine the Restated Financial Statements and confirm whether such Restated Financial Statements comply with the requirements of the Act and the ICDR Regulations.

4. We have examined such Restated Financial Statements taking into consideration:

- The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated August 9, 2018 in connection with the proposed IPO of the Company;
- The Guidance Note; and

5. These Restated Financial Statements have been compiled by the management from:

a. Audited Financial Statements of the Company (expressed in Indian Rupees in millions) as at and for the three months period ended June 30, 2018, prepared in accordance Special Purpose Audit and on which we have expressed an unmodified audit opinion vide our report dated 9th August 2018.

b. Audited Ind AS Financial Statements of the Company as at June 30, 2018 and for the years ended March 31, 2018 and 2017, prepared in accordance with Indian Accounting Standards (referred to as "**Ind AS**") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable and other relevant provisions of the Act ("**the Act**") which have been approved by the Board of Directors at their meetings held on 9th August 2018, 14th May 2018 and 22nd August 2017 respectively. The comparative information for the year ended March 31, 2016 have been prepared by making Ind AS adjustments to the audited financial statements of the Company as at and for the year ended March 31, 2016, prepared in accordance with the accounting standards notified under the section 133 of the Companies Act, 2013, and as per the the Companies Act, 1956 (up to 31 March 2014), and notified Sections, Schedules and Rules of the Companies Act, 2013 (with effect from 01 April 2014) and read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable and other relevant provisions of the Act ("**Indian GAAP**") which was approved by the Board of Directors at their meeting held on 29th June 2016.

c. Audited Financial Statements of the Company as at and for the years ended March 31, 2015 and 2014, are prepared in accordance with ("**Indian GAAP**") to comply in all material respects ("**the Act**"). These Financial Statements were prepared using the historical cost convention on an accrual basis. 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 which have been approved by the Board of Directors at their meeting held on 30th June 2015 and 30th June 2014 respectively.

6. For the purpose of our examination, in relation to the Restated Financial Statements of the Company as at for June 30, 2018 and each of the year ended March 31, 2018, we have relied upon our audit reports thereon each dated 9th August 2018 and 14th May 2018.

For the purpose of our examination, in relation to the Restated Financial Statements of the Company as at for each of the years ended March 31,2017 March 31, 2016, March 31, 2015 and March 31, 2014, we have relied upon the audit reports issued by previous auditors S. K. Agrawal & Co., each dated 22nd August 2017, 29th June 2016, 30th June 2015 and 30th June 2014, respectively.

7. We draw your attention that the Restated Financial Statements should be read in conjunction with the basis of preparation and significant accounting policies given in Annexure V Note 1 of Ind AS Restated Financial Statements and Annexure IV-A Note 1 of Indian GAAP Restated Financial Statements.

8. Based on our examination, we report that:

   a. The Restated Statement of Assets and Liabilities of the Company as at June 30 2018, and year ended March 31, 2018, 2017 and 2016, as set out in Annexure I to the Restated Financial Statements prepared in accordance with Ind AS and the Restated Statement of Assets and Liabilities of the Company as at March 31, 2015 and 2014, as set out in Annexure I-A to the Restated Financial Statements prepared in accordance with Indian GAAP are after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure VI and Annexure V-A respectively, "Statement of Adjustments to Audited Financial Statements as per IND AS" and "Statement of Adjustments to Audited Financial Statements as per Indian GAAP".

   b. The Restated Statement of Profits and Loss (including other comprehensive income) of the Company for three month period ended June 30, 2018 and the year ended March 31, 2018, 2017 and 2016, as set out in Annexure II to the Restated Financial Statements prepared in accordance with Ind AS and Restated Statement of Profits and Loss of the Company for the years ended March 31, 2015 and 2014, as set out in Annexure II-A to the Restated Financial Statements prepared in accordance with Indian GAAP are after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure VII and Annexure VI-A respectively, "The summary of results of restatements made in the Financial Statements as per Ind AS" and "The summary of results of restatements made in the Financial Statements as per Indian GAAP".

   c. The Restated Statement of Cash Flows of the Company for three month period ended June 30, 2018 and the year ended March 31, 2018, 2017 and 2016, as set out in Annexure IV to the Restated Financial Statements prepared in accordance with Ind AS and the Restated Statement of Cash Flows of the Company for the years ended March 31, 2015 and 2014, as set out in Annexure III-A to the Restated Financial Statements prepared in accordance with Indian GAAP are after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure VII and Annexure VI-A respectively, "The summary of results of restatements made in the Financial Statements as per Ind AS" and "The summary of results of restatements made in the Financial Statements as per Indian GAAP".

   d. The Restated Statement of Changes in Equity of the Company for three-month period ended June 30, 2018 and the years ended March 31, 2018, 2017 and 2016, as set out in Annexure III to the Restated Financial Statements prepared in accordance with Ind AS are after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure VII "The summary of results of restatements made in the Financial Statements as per Ind AS".

   e. Based on the above, according to the information and explanations given to us and also as per the reliance placed on the audit reports submitted by the previous auditors i.e. S. K. Agrawal & Co. for the years ended March 31,2017, 2016, 2015, 2014, we further report that the Restated Financial Statements:

      i. have been made after incorporating adjustments for the changes in ("**Ind As**") accounting policies retrospectively for three month period ended June 30, 2018 and for the financial years ended March 31, 2018, 2017 and 2016 to reflect the same accounting treatment as per the accounting policies of the Company for the three month period ended June 30, 2018 and for the changes in (“**Indian GAAP**”)accounting policies retrospectively in financial year ended March 31, 2014 to reflect the same accounting treatment as per accounting policies for the year ended March 31, 2015;

ii. have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate;

iii. do not contain any extra-ordinary items that need to be disclosed separately in the Restated Financial Statements and do not contain any qualification requiring adjustments;

iv. do not contain any exceptional items that need to be disclosed separately; and

v. does not contain any adverse remarks/ comments in the Companies (Auditor’s Report) Order, 2003 / Companies (Auditor's Report) Order, 2015 / Companies (Auditor’s Report) Order, 2016 ('the Order') issued by the Central Government of India (together referred to as 'CARO').

9. We have also examined the following restated other financial information of the Company set out in the Annexures I to XI to Restated Financial Statements prepared in accordance with Ind AS, proposed to be included in the Offer Document, prepared by the management and approved by the Board of Directors on September 24,2018 for June 30, 2018 and years ended March 31, 2018, 2017 and 2016.

A. Basis of preparation, Significant accounting policies and Notes to Restated Financial Information as enclosed in Annexure V (Summarized below)

Non-Current Assets	
Basis of Preparation and Significant Accounting Policies	Note 1
Property, Plant and Equipment	Note 2
Capital Work In Progress	Note 3
Intangible Assets	Note 4
Deferred tax Assets (Net)	Note 5
Financial Assets	
Loans	Note 6
Other Financial Assets	Note 7
Non-Current Tax Assets	Note 8
Other Non-Current Assets	Note 9
Current Assets	
Inventories	Note 10
Financial Assets	
Investments	Note 11
Trade Receivables	Note 12
Cash and Cash Equivalents	Note 13
Other Bank Balance	Note 14
Loans	Note 15
Other Financial Asset	Note 16
Other Current Assets	Note 17
Equity	
Equity Share Capital	Note 18
Other Equity	Note 19
Non-Current Liabilities- Financial Liabilities	

Long Term Borrowings	Note 20
Principal Term of Secured & Unsecured Borrowings outstanding	Note 20 A
Other Financial Liabilities	Note 21
Other Non-Current Liabilities	Note 22
Long-Term Provisions	Note 23
Current Liabilities- Financial Liabilities	
Short - Term Borrowings	Note 24
Trade Payables	Note 25
Other Financial Liabilities	Note 26
Other Current Liabilities	Note 27
Short - Term Provisions	Note 28
Income	
Revenue from Operations	Note 29
Other Income	Note 30
Expenses	
Cost of Materials Consumed	Note 31
Change in inventories of finished goods and work -in-progress	Note 32
Employee Benefit Expense	Note 33
Other Expenses	Note 34
Finance Income	Note 35
Finance Costs	Note 36
Depreciation and amortisation expense	Note 37

B. Statement of Adjustments to Audited Financial Statements – Annexure VI;
C. Restated Statement of Accounting ratios – Annexure VIII;
D. Restated Statement of Capitalization – Annexure IX;
E. Restated Statement of Tax Shelter – Annexure X;

10. We have also examined the following restated other financial information of the Company set out in the Annexures I-A to VIII-A Restated Financial Statements prepared in accordance with Indian GAAP, proposed to be included in the Offer Document, prepared by the management and approved by the Board of Directors on September24, 2018 for the years ended March 31, 2015 and 2014.

A. Basis of preparation, Significant accounting policies and Notes to Restated Financial Information as enclosed in Annexure IV-A (Summarized below)

Basis of Preparation and Significant Accounting Policies	Note 1
Shareholder's Funds	
Share Capital	Note 2
Reserves and Surplus	Note 3
Non-Current Liabilities	
Long Term Borrowings	Note 4
Principal Term of Secured & Unsecured Borrowings outstanding	Note 4 (ii)
Other Long-Term Liabilities	Note 5
Long Term Provisions	Note 6
Current Liabilities	
Short Term Borrowings	Note 7
Trade Payables	Note 8
Other Current Liabilities	Note 9
Short Term Provisions	Note 10

Non-Current Assets	
Tangible Assets, Intangible Assets and Capital Work-in-Progress	Note 11
Long Term Loans and Advances	Note 12
Other Non- Current Assets	Note 13
Current Assets	
Inventories	Note 14
Trade Receivables	Note 15
Cash and Bank Balances	Note 16
Short Term Loans and Advances	Note 17
Other Current Assets	Note 18
Income	
Revenue from operations	Note 19
Other Income	Note 20
Changes for (Increase)/ Decrease in Inventories	Note 21
Employee benefit expenses	Note 22
Finance costs	Note 23
Depreciation and amortization expense	Note 24
Other Expenses	Note 25

B. Statement of Adjustments to Audited Financial Statements – Annexure V-A;
C. Restated Statement of Accounting ratios – Annexure VII-A;
D. Restated Statement of Tax Shelter – Annexure VII-A;

Opinion

11. According to the information and explanations given to us, in our opinion, the Restated Financial Statements for June 30,2018 and the financial years ended March 31, 2018, 2017 and 2016 and the restated other financial information contained in Annexures I to XI accompanying this report, read with Summary of Significant Accounting Policies disclosed in Note I of Annexure V, are prepared after making adjustments and regroupings/reclassifications as considered appropriate (Refer Annexure VI) and have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note. The Restated Financial Statements for the years ended March 31, 2015 and 2014 and the restated other financial information contained in Annexures I-A to VIII-A accompanying this report, read with Summary of Significant Accounting Policies disclosed in Note 1 of Annexure IV-A, are prepared after adjusting and regroupings/reclassifications as considered appropriate (Refer Annexure V-A) and have been prepared in accordance with the Act; the ICDR Regulations and the Guidance Note. The material adjustments relating to previous years have been adjusted in the years to which they relate;

12. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

13. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

14. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

15. Our report is intended solely for use of the management for inclusion in the Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange(s) where the Company's equity shares are proposed to be listed and Registrar of Companies, West Bengal, at Kolkata in connection with the proposed initial public offer of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For Agrawal Sanjay & Company
Chartered Accountants
Statutory Auditors of the Company
Firm Registration No.: 329088E

Radhakrishan Tondon
Partner
Membership No:060534
Place: Kolkata
Date: 24th September, 2018

Emami Cement Limited
Ind AS Index of Annexures to Restated Financial Statements

Serial No	Annexure No	Name of Annexure
1	Annexure I	Restated Ind As Summary Statement Of Assets And Liabilities
2	Annexure II	Restated Ind As Summary Statement Of Profits And Loss
3	Annexure III	Restated Statement Of Changes In Equity
4	Annexure IV	Restated Ind As Summary Statement Of Cash Flows
5	Annexure V, Note 1	Significant Accounting Policies as per IND AS
6	Annexure V, Note 2- 58	Notes to the Restated Ind AS Financial Information
7	Annexure VI	Statement of Adjustments to Audited Financial Statements as per IND AS
8	Annexure VII	The summary of results of restatements made in the Financial Statements as per Ind AS
9	Annexure VIII	Restated Statement of Accounting ratios as per Ind AS
10	Annexure IX	Restated Statement of Capitalization
11	Annexure X	Restated Statement of Tax Shelter as per Ind AS
12	Annexure XI	Statement of Auditor's comment in CARO- Non Adjusting items

Emami Cement Limited

ANNEXURE- I
RESTATED IND AS SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in Million)

Particulars	Annexure No / Note No.	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
ASSETS					
Non-Current Assets					
Property, Plant and Equipment	Annexure V, Note 2	23,221.75	22,846.50	19,191.63	4,088.81
Capital Work In Progress	Annexure V, Note 3	6,253.59	4,477.58	4,170.70	13,847.63
Intangible Assets	Annexure V, Note 4	161.39	164.29	176.71	75.58
Deferred tax Assets (Net)	Annexure V, Note 5	1,706.83	1,431.07	661.43	-
Financial Assets					
Loans	Annexure V, Note 6	59.88	60.85	178.00	6.95
Other Financial Assets	Annexure V, Note 7	52.45	47.93	18.83	61.77
Non Current tax assets	Annexure V, Note 8	23.14	21.20	12.09	8.13
Other Non-Current Assets	Annexure V, Note 9	1,069.01	493.65	938.85	614.71
Total Non-Current Assets		**32,548.04**	**29,543.07**	**25,348.24**	**18,703.58**
Current Assets					
Inventories	Annexure V, Note 10	1,975.34	2,084.03	1,029.98	0.71
Financial Assets					
Investments	Annexure V, Note 11	71.46	327.11	298.65	48.44
Trade Receivables	Annexure V, Note 12	1,218.58	787.44	232.38	24.32
Cash and Cash Equivalents	Annexure V, Note 13	179.29	231.63	682.84	371.95
Other Bank Balance	Annexure V, Note 14	423.28	958.02	367.64	341.43
Loans	Annexure V, Note 15	473.43	169.35	-	61.00
Other Financial Asset	Annexure V, Note 16	276.33	143.02	3.83	6.61
Other Current Assets	Annexure V, Note 17	1,433.13	1,739.34	1,463.39	991.39
Total Current Assets		**6,050.84**	**6,439.94**	**4,078.71**	**1,845.85**
Total Assets		**38,598.88**	**35,983.01**	**29,426.95**	**20,549.43**
EQUITY AND LIABILITIES					
Equity					
Equity Share Capital	Annexure V, Note 18	2,420.75	2,420.75	2,420.75	2,237.25
Other Equity	Annexure V, Note 19	5,516.09	5,337.72	6,112.07	4,681.47
		7,936.84	**7,758.47**	**8,532.82**	**6,918.72**

Emami Cement Limited

ANNEXURE- I

RESTATED IND AS SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in Million)

Particulars	Annexure No / Note No.	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Non-Current Liabilities					
Financial Liabilities					
Long Term Borrowings	Annexure V, Note 20	21,047.98	19,495.40	15,883.92	11,738.44
Other Financial Liabilities	Annexure V, Note 21	297.10	319.77	551.26	-
Other Non-Current Liabilities	Annexure V, Note 22	720.83	566.16	152.05	-
Long-Term Provisions	Annexure V, Note 23	23.71	22.14	14.75	6.76
Total Non-Current Liabilities		**22,089.62**	**20,403.47**	**16,601.98**	**11,745.20**
Current Liabilities					
Financial Liabilities					
Short - Term Borrowings	Annexure V, Note 24	2,055.90	1,529.00	1,123.49	410.00
Trade Payables	Annexure V, Note 25	1,617.87	1,118.93	751.99	84.31
Other Financial Liabilities	Annexure V, Note 26	3,257.84	3,269.40	1,272.94	781.72
Other Current Liabilities	Annexure V, Note 27	1,609.88	1,867.62	1,114.63	584.24
Short - Term Provisions	Annexure V, Note 28	30.93	36.12	29.10	25.24
Total Current Liabilities		**8,572.42**	**7,821.07**	**4,292.15**	**1,885.51**
Total Liabilities		**30,662.04**	**28,224.54**	**20,894.13**	**13,630.71**
Total Equity and Liabilities		**38,598.88**	**35,983.01**	**29,426.95**	**20,549.43**

Emami Cement Limited
ANNEXURE- II

RESTATED IND AS SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in Million)

Particulars	Annexure No / Note No.	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
I INCOME					
Revenue from Operations	Annexure V, Note 29	4,538.44	10,055.48	1,879.63	253.46
Other Income	Annexure V, Note 30	196.83	214.85	17.15	64.89
Total Income		**4,735.27**	**10,270.33**	**1,896.78**	**318.35**
II EXPENSES					
Cost of Materials Consumed	Annexure V, Note 31	1,147.31	1,421.07	624.28	-
Excise Duty Expenses		-	314.60	219.38	-
Change in inventories of finished goods and work -in-progress	Annexure V, Note 32	(190.74)	(23.96)	(376.89)	(0.38)
Employee Benefit Expense	Annexure V, Note 33	161.76	483.70	184.19	6.76
Other Expenses	Annexure V, Note 34	3,032.07	7,372.99	1,577.03	45.24
Total Expenses		**4,150.40**	**9,568.40**	**2,227.99**	**51.62**
III Earnings before interest, depreciation, amortisation & tax (I-II)		**584.87**	**701.93**	**(331.21)**	**266.73**
Finance Income	Annexure V, Note 35	2.76	13.10	15.08	2.84
Finance costs	Annexure V, Note 36	394.22	1,374.22	468.26	86.67
Depreciation and amortisation expense	Annexure V, Note 37	290.54	899.71	257.58	103.37
IV Profit/(loss) before tax		**(97.13)**	**(1,558.90)**	**(1,041.97)**	**79.53**
V Tax Expense					
Current Tax	Annexure V, Note 38	-	-	-	4.05
Deferred Tax	Annexure V, Note 38	276.55	773.22	661.43	-
VI Profit / (Loss) for the period (IV-V)		**179.42**	**(785.68)**	**(380.54)**	**75.48**

Emami Cement Limited
ANNEXURE- II

RESTATED IND AS SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in Million)

Particulars	Annexure No / Note No.	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
VII Other Comprehensive Income (OCI)					
A Items that will not be reclassified to Statement of Profit and Loss					
Remeasurements of Defined Benefit Plan		2.22	12.45	(0.13)	(0.28)
Income Tax Effect		(0.78)	(3.59)	0.04	-
Other comprehensive income/(loss) for the period		**1.44**	**8.86**	**(0.09)**	**(0.28)**
VII Total Profit/(Loss) including Comprehensive Income for the Year (VI+VII)		**180.86**	**(776.82)**	**(380.63)**	**75.20**
VIII Earning per Equity Share of Rs.10 each (in ₹) Basic & Diluted EPS	Annexure V, Note 47	**0.74**	**(3.25)**	**(1.65)**	**0.41**

Emami Cement Limited
ANNEXURE- III
Restated Financial Statement of Changes in Equity

(A) EQUITY SHARE CAPITAL

Particulars	30th June 2018		31st March 2018	
	No of shares	Amount (₹ In Million)	No of shares	Amount (₹ In Million)
Equity shares at the beginning of the year	24,20,75,000	2,420.75	24,20,75,000	2,420.75
Add: Share issued during the period/year	-	-	-	-
Equity shares at the end of the period/year	**24,20,75,000**	**2,420.75**	**24,20,75,000**	**2,420.75**

Particulars	31st March 2017		31st March 2016	
	No of shares	Amount (₹ In Million)	No of shares	Amount (₹ In Million)
Equity shares at the beginning of the year	22,37,25,000	2,237.25	17,54,00,000	1,754.00
Add: Share issued during the year	1,83,50,000	183.50	4,83,25,000	483.25
Equity shares at the end of the year	**24,20,75,000**	**2,420.75**	**22,37,25,000**	**2,237.25**

(B) OTHER EQUITY

(₹ In Million)

Particulars	Reserves and Surplus		Total equity attributable to equity share holders of the company
	Securities Premium	Retained Earnings	
Balance at 1st April, 2018	6,441.57	(1,103.85)	5,337.72
Profit/(Loss) for the period	-	179.42	179.42
Other comprehensive income		1.44	1.44
Total comprehensive income for the period	**6,441.57**	**(922.99)**	**5,518.57**
Restatement Adjustments		(2.48)	(2.48)
Balance as at 30th June, 2018	**6,441.57**	**(925.47)**	**5,516.09**

(₹ In Million)

Particulars	Reserves and Surplus		Total equity attributable to equity share holders of the company
	Securities Premium	Retained Earnings	
Balance at 1st April, 2017	6,441.57	(329.50)	6,112.07
Profit/(Loss) for the year	-	(785.68)	(785.68)
Other comprehensive income		8.86	8.86
Total comprehensive income for the year	**6,441.57**	**(1,106.33)**	**5,335.24**
Restatement Adjustments		2.48	2.48
Balance as at 31st March, 2018	**6,441.57**	**(1,103.85)**	**5,337.72**

(₹ In Million)

Particulars	Reserves and Surplus		Total equity attributable to equity share holders of the company
	Securities Premium	Retained Earnings	
Balance at 1st April, 2016	4,624.92	56.56	4,681.47
Profit/(Loss) for the year	-	(380.54)	(380.54)
Ind AS Adjustments	-	(5.43)	(5.43)
Other comprehensive loss	-	(0.09)	(0.09)
Total comprehensive income for the year	**4,624.92**	**(329.50)**	**4,295.42**
Issue of new shares	1,816.65	-	1,816.65
Balance as at 31st March, 2017	**6,441.57**	**(329.50)**	**6,112.07**

(₹ In Million)

Particulars	Reserves and Surplus		Total equity attributable to equity share holders of the company
	Securities Premium	Retained Earnings	
Balance at 1st April, 2015	2,691.92	(18.65)	2,673.27
Profit/(Loss) for the year	-	75.48	75.48
Other comprehensive loss	-	(0.28)	(0.28)
Total comprehensive income for the year	**2,691.92**	**56.55**	**2,748.47**
Issue of new shares	1,933.00	-	1,933.00
Balance as at 31st March, 2016	**4,624.92**	**56.56**	**4,681.47**

Emami Cement Limited
ANNEXURE- IV

RESTATED IND AS SUMMARY STATEMENT OF CASH FLOWS

(₹ in Million)

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
(A) Operating Activities				
Restated Profit / (Loss) Before Tax including Other Comprehensive income / (loss)	**(95.69)**	**(1,550.04)**	**(1,042.06)**	**79.25**
Adjustments for :				
Depreciation and Amortisation Expense	290.54	899.71	257.58	103.37
Pre- Operative Expenses	(2.48)	2.48	-	-
Foreign Exchange (gain)/Loss	(11.79)	29.77	26.95	-
Profit on Sale of Property, Plant and Equipment	(0.01)	(0.03)	(0.00)	-
Profit on sale of Investments	(5.47)	(10.22)	(10.99)	(5.53)
Gain on settlement of security deposit	-	-	(0.09)	-
Remeasurement of defined benefit plan	(1.44)	(8.86)	0.09	0.28
MTM gain on forward contracts	-	(57.29)	-	(58.71)
Net (gain)/loss fair valuation of investments through profit & loss	3.37	(3.92)	(0.38)	(0.11)
Finance Income	(2.76)	(13.10)	(15.08)	(2.84)
Finance Cost	394.22	1,374.22	468.26	86.67
Operating Profit/(Loss) Before Working Capital Changes	**568.49**	**662.71**	**(315.73)**	**202.38**
Working Capital Adjustments:				
(Increase)/Decrease in Trade receivables	(431.14)	(555.06)	(208.06)	21.02
(Increase)/Decrease in Inventories	108.68	(1,054.05)	(1,029.27)	(0.38)
(Increase)/Decrease in financial assets	(132.20)	(223.71)	(19.58)	(48.54)
(Increase)/Decrease in current assets	306.20	(276.54)	(325.63)	379.77
(Increase)/ Decrease in non-current assets	(575.36)	445.80	(470.51)	(675.62)
Increase/(Decrease) in financial liability	49.17	(463.42)	633.57	534.49
Increase/(Decrease) in current liabilities	(109.70)	449.22	530.38	13.95
Increase/(Decrease) in Provisions	(3.63)	14.42	11.74	13.58
Increase/(Decrease) in Long Term Loans and Advances	-	-	-	(2.14)
Increase/(Decrease) in Trade payables	499.99	1,552.19	427.04	8.84
Cash Generated from/ (used in) Operating Activities	**280.51**	**551.56**	**(766.04)**	**447.35**
Income Tax Paid	(1.94)	(9.11)	(3.96)	(2.06)
Net Cash Flows from/ (used in) Operating Activities	**278.57**	**542.45**	**(770.00)**	**445.29**

Emami Cement Limited
ANNEXURE- IV

RESTATED IND AS SUMMARY STATEMENT OF CASH FLOWS

(₹ in Million)

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Investing Activities				
Purchase of Property, Plant And Equipment	(2,440.39)	(4,837.35)	(5,875.23)	(8,907.17)
Sale of Property, Plant And Equipment	0.01	0.03	0.08	-
Loans to Bodies Corporate	(300.00)	-	-	-
(Purchase)/Sale of Investments	261.11	(14.33)	(238.84)	(42.81)
(Purchase)/Sale of Fixed deposit	178.38	(27.62)	22.24	(120.83)
Finance income received	4.58	11.64	13.17	1.76
Net Cash Flows from/ (used in) Investing Activities	**(2,296.31)**	**(4,867.63)**	**(6,078.58)**	**(9,069.05)**
Financing Activities				
Finance cost paid	(480.13)	(1,281.33)	(251.95)	249.62
Proceeds from issue of share capital	-	-	2,000.15	2,416.25
Loan refund received	-	-	-	22.51
Proceeds from Long-term borrowings	1,564.38	5,309.27	4,759.76	5,653.62
Proceeds from Short term borrowings	526.90	790.51	328.49	360.00
Net Cash Flows from/ (used in) Financing Activities	**1,611.15**	**4,818.45**	**6,836.45**	**8,702.00**
Net Increase/ (Decrease) in				
Cash and Cash Equivalents (A+B+C) :	**(406.59)**	**493.27**	**(12.13)**	**78.24**
Add: Cash and cash equivalents at the beginning	878.87	385.60	397.74	319.50
Cash and Cash Equivalents at period/ year end	**472.28**	**878.87**	**385.60**	**397.74**

Emami Cement Limited
ANNEXURE- IV

RESTATED IND AS SUMMARY STATEMENT OF CASH FLOWS

(₹ in Million)

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016

Note:

For the purpose of Restated Ind As Summary Statement Of Cash Flows cash and cash equivalents comprises the following :-				
Cash and Cash Equivalents (Refer Annexure V, Note - 13)	179.29	231.63	682.84	371.95
Add: Deposits with maturity less than three months (Refer Annexure V, Note - 14)	292.99	647.24	87.76	25.78
Less: Bank Overdraft (Refer Annexure V, Note - 24)	-	-	385.00	-
Cash and Cash Equivalents at period/ year end	**472.28**	**878.87**	**385.60**	**397.74**
The accompanying notes form an integral part of the Financial Statements				

Emami Cement Limited
Annexure V
Basis of Preparation and Significant Accounting Policies

Background

Emami Cement Limited (the "Company") is a public limited company domiciled in India and is incorporated under the provisions of Companies Act applicable in India. It is a venture of Emami Group, which is having interest in diversified areas.

The company is engaged in manufacturing and supply of Cement. Currently it has an integrated cement plant in Chhattisgarh and Grinding Cement Plant at West Bengal and Odisha. The company has its presence in the Solar power sector in Gujarat and Tamilnadu.

Note: 1 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of Preparation

The Restated Financial Information have been prepared by the management in connection with the proposed listing of equity shares of the Company by way of an initial public offer including Presentation of Restated Ind AS Financials for the period ended 31st March 2016, 31st March 2017, 31st March 2018 and 30th June, 2018 , which is to be filed by the Company with the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, West Bengal at Kolkata, and the concerned Stock Exchanges in accordance with the requirements of:

a) Section 26 of the Companies Act, 2013; and

(b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the Securities and Exchange Board of India ("SEBI") on August 26, 2009, as amended from time to time read along with the SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together referred to as the "SEBI Regulations").

c) Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the ICAI.

These Restated Financial Information and Other Financial Information have been extracted by the Management from the Audited Financial Statements and :-

there were no audit qualifications on these financial statements,
• there were no changes in accounting policies during the years of these financial statements,
• material amounts relating to adjustments for previous years in arriving at profit/loss of the years to which they relate, have been appropriately adjusted,
• adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Audited Financial Statements of the Company as at June 30, 2018 and the requirements of the SEBI Regulations, and

• the resultant tax impact on above adjustments has been appropriately adjusted in deferred tax in the respective years and the impact of current tax in respect of short/excess income tax arising out of assessments, appeals, revised income tax returns, etc., has been adjusted in the current tax of respective years to which they relate.

• the Restated Financial Information is presented in Indian Rupees, rounded off to nearest million, except per share data, Face value of Equity Share and expressly stated otherwise.

Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under the companies (Indian Accounting Standards) Rules, 2015 as amended by companies (Indian Accounting Standards) (Amendment) Rules, 2016, the relevant provisions of Companies Act, 2013 ("the Act")

The financial statements are presented in Indian Rupees and all values are rounded to the nearest millions, except otherwise indicated.

Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

(i) Derivative Financial Instruments measured at fair value

(ii) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments) and

(iii) Employee's Defined Benefit Plan as per actuarial valuation.

(b) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions.
Quantitative disclosures of fair value measurement hierarchy.
Investment in unquoted equity shares.
Financial instruments.

(c) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

· Expected to be realised or intended to be sold or consumed in normal operating cycle
· Held primarily for the purpose of trading
· Expected to be realised within twelve months after the reporting period, or
· Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the

All other assets are classified as non-current.

A liability is current when:

· It is expected to be settled in normal operating cycle
· It is held primarily for the purpose of trading
· It is due to be settled within twelve months after the reporting period, or
· There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(d) Property, plant and equipment

Recognition

Property, plant and equipment are stated at cost less accumulated depreciation/amortization and impairment, if any. Freehold land is disclosed at cost less impairment, if any. Cost comprises of purchase price and directly attributable cost of acquisition/ bringing the asset to its working condition for its intended use (net of credit availed, if any).

Capital work in progress, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

Mining Development

The costs of mining properties, which include the costs of developing mining properties and mineral rights, are capitalised as property, plant and equipment under the heading "Mining Development" in the year in which they are incurred.

When a decision is taken that a mining property is viable for commercial production (i.e. when the company determines that the mining property will provide sufficient and sustainable return relative to the risks and the company decided to proceed with the mine development), all further pre-production primary development expenditure other than land, buildings, plant and equipment is capitalised as part of the cost of the mining property until the mining property is capable of commercial production.

Exploration and evaluation assets are recognized as assets at their cost of acquisition, subject to meeting the commercial production criteria as above and are subject to impairment review on annual basis, or more frequently if indicators of impairment exist.

The stripping cost incurred during the production phase of a surface mine is deferred to the extent the current period stripping cost exceeds the average period stripping cost over the life of mine and recognized as an asset if such cost provides a benefit in terms of improved access to ore in future periods and certain criteria are met. When the benefit from the stripping costs are realised in the current period, the stripping costs are accounted for as the cost of inventory. If the costs of inventory produced and the stripping activity asset are not separately identifiable, a relevant production measure is used to allocate the production stripping costs between the inventory produced and the stripping activity asset. The Company uses the expected volume of waste compared with the actual volume of waste extracted for a given value of ore production for the purpose of determining the cost of the stripping activity asset.

Deferred stripping cost are included in mining properties within property, plant and equipment and disclosed as a part of mining properties. After initial recognition, the stripping activity asset is depreciated on a unit of production method over the expected useful life of the identified component of the ore body.

In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

(e) Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company.

The Company has componentised its PPE and has separately assessed the life of major components.

In case of certain classes of PPE, the Company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management’s best estimation of obtaining economic benefits from those classes of assets.

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the month preceding the month of deduction/disposal.

Useful Life of tangible assets

Class of Assets	Useful life of the asset (Years)
Leasehold land	87 to 99
Buildings	3 to 60
Plant&Machinery	0 to 40
Motor Vehicles	03 to 15
Furniture and Fixture	01 to 15
Office Equipment	03 to 20
Mining Development	05 to 25
Computers Software	06
Mining rights	50

(f) Intangible assets

Recognition

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets with finite lives are amortised over the useful economic life or units of production method and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Computer Software

The Company has capitalised computer software in the nature of software licenses as intangible assets and the cost of software is amortized over the license period of six years, being their expected useful economic life.

Mining rights

Costs associated with acquiring mining rights are capitalised as incurred. Mining rights controlled by the company are recognised as intangible assets.

Amortisation methods and periods

The company amortises mining rights with a finite useful life using the straight line method over the period of 50 years as per agreement dated 8th September, 2009 entered into with the Chhattisgarh Government.

The company amortises software licenses with a finite useful life using the straight line method over the period of 6 years.

On the other hand, Company amortises the mines development cost on the basis of units of production method. The method is applied consistently from period to period unless there is a change in the expected pattern of consumption of those future economic benefits.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

(g) Expenditure during construction period

Expenditure/ Income during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under “Other non-current Assets”.

(h) Impairment of Non-financial assets

The Company assesses, at each reporting date, whether there is an indication that a non-financial asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of Profit and Loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

The impairment assessment for all assets is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

(i) Inventories

Inventories are valued as follows:

Raw materials, fuel, stores & spare parts and packing materials:

Valued at lower of cost and net realisable value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis.

Work-in- progress (WIP), finished goods, stock-in-trade and trial run inventories:

Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.

Waste / Scrap:

Waste / Scrap inventory is valued at NRV.
Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(j) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale and borrowing costs are being incurred. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(k) Government Grant

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions there to.

Government grant relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on the basis of depreciation policy followed by the company for the related assets and presented within other income.

(l) Provisions, Contingent liabilities and Contingent Assets

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognised as interest expense.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non - occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

(m) Mining Restoration Provision

An obligation for restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the development or ongoing extraction from mines. Costs arising from restoration at closure of the mines and other site preparation work are provided for based on their discounted net present value, with a corresponding amount being capitalised at the start of each project. The amount provided for is recognised, as soon as the obligation to incur such costs arises. These costs are charged to the Statement of Profit and Loss over the life of the operation through the depreciation of the asset and the unwinding of the discount on the provision. The cost are reviewed periodically and are adjusted to reflect known developments which may have an impact on the cost or life of operations. The cost of the related asset is adjusted for changes in the provision due to factors such as updated cost estimates, new disturbance and revisions to discount rates. The adjusted cost of the asset is depreciated prospectively over the lives of the assets to which they relate. The unwinding of the discount is shown as a finance cost in the Statement of Profit and Loss.

(n) Foreign currency transactions

Items included in the financial statements of each of the company's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (₹), which is Emami Cement Limited's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/ (losses).

Under previous GAAP, from accounting periods commencing on or after 1 April 2011, exchange differences arising on translation/ settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset were adjusted to the cost of the asset. In accordance with MCA circular dated 09 August 2012, exchange differences adjusted to the cost of Property, plant & equipment are total differences, arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset, for the period. In other words, the Company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference. Such exchange differences arising on translation/ settlement of long term foreign currency monetary items and pertaining to the acquisition of a depreciable asset were amortised over the remaining useful lives of the assets. The Company has elected to continue with the said policy on exchange differences arising on long term foreign currency monetary items existing on 31 March 2016 as allowed under Ind AS 101.

(o) Revenue recognition

The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and specifies of each arrangement.

Revenue is measured at the fair value of the consideration received or receivables. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.

Timing of recognition – The Company manufactures and sells Clinker and Cement and generates Solar Power which are sold and referred to as products. Sales are recognised when products are delivered to the customers. Delivery occurs when the products have been shipped to the special location, the risks of obsolescence and loss have been transferred to customers, and either the customers has accepted the products in accordance with the sales arrangements.

Measurement of revenue – The Products are often sold with discounts and customers have a right to return faulty products. Revenue from sales is based on the current prevailing prices at the time of sales, net of the discounts and returns.

Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Interest income on fixed deposits is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Dividend income

Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

(p) Leases

At the inception of a lease, the lease arrangement is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

1) Finance Lease

Leases of property, plant & equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2) Operating Lease

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight line basis over the period of the lease unless the payments are structured to increase in the line with the expected general inflation to compensate for the lessor's expected inflationary cost increases.

(q) Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities (including MAT) attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Tax credit is recognized in respect of Minimum Alternate Tax (MAT) paid in terms of section 115 JAA of the Income Tax Act, 1961 based on convincing evidence that the Company will pay normal income tax within statutory time frame and the same is reviewed at each balance sheet date.

(r) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with the financial institutions, other short term, highly liquid investments with original maturities of three months or less (except the instruments which are pledged) 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.

(s) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(t) Financial instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:
• entity's business model for managing the financial assets and
• contractual cash flow characteristics of the financial asset.

Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

• financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and

• contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through Other Comprehensive Income

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

• financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and

• contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL:

Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial Liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

(u) Derivative financial instruments

The Company enters into derivative financial instruments viz. foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. The Company does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately.

(v) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(w) Employee benefits

(i) Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefits obligations in the balance sheet.

(ii) Compensated absence

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

(iii) Post-employment obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligations at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(iv) Defined contribution plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has not further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or reduction in the future payments is available.

(x) Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

(y) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within the credit period allowed. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. Long term trade payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(z) Borrowings

Borrowings are measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(aa) Measurement of EBITDA

The Company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the company does not include depreciation and amortization expense, finance income, finance costs, and tax expense**.**

(bb) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

· The profit attributable to owners of the company

· By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

· The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

· The weighted average number of additional equity shares that would been outstanding.

Emami Cement Limited
Annexure V
Notes to the Restated Ind AS Financial Information- Other Information

Note - 2. Property , Plant and Equipment

(₹ in Million)

Description	Gross Block				Depreciation / Amortisation				Net Block
	As at 1st April, 2018	Additions	Disposals/ Adjustments	As at 30th June, 2018	As at 1st April, 2018	For the period	Disposals/ Adjustments	As at 30th June, 2018	As at 30th June, 2018
Freehold Land	2,283.90	406.69	-	2,690.59	-	-	-	-	2,690.59
Leasehold Land	689.46	3.00	-	692.46	24.09	2.88	-	26.97	665.49
Mining Development	406.84	21.17	-	428.01	83.44	27.79	-	111.23	316.78
Buildings	2,601.07	6.94	-	2,608.01	138.75	35.82	-	174.57	2,433.44
Plant and Equipment	18,046.08	222.99	-	18,269.07	1,026.45	216.19	-	1,242.64	17,026.43
Furniture and Fixtures	73.76	1.81	-	75.57	12.25	1.90	-	14.15	61.42
Vehicles	22.07	-	-	22.07	5.78	0.66	-	6.44	15.63
Office Equipment	25.02	0.85	0.11	25.76	10.94	2.95	0.10	13.79	11.97
Total	**24,148.20**	**663.45**	**0.11**	**24,811.54**	**1,301.70**	**288.19**	**0.10**	**1,589.79**	**23,221.75**

(₹ in Million)

Description	Gross Block				Depreciation / Amortisation				Net Block
	As at 1st April, 2017	Additions	Disposals/ Adjustments	As at 31st March, 2018	As at 1st April, 2017	For the year	Disposals/ Adjustments	As at 31st March, 2018	As at 31st March, 2018
Freehold Land	2,279.71	11.48	7.29	2,283.90	-	-	-	-	2,283.90
Leasehold Land	569.35	120.74	0.63	689.46	16.54	10.80	3.25	24.09	665.37
Mining Development	115.51	291.33	-	406.84	6.89	76.55	-	83.44	323.40
Buildings	1,642.48	958.59	-	2,601.07	31.16	107.59	-	138.75	2,462.32
Plant and Equipment	14,905.63	3,140.45	-	18,046.08	346.66	679.79	-	1,026.45	17,019.63
Furniture and Fixtures	58.87	14.89	-	73.76	5.24	7.01	-	12.25	61.51
Vehicles	21.24	0.83	-	22.07	3.18	2.60	-	5.78	16.29
Office Equipment	10.34	14.93	0.25	25.02	1.83	9.35	0.24	10.94	14.08
Total	**19,603.13**	**4,553.24**	**8.17**	**24,148.20**	**411.50**	**893.69**	**3.49**	**1,301.70**	**22,846.50**

(₹ in Million)

Description	Gross Block				Depreciation / Amortisation				Net Block
	As at 31st March, 2016	Additions	Disposals/ Adjustments	As at 31st March, 2017	As at 31st March, 2016	For the year	Disposals/ Adjustments	As at 31st March, 2017	As at 31st March, 2017
Freehold Land	2,155.66	124.05	-	2,279.71	-	-	-	-	2,279.71
Leasehold Land	514.82	54.53	-	569.35	6.73	9.81	-	16.54	552.81
Mining Development	-	115.51	-	115.51	-	6.89	-	6.89	108.62
Buildings	79.56	1,562.92	-	1,642.48	2.62	28.54	-	31.16	1,611.32
Plant and Equipment	1,430.30	13,475.64	0.31	14,905.63	109.01	237.88	0.23	346.66	14,558.97
Furniture and Fixtures	16.18	42.69	-	58.87	1.70	3.54	-	5.24	53.63
Vehicles	10.36	10.88	-	21.24	1.03	2.15	-	3.18	18.06
Office Equipment	3.73	6.61	-	10.34	0.71	1.12	-	1.83	8.51
Total	**4,210.61**	**15,392.83**	**0.31**	**19,603.13**	**121.80**	**289.93**	**0.23**	**411.50**	**19,191.63**

Emami Cement Limited
Annexure V
Notes to the Restated Ind AS Financial Information- Other Information

(₹ in Million)

Description	Gross Block				Depreciation / Amortisation				Net Block
	Deemed Cost as at 1st April, 2015	Additions	Disposals/ Adjustments	As at 31st March, 2016	As at 1st April, 2015	For the year	Disposals/ Adjustments	As at 31st March, 2016	As at 31st March, 2016
Freehold Land	2,046.47	111.86	2.67	2,155.66	-	-	-	-	2,155.66
Leasehold Land	175.43	339.39	-	514.82	-	6.73	-	6.73	508.09
Buildings	75.82	3.74	-	79.56	-	2.62	-	2.62	76.94
Plant and Equipment	1,123.58	306.73	0.01	1,430.30	-	109.01	-	109.01	1,321.29
Furniture and Fixtures	3.19	12.99	-	16.18	-	1.70	-	1.70	14.48
Vehicles	4.20	6.16	-	10.36	-	1.03	-	1.03	9.33
Office Equipment	2.19	1.54	-	3.73	-	0.71	-	0.71	3.02
Total	**3,430.88**	**782.41**	**2.68**	**4,210.61**	**-**	**121.80**	**-**	**121.80**	**4,088.81**

Note - 3. Capital Work -in- Progress

(₹ in Million)

Description	As at 31st March, 2018	Additions	Disposals/ Adjustments	As at 30th June, 2018
Assets under construction	3,505.55	1,941.90	342.87	5,104.58
Pre-operative & Preliminary Expenses	972.03	243.33	66.35	1,149.01
Total	**4,477.58**	**2,185.23**	**409.22**	**6,253.59**

(₹ in Million)

Description	As at 31st March, 2017	Additions	Disposals/ Adjustments	As at 31st March, 2018
Assets under construction	2,947.58	1,875.23	1,317.26	3,505.55
Pre-operative & Preliminary Expenses	1,223.12	2,984.88	3,235.97	972.03
Total	**4,170.70**	**4,860.11**	**4,553.23**	**4,477.58**

(₹ in Million)

Description	As at 31st March, 2016	Additions	Disposals/ Adjustments	As at 31st March, 2017
Assets under construction	9,987.82	2,220.39	9,260.63	2,947.58
Pre-operative & Preliminary Expenses	3,859.81	3,504.58	6,141.27	1,223.12
Total	**13,847.63**	**5,724.97**	**15,401.90**	**4,170.70**

(₹ in Million)

Description	Deemed Cost as at 1st April, 2015	Additions	Disposals/ Adjustments	As at 31st March, 2016
Assets under construction	3,560.89	10,277.66	3,850.73	9,987.82
Pre-operative & Preliminary Expenses	2,146.26	1,756.58	43.03	3,859.81
Total	**5,707.15**	**12,034.24**	**3,893.76**	**13,847.63**

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(i) Contractual obligations
Refer note 39 (a) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(ii) Property Plant and Equipment pledged as security
Refer note 20, 20A & 24 for information on property, plant and equipment hypothecated as security by the Company.

(iii) Capitalised borrowing cost
The borrowing costs capitalised during the period ended 30 June 2018 is ₹ 162.74 million (31 March 2018: ₹ 302.93 million) (31 March 2017: ₹ 741.70 million) (31 March 2016: ₹ 606.00 million).

(iv) Capital work-in-progress

Capital work-in-progress for the period ended 30 June 2018 mainly comprises ₹ 6253.59 million(31st March, 2018: ₹ 4477.58 million) (31st March, 2017: ₹ 4170.70 million) (31st March, 2016: ₹ 13847.63 million) being constructed in India.

(v) Finance Leases
The Company had taken land on finance lease. Refer note 39(c) for contractual commitments for lease payments in respect to these assets.

Note - 4. Intangible Assets

(₹ in Million)

Description	**Gross Block**				**Amortisation**				**Net Block**
	As at 31st March, 2018	**For the period**	**Disposals/ Adjustments**	**As at 30th June, 2018**	**As at 31st March, 2018**	**For the period**	**Disposals/ Adjustments**	**As at 30th June, 2018**	**As at 30th June, 2018**
Mining Rights	130.07	-	-	130.07	1.14	0.74	-	1.88	128.19
Softwares	50.29	-	-	50.29	14.93	2.16	-	17.09	33.20
Total	**180.36**	**-**	**-**	**180.36**	**16.07**	**2.90**	**-**	**18.97**	**161.39**

(₹ in Million)

Description	**Gross Block**				**Amortisation**				**Net Block**
	As at 31st March, 2017	**For the year**	**Disposals/ Adjustments**	**As at 31st March, 2018**	**As at 31st March, 2017**	**For the year**	**Disposals/ Adjustments**	**As at 31st March, 2018**	**As at 31st March, 2018**
Mining Rights	130.07	-	-	130.07	(1.83)	2.97	-	1.14	128.93
Softwares	50.29	-	-	50.29	5.48	9.45	-	14.93	35.36
Total	**180.36**	**-**	**-**	**180.36**	**3.65**	**12.42**	**-**	**16.07**	**164.29**

(₹ in Million)

Description	**Gross Block**				**Amortisation**				**Net Block**
	As at 31st March, 2016	**For the year**	**Disposals/ Adjustments**	**As at 31st March, 2017**	**As at 31st March, 2016**	**For the year**	**Disposals/ Adjustments**	**As at 31st March, 2017**	**As at 31st March, 2017**
Mining Rights	73.32	56.75	-	130.07	0.78	2.35	4.96	(1.83)	131.90
Softwares	3.62	46.67	-	50.29	0.58	4.90	-	5.48	44.81
Total	**76.94**	**103.42**	**-**	**180.36**	**1.36**	**7.25**	**4.96**	**3.65**	**176.71**

(₹ in Million)

Description	**Gross Block**				**Amortisation**				**Net Block**
	Deemed Cost as at 1st April, 2015	**For the year**	**Disposals/ Adjustments**	**As at 31st March, 2016**	**As at 1st April, 2015**	**For the year**	**Disposals/ Adjustments**	**As at 31st March, 2016**	**As at 31st March, 2016**
Mining Rights	73.32	-	-	73.32	-	0.78	-	0.78	72.54
Softwares	0.53	3.09	-	3.62	-	0.58	-	0.58	3.04
Total	**73.85**	**3.09**	**-**	**76.94**	**-**	**1.36**	**-**	**1.36**	**75.58**

Notes to the Restated Ind AS Financial Information- Other Information

Note-5. Deferred tax *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Deferred tax liability arising on account of :				
Difference in value of assets as per books and as per Income Tax	2,749.23	2,188.52	1,446.10	-
Fair valuation of investment	-	-	0.18	-
IND AS adjustments	-	6.60	-	-
	2,749.23	**2,195.12**	**1,446.28**	**-**
Deferred tax asset arising on account of :				
Unabsorbed Depreciation	3,061.58	2,469.06	1,465.55	-
Brought Forward Tax Losses	1,395.26	1,145.77	600.22	-
Defined benefit plans	-	0.62	15.14	-
Fair valuation of investment - IND AS	-	1.24	-	-
IND AS adjustments	(0.78)	7.67	25.26	-
Other Restatement Adjustments	0.00	1.83	1.54	-
	4,456.06	**3,626.19**	**2,107.71**	**-**
Net Deferred Tax Asset/ (Liability)	**1,706.83**	**1,431.07**	**661.43**	**-**

Note-6. Loans (Non- Current) *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, considered good)				
Security deposits				
- Considered good	59.88	60.85	178.00	6.95
- Considered doubtful	11.00	11.00	5.00	-
	70.88	**71.85**	**183.00**	**6.95**
Less: Provision for doubtful receivables	11.00	11.00	5.00	-
Total	**59.88**	**60.85**	**178.00**	**6.95**

Note-7. Other Financial Assets (Non-Current) *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, considered good)				
Derivative asset *	37.95	32.37	-	56.47
Bank deposits for maturity more than 12 months**	14.50	15.56	18.83	5.30
Total	**52.45**	**47.93**	**18.83**	**61.77**

Refer note 41 - Financial instruments for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.

* Derivative Asset is Mark To Market between forward rates at the time of hedging and the reporting date. Asset arises when the hedged rate is lower than the rate as on reporting date.

** Fixed Deposits are pledged with banks against bank guarantees given on behalf of the company.

Note-8. Non current tax assets *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Advance income tax (net of provision)	23.14	21.20	12.09	8.13
Total	**23.14**	**21.20**	**12.09**	**8.13**

Note-9. Other non-current assets *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, considered good)				
Capital advances	995.05	418.86	854.29	525.96
Prepaid lease rentals	73.96	74.79	84.56	88.75
Total	**1,069.01**	**493.65**	**938.85**	**614.71**

Note-10. Inventories
(Valued at lower of cost and net realisable value) *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Raw Materials	149.00	134.40	360.93	-
Fuel	397.07	414.31	-	-
Work in progress	271.55	228.87	302.82	-
Finished Goods	319.26	171.29	73.69	-
Stores and Spares	836.97	1,133.76	291.45	-
Certified Emission Reduction Certificates (CERs)	1.49	1.40	1.09	0.71
Total	**1,975.34**	**2,084.03**	**1,029.98**	**0.71**

Note : Inventories have been hypothecated as security for liabilities, refer note 20 20A & 24 for details.

Note-11. Current investments *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Unquoted				
Investments In Mutual funds				
Fair Value through Profit and Loss				
34,405.55 units as at 30 June 2018 (1,58,196.26 units as at 31 March 2018) (1,55,126.53 units as at 31 March 2017) (1,740.59 units as at 31 March 2016) units of BOB Pioneer Liquid Growth Fund	71.46	327.11	298.65	48.44
Total	**71.46**	**327.11**	**298.65**	**48.44**
Aggregate amount of Investment	71.46	327.11	298.65	48.44

Refer note 41 - Financial instruments for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.

Note-12. Current Financial Assets - Trade Recievables *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Unsecured, considered good (Unless otherwise stated)				
Others	1,218.58	787.44	232.38	24.32
Total	**1,218.58**	**787.44**	**232.38**	**24.32**
Age analysis of trade receivables				
Outstanding for more than six months from the date they are due	-	-	-	-
Others	1,218.58	787.44	232.38	24.32
Total	**1,218.58**	**787.44**	**232.38**	**24.32**

(i) Trade receivables have been hypothecated as security for liabilities, for details refer note 20 & 24 for details.
(ii) Refer note 41 - Financial instruments for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.

Note-13. Cash and cash equivalents *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Balance with banks - in current account	178.36	231.13	682.31	341.79
Cheques on hand	-	-	0.39	30.00
Cash on hand	0.93	0.50	0.14	0.16
Total	**179.29**	**231.63**	**682.84**	**371.95**

Refer note 41 - Financial instruments for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.

Note-14. Other bank balances *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Fixed Deposits held as margin with maturity less than 3 months	292.99	647.24	87.76	25.78
Fixed deposits maturity for more than 3 months but less than 12 months	130.29	310.78	279.88	315.65
Total	**423.28**	**958.02**	**367.64**	**341.43**

(i) Refer note 41 - Financial instruments for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.

(ii) ₹ 292.99 million as at 30th June 2018, (₹ 647.24 million as at 31st March 2018) (₹ 87.76 million as at 31st March 2017) (₹ 25.78 million as at 31st March 2016) representing deposits with original maturity of less than three months, held by the entity that are not available for use by the Company, as these are pledged with the banks against Bank Guarantee given on behalf of the Company.

Note-15 Loans (Current) *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, considered good)				
Loans to Bodies Corporate	300.00	-	-	-
Security deposits	173.43	169.35	-	61.00
Total	**473.43**	**169.35**	**-**	**61.00**

Refer note 41 - Financial instruments for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected

Note-16. Other Financial Assets (Current) *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, considered good)				
Derivative asset*	1.86	20.50	-	4.59
Interest receivable	14.80	5.00	3.83	2.01
LC charges recoverable	-	-	-	0.01
Government grant receivable	259.67	117.52	-	-
Total	**276.33**	**143.02**	**3.83**	**6.61**

Refer note 41 - Financial instruments for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.

* Derivative Asset is Mark To Market between forward rates at the time of hedging and the reporting date. Asset arises when the hedged rate is lower than the rate as on reporting date.

Note-17. Other current assets *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, considered good)				
Advances against expenses	922.10	1,245.34	394.83	6.79
Prepaid lease rentals	3.48	3.48	11.57	4.28
Prepaid expenses	31.38	36.77	13.30	8.80
Advances to employees	3.22	3.66	2.35	0.25
Balances with statutory authorities	472.95	450.09	1,041.34	971.27
Total	**1,433.13**	**1,739.34**	**1,463.39**	**991.39**

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Note-18. Equity share capital

Authorised capital	No. of shares as at 30th June 2018	As at 30th June 2018 (₹ in Million)	No. of shares as at 31st March 2018	As at 31st March 2018 (₹ in Million)	No. of shares as at 31st March 2017	As at 31st March 2017 (₹ in Million)	No. of shares as at 31st March 2016	As at 31st March 2016 (₹ in Million)
Opening Balance	30,00,00,000	3,000.00	30,00,00,000	3,000.00	23,00,00,000	2,300.00	23,00,00,000	2,300.00
Increase on account of increase in Authorised Share Capital	-	-	-	-	7,00,00,000	700.00	-	-
Closing Balance	**30,00,00,000**	**3,000.00**	**30,00,00,000**	**3,000.00**	**30,00,00,000**	**3,000.00**	**23,00,00,000**	**2,300.00**

Issued, Subscribed & Paid-up Capital

(₹ in Million)

Issued, Subscribed & Paid-up Capital	As at 30th June 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Equity shares of ₹ 10 each	2,420.75	2,420.75	2,420.75	2,237.25
	2,420.75	**2,420.75**	**2,420.75**	**2,237.25**

a) Reconciliation of equity shares outstanding at the beginning and at the end of the period/year.

Particulars	30th June 2018		31st March 2018	
	No of shares	Amount (₹ in Million)	No of shares	Amount (₹ in Million)
Equity shares at the beginning of the year	24,20,75,000	2,420.75	24,20,75,000	2,420.75
Equity shares at the end of the period/year	**24,20,75,000**	**2,420.75**	**24,20,75,000**	**2,420.75**

Particulars	31st March 2017		31st March 2016	
	No of shares	Amount (₹ in Million)	No of shares	Amount (₹ in Million)
Equity shares at the beginning of the year	22,37,25,000	2,237.25	17,54,00,000	1,754.00
Add: Share issued during the period/year	1,83,50,000	183.50	4,83,25,000	483.25
Equity shares at the end of the period/year	**24,20,75,000**	**2,420.75**	**22,37,25,000**	**2,237.25**

b) Rights/preferences/restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

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c) Details of shareholders holding more than 5% shares in the Company

Equity shares of ₹ 10 each fully paid up	30th June 2018		As at 31st March 2018	
	No of shares	% holding	No of shares	% holding
M/s Suntrack Commerce Private Limited	4,70,18,102	19.42%	4,70,18,102	19.42%
M/s Diwakar Viniyog Private Limited	4,45,19,103	18.39%	4,45,19,103	18.39%
M/s Bhanu Vyapaar Private Limited	3,54,09,991	14.63%	3,54,09,991	14.63%
M/s Deevee Commercials Limited	1,22,93,333	5.08%	1,22,93,333	5.08%
M/s Suraj Viniyog Private Limited	1,71,20,833	7.07%	1,71,20,833	7.07%
M/s Prabhakar Viniyog Private Limited (Formerly: Emami High Rise Private Limited)	1,44,39,847	5.97%	1,44,39,847	5.97%
M/s Raviraj Viniyog Private Limited (Formerly: Emami Enclave Makers Private Limited)	1,32,77,500	5.48%	1,32,77,500	5.48%
M/s Magnificient Vyapaar LLP	1,46,75,000	6.06%	1,46,75,000	6.06%

Equity shares of ₹ 10 each fully paid up	As at 31st March 2017		As at 31st March 2016	
	No of shares	% holding	No of shares	% holding
M/s Suntrack Commerce Private Limited	4,70,18,102	19.42%	3,90,66,202	17.46%
M/s Diwakar Viniyog Private Limited	4,45,19,103	18.39%	3,90,67,203	17.46%
M/s Bhanu Vyapaar Private Limited	3,54,09,991	14.63%	3,20,74,991	14.34%
M/s Deevee Commercials Limited	1,22,93,333	5.08%	1,22,93,333	5.49%
M/s Suraj Viniyog Private Limited	1,71,20,833	7.07%	1,54,53,333	6.91%
M/s Prabhakar Viniyog Private Limited (Formerly: Emami High Rise Private Limited)	1,44,39,847	5.97%	1,27,72,347	5.71%
M/s Raviraj Viniyog Private Limited (Formerly: Emami Enclave Makers Private Limited)	1,32,77,500	5.48%	1,16,10,000	5.19%
M/s Magnificient Vyapaar LLP	1,46,75,000	6.06%	-	-

Note 19. Other Equity

(₹ in Million)

Particulars	Reserve and Surplus		Total equity attributable to equity share holders of the company
	Securities Premium	Retained Earnings	
Balance at 1st April, 2018	6,441.57	(1,103.85)	5,337.72
Profit/(Loss) for the period		179.42	179.42
Other comprehensive income		1.44	1.44
Restatement Adjustments		(2.48)	(2.48)
Total	**6,441.57**	**(925.47)**	**5,516.09**
Balance as at 30th June, 2018	**6,441.57**	**(925.47)**	**5,516.09**

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(₹ in Million)

Particulars	Reserve and Surplus		Total equity attributable to equity share holders of the company
	Securities Premium	Retained Earnings	
Balance at 1st April, 2017	6,441.57	(329.50)	6,112.07
Profit/(Loss) for the year	-	(785.68)	(785.68)
Other comprehensive income	-	8.86	8.86
Restatement Adjustments		2.48	2.48
Total	**6,441.57**	**(1,103.85)**	**5,337.72**
Balance as at 31st March, 2018	**6,441.57**	**(1,103.85)**	**5,337.72**

(₹ in Million)

Particulars	Reserve and Surplus		Total equity attributable to equity share holders of the company
	Securities Premium	Retained Earnings	
Balance at 1st April, 2016	4,624.92	56.55	4,681.47
Profit/(Loss) for the year	-	(380.54)	(380.54)
Ind AS Adjustments	-	(5.43)	(5.43)
Other comprehensive loss	-	(0.09)	(0.09)
Total	**4,624.92**	**(329.50)**	**4,295.42**
Issue of equity shares	1,816.65	-	1,816.65
Balance as at 31st March, 2017	**6,441.57**	**(329.50)**	**6,112.07**

(₹ in Million)

Particulars	Reserve and Surplus		Total equity attributable to equity share holders of the company
	Securities Premium	Retained Earnings	
Balance at 1st April, 2015	2,691.92	(18.65)	2,673.27
Profit/(Loss) for the year	-	75.48	75.48
Other comprehensive loss	-	(0.28)	(0.28)
Total	**2,691.92**	**56.55**	**2,748.47**
Issue of equity shares	1,933.00	-	1,933.00
Balance as at 31st March, 2016	**4,624.92**	**56.55**	**4,681.47**

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Note-20. Long term borrowings *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Secured				
Rupee term loans from banks	16,175.78	15,511.26	11,133.73	5,995.80
Rupee term loans from NBFCs	895.50	-	-	-
Foreign currency term loans from banks	2,262.55	1,986.71	633.33	791.07
Current maturities of long term debt	(2,432.41)	(2,455.63)	(757.81)	(143.46)
	16,901.42	**15,042.34**	**11,009.25**	**6,643.41**
Acceptance for fixed assets	2,931.64	3,265.33	3,410.57	3,897.51
Buyer's credit (Foreign currency credit)	169.41	172.23	1,450.15	1,183.64
Total	**20,002.47**	**18,479.90**	**15,869.97**	**11,724.56**
Unsecured				
Loan from Bodies Corporate	1,030.00	1,000.00	-	-
Total	**1,030.00**	**1,000.00**	**-**	**-**
Finance lease				
Finance lease obligations	15.51	15.50	13.95	13.88
Total	**15.51**	**15.50**	**13.95**	**13.88**
Total	**21,047.98**	**19,495.40**	**15,883.92**	**11,738.44**

Repayment terms and security disclosure for the outstanding long-term borrowings (excluding current maturities) as at 30th June 2018 :
Term loans from banks are secured, in respect of respective facilities by way of :

(i) Nature of security for Secured Borrowings

(a) Rupee Term Loans amounting to ₹ 12,808.25 million for period ended 30th June, 2018, (31st March 2018 : ₹ 12,805.93 million) (31st March 2017 : ₹ 10,088.73 million) (31st March 2016 : ₹ 5,350.80 million) from Banks / Financial Institution are secured by first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.

(b) Rupee Term Loans amounting to ₹ 1,067.60 million for period ended 30th June, 2018 , (31st March 2018 : ₹ 671.94 million) (31st March 2017 : NIL) from Banks are secured by first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement Grinding unit at kalinganagar Industrial Complex Dist. jajpur, Odisha and Second pari passu charge on the entire current assets, present and future of the Cement Grinding unit at kalinganagar Industrial Complex Dist. jajpur, Odisha.

(c) Rupee Term Loan amounting to ₹ 277.80 million for the period ended 30th June 2018, (31st March 2018 : ₹ 299.09 million) (31st March 2017 : NIL) from RBL taken for fund capital expenditure required for development of limestone mines in Rajasthan and Andhra Pradesh is secured by subservient charge by way of hypothecation on all current assets both present and future of the company. A Company namely Diwakar Viniyog Pvt Ltd has given guarantee for the same. Shares of Emami Limited held by one of the company namely Diwakar Viniyog Pvt. Ltd has been also pledged.

(d) Rupee Term Loan amounting to ₹ 1,597.35 million for the period ended 30th June 2018, (31st March 2018 : ₹ 1,597.08 million) (31st March 2017 : ₹ 900 million) (31st March 2016 : ₹ 500 million), from IndusInd Bank taken for long term fund requirements is secured by subservient charge on all movable fixed assets & current assets of the company and first and exclusive charge on parcel of land in Andhra Pradesh. A Company namely Suntrack Commerce Pvt. Ltd has given guarantee for the same. Shares of Emami Limited held by one of the company namely Suntrack Commerce Pvt. Ltd has been also pledged.

(e) Rupee Term Loans amounting to ₹ 134.79 million for the period ended 30th June 2018 , (31st March 2018 : ₹ 137.21 million) (31st March 2017 : ₹ 145.00 million) (31st March 2016 : ₹ 145.00 million) taken for Solar Power Plant in Tamil Nadu is secured by first charge created on equitable mortgage over all immovable properties and hypothecation over all moveable fixed assets situated in Tamil Nadu, receivables pertaining to the project and second charge over all the current assets of the project. A Company namely Bhanu Vyappar Pvt. Ltd has given guarantee for the same.

(f) ECB Loan of ₹ 486.03 million for the period ended 30th June 2018 , (31st March 2018 : ₹ 494.38 million) (31st March 2017 : ₹ 633.33 million) (31st March 2016 : ₹ 791.07 million) from ICICI Bank Limited taken for Solar Power Plant is secured by first charge created on leasehold land, rights under Power Purchase Agreement dated 07.12.2010, Operation and Maintenance Agreement dated 06th September 2011 and Engineering, procurement and construction Agreement dated 06.09.2011 and first charge on all present and future movable properties including all current assets and non current assets, moveable machinery, spares, equipment, tools and accessories, vehicles of the Solar Power Division situated at Charanka, Patan district, Gujarat. A Company namely Bhanu Vyappar Pvt. Ltd has given guarantee for the same.

(g) FCNR Loans amounting to ₹ 1,776.51 million for the period ended 30th June 2018, (31st March 2018 : ₹ 1,492.33 million) (31st March 2017 : NIL) from Banks / Financial Institution are secured by first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.

(h) Acceptances amounting to ₹ 2,931.64 million for the year ended 30th June 2018, (31st March 2018 : ₹ 3,265.33 million) (31st March 2017 : ₹ 3,410.57 million) (31st March 2016 : ₹ 3,897.51 million), from banks is secured by first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh), cement plant at Panagarh (West Bengal) and Cement Grinding unit at kalinganagar Industrial Complex Dist. jajpur, Odisha of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh), cement plant at Panagarh (West Bengal) of the Company & Cement Grinding unit at kalinganagar Industrial Complex Dist. jajpur, Odisha.

(i) Buyers Credit amounting to ₹ 169.41 million for the period ended 30th June 2018, (31st March 2018 : ₹ 172.23 million) (31st March 2017 : ₹ 145.02 million) (31st March 2016 : ₹ 1,183.64 million) in 16-17 from banks is secured by first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh), cement plant at Panagarh (West Bengal) and Cement Grinding unit of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh), cement plant at Panagarh (West Bengal) of the Company & Cement Grinding unit.

(j) Rupee Term Loan amounting to ₹ 290.00 for the period ended 30th June 2018, from YES Bank taken for long term fund requirements for capex for cement plants including Limestone mine development are secured by subservient charge on all current assets & movable fixed assets of the company. Shares of Emami Limited & Emami Paper Mills Limited held by companies namely Suntrack Commerce Pvt. Ltd & Suraj Viniyog Pvt. Ltd. has been pledged.

(k) Rupee Term Loan amounting to ₹ 895.50 million for the period ended 30th June, 2018, from Clix Finance India Private Ltd taken for long term fund requirements are secured by sub-servient charge by way of hypothecation on all movable fixed assets of the company. A Company namely Diwakar Viniyog Pvt. Ltd has given guarantee for the same. Shares of Emami paper Mills Limited held by one of the company namely Diwakar Viniyog Pvt. Ltd has been also pledged.

(ii) Repayment Terms for Secured Borrowings

(₹ in Million)

Type of Loan	30th June 2018 *	31st March 2018	31st March 2017	31st March 2016	Rate of Interest	Repayment Schedule
	Loan Amount	Loan Amount	Loan Amount	Loan Amount		
Term Loan	12,809.06	12,834.66	10,112.13	5,350.80	9.60% to 12.75%	36 quarterly instalments commencing from 31st March 2018
Term Loan	1,067.72	676.74	-	-	8.60%	40 quarterly instalments commencing from 31st October 2020
Term Loan	277.92	300.00	-	-	9.75%	14 equal quarterly instalments commencing from 29th May 2018
Term Loan	1,597.62	1,600.00	900.00	500.00	10.70% Weighted Average	10 equal quarterly instalments commencing from 31st Oct 2017 and 16 equal quarterly instalments commencing from 31st March 2019 and 31st Dec 2018
Term Loan	134.81	137.75	145.00	145.00	0.75% above base rate p.a. (Base rate as on 31/03/2017 is 9.35%)	44 quarterly instalments commencing from 30th June 2017
Term Loan	300.00			-	9.90%	16 quarterly instalments commencing from 30th Sep 2019
Loan from NBFC	900.00			-	10.65%	8 quarterly instalments commencing from 30th Sep 2019
ECB Loan	486.04	494.47	633.33	791.07	Average rate of 6.28% p.a.	36 quarterly instalments commencing from 29th December 2012
FCNR Loan	1,776.51	1,492.23	-	-	Average rate of 5.01777% p.a.	36 quarterly instalments commencing from 31st March 2018
Acceptances	2,931.64	3,265.33	3,410.57	3,897.51	Ranging from 9.10% to 9.65%	Acceptances are convertible into rupee loan on the due date and have the same repayable schedule as of the respective term loan.
Buyers Credit	129.40	132.22	1,317.77	1,078.46	Ranging from 0.39% to 0.50% above Euribor	Buyers credit is convertible into rupee loan after three years from the date of availment of buyers credit and is to be repaid as per repayment schedule of respective term loan.
Buyers Credit	40.01	40.01	132.38	105.18	Ranging from 0.45% to 0.70% above Libor	Buyers credit is convertible into rupee loan after three years from the date of availment of buyers credit and is to be repaid as per repayment schedule of respective term loan.
Unsecured Loan	1,030.00	1,000.00	-	-	12.00%	Repayable after 18 months
Finance lease obligations	15.51	15.50	13.95	13.88		
Total	**23,496.24**	**21,988.91**	**16,665.13**	**11,881.90**		
Less: Ind As Adjustments	15.85	37.88	23.40	-		
Less: Current Maturities	2,432.41	2,455.63	757.81	143.46		
Long Term Borrowings	**21,047.98**	**19,495.40**	**15,883.92**	**11,738.44**		

* For more details please refer Annexure - V Note 20A of Secured Borrowings

EMAMI CEMENT LIMITED

Annexure - V Note 20 A

Restated Statement of Principal Term of Secured Borrowings outstanding

Sl No.	Bank Name	Facility	Rate of Interest % p.a.	Currency	Outstanding as on 30th June, 2018 (₹ In million)	Current Portion (₹ In million)	Non Current Portion (₹ In million)	Repayment Terms as per loan agreement	Reschedulement Pre payment / Defaults and Penalties	Security as per Loan Agreement
1	Bank of Baroda	Term Loan	9.00%	INR	2,723.02	302.00	2,421.02	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty : 0.5% on prepaid amount (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
2	Central Bank	Term Loan	9.60%	INR	1,370.68	200.00	1,170.68	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty : 0.5% on prepaid amount (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
3	Union Bank	Term Loan	9.60%	INR	1,542.01	200.00	1,342.01	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty : 0.5% on prepaid amount (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
4	Allahabad Bank	Term Loan	9.60%	INR	1,364.28	150.00	1,214.28	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty : 0.5% on prepaid amount (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
5	IOB	Term Loan	9.60%	INR	1,340.36	150.00	1,190.36	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty : 0.5% on prepaid amount (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
6	Axis Bank	Term Loan	9.60%	INR	1,253.62	138.00	1,115.62	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty : 2% on outstanding amount (except if paid out of company owned funds). However, in case of interest rate, after rest, is not acceptable to the company, company may prepay outside sources within 90 days without prepayment charges. Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
7	SBI	Term Loan	12.70%	INR	22.52	-	22.52	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty : 0.5% on prepaid amount (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.

EMAMI CEMENT LIMITED

Annexure - V Note 20 A

Restated Statement of Principal Term of Secured Borrowings outstanding

Sl No.	Bank Name	Facility	Rate of Interest % p.a.	Currency	Outstanding as on 30th June, 2018 (₹ In million)	Current Portion (₹ In million)	Non Current Portion (₹ In million)	Repayment Terms as per loan agreement	Reschedulement Pre payment / Defaults and Penalties	Security as per Loan Agreement
8	SBI	FCNR	5.75%	USD	1,776.52	200.00	1,576.52	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty: 1.5% on prepaid amount computed for the unexpired period of the loan (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
9	OBC	Term Loan	9.60%	INR	686.70	75.00	611.70	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty: 0.5% of outstanding amount in case of takeover (except if paid out of company owned funds or group & associate concern), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
10	Vijaya Bank	Term Loan	9.60%	INR	639.62	75.00	564.62	36 quarterly instalments commencing from 31st March 2018	Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
11	Syndicate Bank	Term Loan	9.60%	INR	688.91	75.00	613.91	36 quarterly instalments commencing from 31st March 2018	Default Interest Rate : 1% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
12	South Indian Bank	Term Loan	9.60%	INR	706.99	83.30	623.69	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty : 0.5% on prepaid amount (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
13	Dena Bank	Term Loan	9.60%	INR	473.70	50.00	423.70	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty : 0.5% on prepaid amount (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
14	IFCI	Term Loan	10.70%	INR	898.46	100.00	798.46	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty : 0.5% on prepaid amount (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.

EMAMI CEMENT LIMITED

Annexure - V Note 20 A

Restated Statement of Principal Term of Secured Borrowings outstanding

Sl No.	Bank Name	Facility	Rate of Interest % p.a.	Currency	Outstanding as on 30th June, 2018 (₹ In million)	Current Portion (₹ In million)	Non Current Portion (₹ In million)	Repayment Terms as per loan agreement	Reschedulement Pre payment / Defaults and Penalties	Security as per Loan Agreement
15	United Bank of India	Term Loan	9.05%	INR	1,420.58	100.00	1,320.58	36 quarterly instalments commencing from 31st March 2018	Prepayment penalty : 0.5% on prepaid amount for the period of prepayment (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
16	Allahabad Bank	Term Loan	8.60%	INR	556.79	-	556.79	40 quarterly instalments commencing from 31st October 2020	Prepayment penalty : 0.5% on prepaid amount (except from internal accruals and interest reset), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement Grinding unit at kalinganagar Industrial Complex Dist. jajpur, Odisha and Second pari passu charge on the entire current assets, present and future of the Cement Grinding unit at kalinganagar Industrial Complex Dist. jajpur, Odisha.
17	Punjab National Bank	Term Loan	8.60%	INR	919.19	-	919.19	40 quarterly instalments commencing from 31st October 2020	Prepayment penalty : 0.5% on prepaid amount (except from internal accruals and interest reset), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement Grinding unit at kalinganagar Industrial Complex Dist. jajpur, Odisha and Second pari passu charge on the entire current assets, present and future of the Cement Grinding unit at kalinganagar Industrial Complex Dist. jajpur, Odisha.
18	Union Bank of India	Term Loan	8.60%	INR	192.23	-	192.23	40 quarterly instalments commencing from 31st October 2020	Prepayment penalty : 0.5% on prepaid amount (except from internal accruals and interest reset), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement Grinding unit at kalinganagar Industrial Complex Dist. jajpur, Odisha and Second pari passu charge on the entire current assets, present and future of the Cement Grinding unit at kalinganagar Industrial Complex Dist. jajpur, Odisha.
19	IndusInd Bank	Term Loan	10.55%	INR	350.00	200.00	150.00	10 equal quarterly instalments commencing from 31st October 2017	No pre:payment penalty to be charged if prepaid out of promoter contribution with prior notice of 5 days	subservient charge on all movable fixed assets & current assets of the company and first and exclusive charge on parcel of land in Andhra Pradesh. A Company namely Suntrack Commerce Pvt. Ltd has given guarantee for the same. Shares of Emami Limited held by one of the company namely Suntrack Commerce Pvt. Ltd has been also pledged.
20	IndusInd Bank	Term Loan	8.80%	INR	400.00	25.00	375.00	16 equal quarterly instalments commencing from 31st March, 2019	No pre:payment penalty to be charged if prepaid out of promoter contribution with prior notice of 5 days	subservient charge on all movable fixed assets & current assets of the company and first and exclusive charge on parcel of land in Andhra Pradesh. A Company namel Suntrack Commerce Pvt. Ltd has given guarantee for the same. Shares of Emami Limited held by one of the company Suntrack Commerce Pvt. Ltd has been also pledged.
21	IndusInd Bank	Term Loan	10.30%	INR	850.00	106.30	743.70	16 equal quarterly instalments commencing from 31st December, 2018	No pre:payment penalty to be charged if prepaid out of promoter contribution with prior notice of 5 days	subservient charge on all movable fixed assets & current assets of the company and first and exclusive charge on parcel of land in Andhra Pradesh. A Company namely Suntrack Commerce Pvt. Ltd has given guarantee for the same. Shares of Emami Limited held by one of the company Suntrack Commerce Pvt. Ltd has been also pledged.
22	RBL Bank	Term Loan	9.65%	INR	277.80	64.20	213.60	14 equal quarterly instalments commencing from 29th May 2018	NIL	subservient charge by way of hypothecation on all current assets both present and future of the company. A group Company namely Diwakar Viniyog Pvt Ltd has given guarantee for the same. Shares of Emami Limited held by one of the company namely Diwakar Viniyog Pvt. Ltd has been also pledged.
23	Yes Bank		9.90%	INR	290.00	-	290.00	16 equal quarterly instalments commencing from 29th Sept, 2019	NIL	subservient charge on all current assets & movable fixed assets of the company. Shares of Emami Limited & Emami Paper Mills Limited held by companies namely Suntrack Commerce Pvt. Ltd & Suraj Viniyog Pvt. Ltd. has been pledged.
24	Clix Finance India Pvt Ltd		10.65%	INR	900.00	-	900.00	8 equal quarterly instalments commencing from 26th Sept, 2019	Mandatory prepayment of all amounts outstanding along with any accrued interest within 15 days of receipt of proceeds from an initial public offering by the Company, all other places prepayment premium of 2% on amount to be prepaid.	sub-servient charge by way of hypothecation on all movable fixed assets of the company. A group Company namely Diwakar Viniyog Pvt. Ltd has given guarantee for the same. Shares of Emami paper Mills Limited held by one of the company namely Diwakar Viniyog Pvt. Ltd has been also pledged.

EMAMI CEMENT LIMITED

Annexure - V Note 20 A

Restated Statement of Principal Term of Secured Borrowings outstanding

Sl No.	Bank Name	Facility	Rate of Interest % p.a.	Currency	Outstanding as on 30th June, 2018 (₹ In million)	Current Portion (₹ In million)	Non Current Portion (₹ In million)	Repayment Terms as per loan agreement	Reschedulement Pre payment / Defaults and Penalties	Security as per Loan Agreement
25	ICICI Bank	Term Loan	10.10%	INR	135.42	0.05	135.37	44 quarterly instalments commencing from 30th June 2017	1.00% on principal amount (except the reset of "Spread") Default Interest Rate : 2% p.a. over and above normal interest rate, No prepayment premium in case of mandatory prepayment.	first charge created on equitable mortgage over all immovable properties and hypothecation over all moveable fixed assets situated in Tamil Nadu, receivables pertaining to the project and second charge over all the current assets of the project. A Company namely Bhanu Vyappar Pvt. Ltd has given guarantee for the same.
26	ICICI Bank	ECB		USD	486.02	133.22	352.80	36 equal quarterly instalments commencing from 29th December 2012	no prepayment permitted	secured by first charge created on leasehold land, rights under Power Purchase Agreement dated 07.12.2010, Operation and Maintenance Agreement dated 06.09.2011 and Engineering, procurement and construction Agreement dated 06.09.2011 and first charge on all present and future movable properties including all current assets and non current assets, moveable machinery, spares, equipment, tools and accessories, vehicles of the Solar Power Division situated at Charanka, Patan district, Gujarat. A Company namely Bhanu Vyappar Pvt. Ltd has given guarantee for the same.
27	HDFC	WCDL	8.50%	INR	300.00	300.00	-	36 quarterly instalments commencing from 29th December 2012	Default Interest Rate : 2% p.a. over and above normal interest rate, no prepayment allowed	first pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company
28	Axis Bank Ltd.	WCDL	9.00%	INR	123.70	123.70	-	-	Default Interest Rate : 2% p.a. over and above normal interest rate	secured by first pari passu charge on the entire current assets, present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
29	Union Bank of India	WCDL	8.70%	INR	300.00	300.00	-	-	Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire present and future, current assets of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company
30	South Indian Bank	WCDL	8.75%	INR	250.00	250.00	-	-	Default Interest Rate : 2% p.a. over and above normal interest rate	secured by first pari passu charge on the entire current assets, present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company and second pari passu on the movable and immovable fixed assets of cement and power plant situated at Risda & Panagarh.
31	Axis Bank Ltd.	Cash Credit	9.00%	INR	318.88	318.88	-	-	Default Interest Rate : 2% p.a. over and above normal interest rate	secured by first pari passu charge on the entire current assets, present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
32	HDFC	Cash Credit		INR	13.40	13.40	-			
33	Union Bank of India	Cash Credit	8.70%	INR	200.00	200.00	-	-	Default Interest Rate : 2% p.a. over and above normal interest rate	secured by first pari passu charge on the entire current assets, present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
34	HDFC	Short Term Loan	8.75%	INR	250.00	250.00	-	-	Default Interest Rate : 2% p.a. over and above normal interest rate	secured by first pari passu charge on the entire current assets, present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.
35	HDFC	Short Term Loan	8.85%	INR	250.00	250.00	-	-	Default Interest Rate : 2% p.a. over and above normal interest rate	secured by first pari passu charge on the entire current assets, present and future of the Cement and Power Plant situated at Risda (Chhattisgarh) & cement plant at Panagarh (West Bengal) of the Company.

EMAMI CEMENT LIMITED

Annexure - V Note 20 A

Restated Statement of Principal Term of Secured Borrowings outstanding

Sl No.	Bank Name	Facility	Rate of Interest % p.a.	Currency	Outstanding as on 30th June, 2018 (₹ In million)	Current Portion (₹ In million)	Non Current Portion (₹ In million)	Repayment Terms as per loan agreement	Reschedulement Pre payment / Defaults and Penalties	Security as per Loan Agreement
36	Union Bank of India	Buyers Credit		EURO	36.14	-	36.14	Buyers credit is convertible into rupee loan after three years from the date of availment of buyers credit and is to be repaid as per repayment schedule of respective term loan.	Prepayment penalty : 0.5% on prepaid amount (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement Grinding unit, and Second pair passu charge on the entire current assets, present and future of the Cement Grinding unit.
38	Union Bank of India	Buyers Credit		EURO	93.23	-	93.23	Buyers credit is convertible into rupee loan after three years from the date of availment of buyers credit and is to be repaid as per repayment schedule of respective term loan.	Prepayment penalty : 0.5% on prepaid amount (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement Grinding unit, and Second pair passu charge on the entire current assets, present and future of the Cement Grinding unit.
37	Bank of Baroda	Buyers Credit		EURO	40.01	-	40.01	Buyers credit is convertible into rupee loan after three years from the date of availment of buyers credit and is to be repaid as per repayment schedule of respective term loan.	Prepayment penalty : 0.5% on prepaid amount (except if paid out of company owned funds), Default Interest Rate : 2% p.a. over and above normal interest rate	first pari passu charge on the entire fixed assets (movable & immovable), present and future of the Cement Grinding unit, and Second pair passu charge on the entire current assets, present and future of the Cement Grinding unit.
	TOTAL				**24,440.78**	**4,433.05**	**20,007.73**			

Restated Statement of Principal Term of Unsecured Borrowings outstanding

Sl No.	Lender Name	Facility	Rate of Interest % p.a.	Currency	Outstanding as on 30th June, 2018 (₹ In million)	Current Portion (₹ In million)	Non Current Portion (₹ In million)	Repayment Terms as per loan agreement
1	Bengal NRI Complex Ltd *	Unsecured Loan	10.00%	INR	50.00	50.00	-	Repayable on demand
2	Bhanu Vyapaar Pvt ltd	Unsecured Loan	12.00%	INR	330.00	-	330.00	Repayable after 1 year
3	Suntrack Commerce Pvt Ltd	Unsecured Loan	12.00%	INR	307.50	-	307.50	Repayable after 1 year
4	Prabhakar Viniyog pvt Ltd	Unsecured Loan	12.00%	INR	392.50	-	392.50	Repayable after 1 year
	TOTAL				**1,080.00**	**50.00**	**1,030.00**	

* Please refer Annexure V Note 24

Emami Cement Limited
Annexure V
Notes to the Restated Ind AS Financial Information- Other Information

Note-21. Other Financial liabilities (Non- Current)

(₹ in Million)

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Security deposits received	210.04	150.88	164.42	-
Interest accrued but not due on borrowings	11.13	35.18	339.86	-
Retention money	75.93	133.71	46.98	-
Total	**297.10**	**319.77**	**551.26**	**-**

Note-22. Other non-current liabilities

(₹ in Million)

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Deferred government capital grants	16.56	16.61	-	-
Deferred income *	704.27	549.55	152.05	-
Total	**720.83**	**566.16**	**152.05**	**-**

** Deferred income is the difference between the actual security deposits received and the present value of such deposits.*

Note 23. Long-term Provisions

(₹ in Million)

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Provision for Employee Benefits - Gratuity *	23.47	21.92	14.64	6.76
Mining land restoration obligation **	0.24	0.22	0.11	-
Total	**23.71**	**22.14**	**14.75**	**6.76**

* Refer Note 40 : Employee Benefit Obligations
** Refer Note 50 : Provision for Mining land restoration

Note-24. Short term borrowings

(₹ in Million)

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Secured				
Loans Repayable on Demand				
From banks - Working capital borrowings	2,005.90	1,479.00	1,035.00	360.00
Unsecured				
From Bodies Corporate	50.00	50.00	88.49	50.00
Total	**2,055.90**	**1,529.00**	**1,123.49**	**410.00**

(i) Borrowings from banks are secured, in respect of respective facilities by way of hypothecation of stock of raw materials, work-in-progress, finished goods, stores and book debts and further secured by 2nd charge on property, plant & equipment of the Company.

Note 25. Trade payables

(₹ in Million)

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Due to micro, small and medium enterprises	-	-	-	-
Due to others	1,617.87	1,118.93	751.99	84.31
Total	**1,617.87**	**1,118.93**	**751.99**	**84.31**

Emami Cement Limited
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Notes to the Restated Ind AS Financial Information- Other Information

Note-26. Other financial liabilities (Current) *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Current maturities of long term debts	2,432.41	2,455.63	757.81	143.46
Current maturities of finance lease obligation	3.12	3.12	3.11	3.13
Interest accrued and due on borrowings	61.94	84.25	85.44	129.50
Interest accrued but not due on borrowings	536.83	576.38	177.63	257.12
Security deposits	45.16	45.16	15.25	10.16
Retention money	163.22	104.86	186.41	238.35
Derivative liability *	15.16	-	47.29	-
Total	**3,257.84**	**3,269.40**	**1,272.94**	**781.72**

* Derivative Liability is Mark To Market between forward rates at the time of hedging and the reporting date. Liability arises when the hedged rate is higher than the rate as on reporting date.

Note-27 Other current liabilities *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Statutory dues	206.65	220.30	95.11	30.67
Advance from customers	255.46	359.75	449.91	3.69
Liability for Expenses	1,024.76	1,166.83	-	-
Creditors for capital goods	99.65	102.17	569.61	549.88
Payable to Employees	23.19	18.40	-	-
Deferred government capital grants	0.17	0.17	-	-
Total	**1,609.88**	**1,867.62**	**1,114.63**	**584.24**

Note-28. Short term provisions *(₹ in Million)*

Particulars	As at 30th June, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Provision for Employee Benefits				
- Gratuity *	0.84	3.71	5.87	11.03
- Leave encashment	30.09	32.41	23.23	14.21
Total	**30.93**	**36.12**	**29.10**	**25.24**

* Refer Note 40 on Employee Benefit Obligations

Emami Cement Limited
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Notes to the Restated Ind AS Financial Information- Other Information

Note - 29. Revenue from operations *(₹ in Million)*

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Sale of Products				
- Cement	4,781.90	11,874.23	2,515.50	-
- Less: Trial run sales	-	2,314.50	884.86	-
- Net Cement Sales	**4,781.90**	**9,559.74**	**1,630.64**	**-**
- Clinker	30.83	1,131.53	252.23	-
- Solar Power	76.81	269.45	286.11	253.46
	4,889.54	**10,960.72**	**2,168.98**	**253.46**
Less: Rebates & Discounts	351.10	905.24	289.35	-
Total	**4,538.44**	**10,055.48**	**1,879.63**	**253.46**
				-

Note - 30. Other income *(₹ in Million)*

Particulars	Nature (Recurring / Non-recurring)	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Profit on sale of mutual funds	Non-recurring	5.47	10.22	10.99	5.53
Gain from fair valuation of financial instruments carried at fair value through Profit and Loss					
- Derivative Instruments	Recurring	-	57.29	-	58.71
- Mutual Fund	Non-recurring	-	3.92	0.38	0.11
Scrap sales	Recurring	6.31	28.88	1.23	-
Profit on sales of property, plant and equipment	Non-recurring	0.01	0.03	0.00	-
Insurance claim received	Non-recurring	0.04	0.39	0.05	-
Foreign exchange fluctuation gain	Recurring	25.69	-	-	-
Government grants	Recurring	142.19	100.74	-	-
Others	Non-recurring	17.12	13.38	4.50	0.54
Total		**196.83**	**214.85**	**17.15**	**64.89**

Note : The classification of income into recurring and non-recurring is based on the current operations and business activities of the group.The Income has arisen from other than normal business activities.

Note - 31. Cost of material consumed *(₹ in Million)*

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Opening Stock of Raw Material	134.40	360.93	-	-
Add: Purchases	1,161.91	1,194.54	985.21	-
Less: Closing Stock of Raw Material	149.00	134.40	360.93	-
Total	**1,147.31**	**1,421.07**	**624.28**	**-**

Note - 32. Change in inventories of finished goods and work -in-progress *(₹ in Million)*

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Opening Stock				
Finished Goods	171.29	73.69	-	-
Work-in-progress	228.87	302.82	-	-
Certified Emission Reduction Certificates (CERs)	1.40	1.09	0.71	0.33
	401.56	**377.60**	**0.71**	**0.33**
Closing Stock				
Finished Goods	319.26	171.29	73.69	-
Work-in-progress	271.55	228.87	302.82	-
Certified Emission Reduction Certificates (CERs)	1.49	1.40	1.09	0.71
	592.30	**401.56**	**377.60**	**0.71**
(Increase)/ Decrease in Inventories	**(190.74)**	**(23.96)**	**(376.89)**	**(0.38)**

Note - 33. Employee benefits expense *(₹ in Million)*

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Salaries & Wages	146.99	416.35	168.93	6.23
Contribution to provident and other funds	6.99	37.96	12.31	0.53
Gratuity	0.29	11.48	1.12	-
Staff welfare	7.49	17.91	1.83	-
Total	**161.76**	**483.70**	**184.19**	**6.76**

Emami Cement Limited
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Notes to the Restated Ind AS Financial Information- Other Information

Note - 34. Other expenses *(₹ in Million)*

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Consumption of stores and spare parts	274.77	521.88	66.67	
Power, fuel and electricity	884.64	2,560.15	633.57	2.46
Operation and maintenance expenses	34.48	98.31	11.13	7.66
Repairs				
Building	6.17	5.81	0.38	0.27
Machinery	12.54	40.97	2.59	0.73
Others	2.29	4.66	0.23	-
Rent	18.61	109.22	30.65	4.66
Rates and taxes	4.57	28.17	12.21	0.01
Insurance	3.17	5.37	1.97	0.39
Bank Charges	5.22	22.71	12.33	-
Commission and brokerage	53.54	124.92	36.76	-
Travelling and conveyance	18.61	62.42	24.33	0.43
Communication expenses	1.35	4.50	1.63	-
Legal and professional (Refer Note 54 below for details of Auditor's remuneration)	62.14	138.67	26.45	1.69
Information technology operations	14.06	39.79	7.46	-
Transport and handling expenses	1,488.02	3,073.82	396.66	-
Advertisement and publicity	64.10	374.44	189.67	-
Gain from fair valuation of financial instruments carried at fair value through Profit and Loss- Mutual Funds	3.37	-	-	-
Research and development expenses	2.35	10.91	2.15	-
Loss on fair valuation of derivative through Profit and Loss	28.21	-	4.59	-
Foreign exchange fluctuation loss	13.90	29.77	26.95	-
Corporate social responsibility	-	-	0.17	-
Miscellaneous expenses	35.97	116.50	88.48	26.94
Total	**3,032.07**	**7,372.99**	**1,577.03**	**45.24**

Note - 35. Finance Income *(₹ in Million)*

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Interest received on financial assets carried at amortised cost				
- Deposits	2.76	8.69	11.21	1.97
- Loans	-	-	3.39	0.87
- Others	-	4.41	0.09	-
Interest income on income tax refund		-	0.39	-
Total	**2.76**	**13.10**	**15.08**	**2.84**

Note - 36. Finance costs *(₹ in Million)*

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Interest Expense				
On Borrowings	284.35	981.19	356.85	59.81
Others *	71.28	368.74	108.52	-
Other Borrowing Costs **	38.59	24.29	2.89	26.86
Total	**394.22**	**1,374.22**	**468.26**	**86.67**

* Others include interest on Letter of Credit, interest on security deposit received from various vendors, transporters, retailers and dealers and interest paid on delay in statutory compliances.
** Other borrowing costs includes interest on unsecured loan.

Note - 37. Depreciation and amortisation *(₹ in Million)*

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Depreciation on Tangible Assets	288.19	893.69	289.93	121.80
Amortisation on Tangible assets	2.90	12.42	7.25	1.36
Less: Transferred to Pre-operative expenses	0.55	6.40	39.60	19.79
Total	**290.54**	**899.71**	**257.58**	**103.37**

Note - 38. Tax expense *(₹ in Million)*

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Current tax	-	-	-	4.05
Deferred tax	276.55	773.22	661.43	-
Total	**276.55**	**773.22**	**661.43**	**4.05**

Emami Cement Limited
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Notes to the Restated Ind AS Financial Information- Other Information

Note-39 : Commitments and Contingent Liabilities

(a) Capital commitments
Estimated amount of contracts remaining to be executed on capital account and not provided for:

At 30th June 2018, the Company had commitments of relating to estimated amount of completion of Property, Plant & Equipment.

Descriptions
Estimated amount of contracts remaining to be executed and not provided for (Net of Advances)

(₹ in Million)

30th June 2018	31st March 2018	31st March 2017	31st March 2016
3,527.04	1,584.88	3,818.89	3,378.99

(b) Contingent Liabilities

(₹ in Million)

Particulars	30th June, 2018	31st March, 2018	31st March, 2017	31st March, 2016
(i) Guarantee furnished by banks on behalf of the Company for the period/year ended	1,340.58	1,340.58	405.68	304.54
(ii) Letters of Credit furnished by banks on behalf of the Company for the period/year ended	309.84	754.60	362.73	791.75
(iii) Service Tax under appeal	14.27	14.27	14.27	14.27
(iv) TDS under appeal for A.Y. 2009-10	N.A.	N.A.	0.01	0.01
(v) The Company had availed stamp duty exemption as available under the Chhattisgarh Industrial Policy, 2009-2014, subject to commencing of operations of the plant within a period of 5 years which could not be completed due to delay in land possession by the concerned State Authority, against which the office of the collector of stamps, Baloda Bazar, Chhattisgarh has issued a demand notice on account of stamp duty (including interest and penalty). Since the delay was not due to any reasons attributable to the company, the matter was appealed before the Hon'ble High Court of Chhattisgarh, which in turn has redirected the case to Revenue Court, Bilaspur, where the matter is pending to be decided.	4.43	N.A.	N.A.	N.A.
(vi) The Commercial Taxes, department, WB had directed that the company is liable to pay Entry Tax @ of 1% on all imports in the state of West Bengal under The West Bengal Tax for Entry of Goods into Local Areas Act, 2012. This Act was declared Ultra Vires by order dated 24th June, 2013 of the Hon'ble High Court at Calcutta. The company has filed a writ petition before the Hon'ble High Court of Calcutta seeking direction upon the Sales Tax Authorities to forthwith rescind and / or forbear from giving any effect or further effect to the observation of imposing the Entry Tax. The petition stands disposed of. However, in view of latest judgment of 9-Member Bench of the Hon'ble Supreme Court and subsequent amendment in The West Bengal Tax On Entry Of Goods Into Local Areas Act, 2012, the Management is of the view that the company may have liability of paying Entry Tax under the said act.	23.83	23.83	-	-
(vii) Gujarat Urja Vikash Nigam Ltd. (GUVNL) filed a petition before the Gujarat State Commission praying for downward revision of the tariff for the Solar Energy Projects for all solar projects set-up in that state, including the project of the company. The said petition was dismissed by the State Commission. GUVNL filed an appeal before the Appellate Tribunal for Electricity, Gujarat. The Appellate Tribunal also dismissed the petition filed by GUVNL by its order dated 22nd August 2014. GUVNL has filed special leave petition before the Hon'ble Supreme Court which is pending.	-	-	-	-
(viii) The Government of Rajasthan had granted a ''Letter of Intent'' dated 31st December 2014 for grant of Mining Lease of Limestone in an area of 989.50 hectare. A review committee formed by the Government of Rajasthan had cancelled LOI issued to various parties including the company. The company has appealed to the Revision Authority, Ministry of Mines, Government of India against such cancellation. The cancellation order was set aside and remanded back to the State Government. The company has appealed before the Hon'ble High Court of Rajasthan against no action taken by the State Government as directed by the Revision Authority, Ministry of Mines, Government of India, which is pending	-	-	-	-
(ix) The Government of Andhra Pradesh had granted a ''Letter of Intent'' for grant of Mining Lease of Limestone in Tengada village of Dachepalli Mandal in Guntur district in an area 521.691 hectare. As per new Mining Law MMDR -2015, the mining lease was to be executed on or before 11th January 2017, which was not executed due to various reasons attributable to state and central government. The company has filed a writ petition before Hon'ble High Court of Andhra Pradesh, in which Hon'ble High Court has grant ''status quo'' in respect of grant of mining lease.	N.A.	N.A.	-	-
Total	**1,692.95**	**2,133.28**	**782.69**	**1,110.57**

Note-39 : Commitments and Contingent Liabilities

(c) Leases

Operating lease commitments - Company as lessee

The Company has entered into operating leases consisting of certain offices and depots. These lease terms are for 3 or more years. There are no restrictions imposed by lease arrangements.

The Company has paid ₹ 16.19 million for the period ended 30th June 2018 (31st March 2018 : ₹ 101.86 million) (31st March 2017 : ₹ 16.96 million) (31st March 2016 : ₹ 8.98 million) towards minimum lease payment.

Future minimum rentals payables under non-cancellable operating leases at 30th June 2018 are as follows:

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Within one year	105.26	105.26	33.19	14.76
After one year but not more than five years	107.53	107.53	13.07	46.26
More than five years	-	-	-	-

Finance lease commitments - Company as lessee

The Company has entered into Financial leases on certain Land with lease terms upto 99 years. The Company has the option, under some its leases, to lease the assets for additional terms of 30 years.

Future minimum rentals payable under non-cancellable finance leases as at 30th June 2018 are, as follows:

(₹ in Million)

Particulars	Gross Amount Payable			
	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Within one year	3.12	3.12	3.11	3.13
After one year but not more than five years	15.60	15.60	12.43	12.43
More than five years	338.38	341.50	341.77	347.99

(₹ in Million)

Particulars	Present Value			
	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Within one year	1.32	1.48	1.64	1.85
After one year but not more than five years	4.74	5.31	4.98	5.59
More than five years	6.35	7.10	7.87	9.84

Note-40 : Employee Benefit Obligations

(₹ in Million)

Particulars	30th June 2018		31st March 2018	
	Current	Non-current	Current	Non-current
Gratuity	0.84	23.47	3.71	21.92
Leave Obligations	30.09	-	32.41	-
Total	**30.93**	**23.47**	**36.12**	**21.92**

(₹ in Million)

Particulars	31st March 2017		31st March 2016	
	Current	Non-current	Current	Non-current
Gratuity	5.87	14.64	11.03	6.76
Leave Obligations	23.23	-	14.21	-
Total	**29.10**	**14.64**	**25.24**	**6.76**

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

The weighted average duration of the defined benefit obligation as at 30th June 2018 is 10 years (31st March 2018: 9 years) (31st March 2017: 11 years) (31st March 2016: 5 years).

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(₹ in Million)

Changes in defined benefit obligation	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Present value obligation as at the start of the year	25.64	20.52	17.79	7.48
Interest cost	0.49	1.51	1.40	0.58
Current service cost	0.97	16.57	8.09	3.82
Past Service Cost	-	1.54	-	6.74
Benefits paid	(0.32)	(1.32)	(11.73)	-
Actuarial loss/(gain) on obligations	(2.46)	(13.17)	4.97	(0.84)
Present value obligation as at the end of the year	**24.31**	**25.63**	**20.52**	**17.79**

(₹ in Million)

Change in fair value of plan assets	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Fair value of plan assets as at the start of the year		-	-	-
Return on plan assets		-	-	-
Actuarial loss/(gain)		-	-	-
Contribution	0.32	1.32	11.73	-
Benefits paid	(0.32)	(1.32)	(11.73)	-
Fair value of plan assets as at the end of the year	-	-	-	-

Breakup of Actuarial gain/loss:

(₹ in Million)

Description	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Actuarial (gain)/loss on arising from change in demographic assumption	-	(4.98)	2.56	0
Actuarial (gain)/loss on arising from change in financial assumption	(1.15)	(2.71)	(1.57)	(0.42)
Actuarial (gain)/loss on arising from experience adjustment	(1.30)	(5.48)	3.98	(0.42)
Total	**(2.46)**	**(13.17)**	**4.97**	**(0.84)**

(₹ in Million)

Reconciliation of present value of defined benefit obligation and the fair value of plan assets	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Present value obligation as at the end of the year	24.31	25.63	20.52	17.79
Fair value of plan assets as at the end of the year	-	-		
Net liability recognized in balance sheet	**24.31**	**25.63**	**20.52**	**17.79**

(₹ in Million)

Amount recognized in the statement of profit and loss	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Current service cost	0.97	16.57	2.56	3.82
Past Service Cost	-	1.54	(1.57)	6.74
Interest cost	0.49	1.51	3.98	0.58
Amount recognised in the statement of profit and loss	**1.46**	**19.62**	**4.97**	**11.15**

Amount recognised in the statement of Other Comprehensive Income *(₹ in Million)*

Description	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Net Cumulative unrecognised actuarial gain/(loss) opening		-	-	
Actuarial (Gain)/Loss for the year on PBO	(2.46)	(13.17)	4.97	(0.84)
Actuarial (Gain)/Loss for the year on Asset		-	-	
Actuarial Gain/(Loss) at the end of the year	**(2.46)**	**(13.17)**	**4.97**	**(0.84)**

Description	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Discount rate	8.10% p.a.	7.60% p.a.	7.37% p.a.	7.87% p.a.
Future salary increase	9.00% p.a.	9.00% p.a.	10.00% p.a.	10.00% p.a.

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

Sensitivity analysis for gratuity liability

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Impact of the change in discount rate				
Present value of obligation at the end of the period /year	24.31	25.64	20.52	(17.79)
a) Impact due to increase of 0.50 %	(2.07)	(1.03)	(1.89)	(17.18)
b) Impact due to decrease of 0.50 %	2.40	1.11	2.30	(18.66)
Impact of the change in salary increase		-	-	-
Present value of obligation at the end of the period /year	24.31	25.64	20.52	(17.79)
a) Impact due to increase of 0.50 %	2.34	1.08	2.01	(18.62)
b) Impact due to decrease of 0.50 %	(2.07)	(1.02)	(1.71)	(17.20)

Total expected payments

The average duration of the defined benefit plan obligation at the end of the period ended 30th June 2018 is 10 years. (31st March 2018: 9 years) (31st March 2017: 11 years) (31st March 2016: 5 years).

Maturity profile for Defined benefit obligation

(₹ in Million)

Description	As at 30th June 2018	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Within next 12 months	0.84	3.71	5.87	110.33
Between 1-5 years	8.42	7.53	2.19	24.98
Beyond 5 years	52.78	47.32	50.29	186.62

Description of Risk Exposures

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary overtime. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate Risk: The interest rate used for discounting of obligations may vary consequent to which the obligations will increase on reduction of interest rates and vice versa.

Liquidity Risk : This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non-availability of enough cash / cash equivalent or holding of liquid assets not being sold in time to meet the liabilities.

Salary Escalation Risk : The present value of the defined benefit obligation is calculated with the assumption of salary increase rate. Deviation in the rate of increase of salary in future used to determine the present value of obligation will have a bearing on the company's liability.

Demographic Risk : The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Regulatory Risk : Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act , 1972(as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of ₹ 20,00,000).

Note-41. Financial instruments by category

For amortised cost instruments, carrying value represents the best estimate of fair value.

(₹ in Million)

Particulars	30th June 2018			31st March 2018		
	Fair value through Profit and Loss (FVTPL)	Fair value through Other Comprehensive Income (FVOCI)	Amortised cost	Fair value through Profit and Loss (FVTPL)	Fair value through Other Comprehensive Income (FVOCI)	Amortised cost
Financial assets						
Mutual Funds	71.46	-	-	327.11	-	-
Trade receivables	-	-	1,218.58	-	-	787.44
Loans	-	-	300.00	-	-	-
Security deposit	-	-	233.31	-	-	230.20
Cash and equivalents	-	-	179.29	-	-	231.63
Derivative financial assets	39.81	-	-	52.87	-	-
Margin money	-	-	437.77	-	-	973.58
Others	-		274.47			122.52
Total	**111.27**	**-**	**2,643.43**	**379.98**	**-**	**2,345.37**
Financial liabilities						
Borrowings (including interest)	-	-	26,149.30	-	-	24,178.96
Trade payable	-	-	1,617.87	-	-	1,118.93
Security deposit	-	-	255.20	-	-	196.04
Derivative financial liabilities	15.16	-	-	-	-	-
Other financial liabilities	-	-	2,624.49	-	-	2,730.60
Total	**15.16**	**-**	**30,646.87**	**-**	**-**	**28,224.53**

(₹ in Million)

Particulars	31st March 2017			31st March 2016		
	Fair value through Profit and Loss (FVTPL)	Fair value through Other Comprehensive Income (FVOCI)	Amortised cost	Fair value through Profit and Loss (FVTPL)	Fair value through Other Comprehensive Income (FVOCI)	Amortised cost
Financial assets						
Mutual Funds	298.65	-	-	48.44	-	-
Trade receivables	-	-	232.38	-	-	24.32
Loans	-	-	-	-	-	-
Security deposit	-	-	178.00	-	-	67.95
Cash and equivalents	-	-	682.84	-	-	371.95
Derivative financial assets	-	-	-	61.05	-	-
Margin money	-	-	386.48	-	-	346.74
Others	-	-	3.83	-	-	2.02
Total	**298.65**	**-**	**1,483.53**	**109.49**	**-**	**812.97**
Financial liabilities				-	-	
Borrowings (including interest)	-	-	18,371.25	-	-	12,681.65
Trade payable	-	-	751.99	-	-	84.31
Security deposit	-	-	179.67	-	-	10.16
Derivative financial liabilities	47.29	-	-	-	-	-
Other financial liabilities	-	-	1,543.92	-	-	854.59
Total	**47.29**	**-**	**20,846.83**	**-**	**-**	**13,630.71**

Note 41.1 : Fair value of financial assets and liabilities measured at Amortised cost and Fair value through Profit and Loss

(₹ in Million)

Particulars	30th June 2018		31st March 2018	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Carried at amortised cost				
Loans				
Advance to employees	3.22	3.22	3.66	3.66
Security deposits	230.35	233.31	230.35	230.20
Carried at FVTPL				
Mutual funds	71.46	71.46	327.11	327.11
Derivative financial assets	39.81	39.81	52.87	52.87
Total financial assets	**344.84**	**347.81**	**613.98**	**613.84**
Financial liabilities				
Carried at amortised cost				
Borrowings (including interest)	26,133.46	26,149.30	24,216.85	24,178.96
Derivative financial liabilities	15.16	15.16	-	-
Total financial liabilities	**26,148.62**	**26,164.46**	**24,216.85**	**24,178.96**

(₹ in Million)

Particulars	31st March 2017		31st March 2016	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Carried at amortised cost				
Loans				
Advance to employees	2.35	2.35	0.25	0.25
Security deposits	193.76	178.00	76.77	67.95
Carried at FVTPL				
Mutual funds	298.65	298.65	48.44	48.44
Derivative financial assets	-	-	61.05	61.05
Total financial assets	**494.75**	**479.00**	**186.51**	**177.69**
Financial liabilities				
Carried at amortised cost				
Borrowings (including interest)	18,354.68	18,371.25	12,628.45	12,681.65
Carried at FVTPL				
Derivative financial liabilities	47.29	47.29	-	-
Total financial liabilities	**18,401.97**	**18,418.54**	**12,628.45**	**12,681.65**

Note 41.2 :Fair value hierarchy

Financial assets and liabilities measured at fair value - recurring fair value measurements

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Financial assets				
Financial investments at FVTPL				
Mutual funds	71.46	327.11	298.65	48.44
Derivative financial assets	39.81	52.87	-	61.05
Total financial assets	**111.27**	**379.98**	**298.65**	**109.49**
Financial liabilities				
Derivative financial liabilities	15.16	-	47.29	-
Total	**15.16**	**-**	**47.29**	**-**

Financial assets and liabilities measured at fair value and amortised cost for which fair values are disclosed

(₹ in Million)

Particulars	30th June 2018			
	Level 1	Level 2	Level 3	Total
Investments				
Mutual Funds	71.46	-	-	71.46
Financial assets				
Derivative financial assets	39.81	-	-	39.81
Loans				
Advance to employees	-	-	3.22	3.22
Security deposits	-	-	233.31	233.31
Total financial assets	**111.27**	**-**	**236.53**	**347.81**
Financial liabilities				
Borrowings	-	-	26,149.30	26,149.30
Retention money	-	-	239.15	239.15
Derivative financial liabilities	15.16	-	-	15.16
Total	**15.16**	**-**	**26,388.45**	**26,403.61**

Emami Cement Limited
Annexure V
Notes to the Restated Ind AS Financial Information- Other Information

(₹ in Million)

Particulars	31st March 2018			
	Level 1	Level 2	Level 3	Total
Investments				
Mutual Funds	327.11	-	-	327.11
Financial assets				
Derivative financial assets	52.87	-	-	52.87
Loans				
Advance to employees	-	-	3.66	3.66
Security deposits	-	-	230.20	230.20
Total financial assets	**379.98**	**-**	**233.86**	**613.84**
Financial liabilities				
Borrowings (including interest)	-	-	24,178.96	24,178.96
Retention money	-	-	238.57	238.57
Derivative financial liabilities	-	-	-	-
Total	**-**	**-**	**24,417.54**	**24,417.54**

(₹ in Million)

Particulars	31st March 2017			
	Level 1	Level 2	Level 3	Total
Investments				
Mutual Funds	298.65	-	-	298.65
Financial assets				
Derivative financial assets	-	-	-	-
Loans				
Advance to employees	-	-	2.35	2.35
Security deposits	-	-	178.00	178.00
Total financial assets	**298.65**	**-**	**180.35**	**479.00**
Financial liabilities				
Borrowings (including interest)	-	-	18,371.25	18,371.25
Retention money	-	-	233.39	233.39
Derivative financial liabilities	47.29	-	-	47.29
Total	**47.29**	**-**	**18,604.64**	**18,651.93**

(₹ in Million)

Particulars	31st March 2016			
	Level 1	Level 2	Level 3	Total
Investments				
Mutual Funds	48.44	-	-	48.44
Financial assets				
Derivative financial assets	61.05	-	-	61.05
Loans				
Advance to employees	-	-	0.25	0.25
Security deposits	-	-	67.95	67.95
Total financial assets	**109.49**	**-**	**68.20**	**177.69**
Financial liabilities				
Borrowings (including interest)	-	-	12,681.65	12,681.65
Retention money	-	-	238.35	238.35
Derivative financial liabilities	-	-	-	-
Total	**-**	**-**	**12,920.00**	**12,920.00**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Company has established the following fair value hierarchy that categorises the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds and derivatives that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing Net Asset Value.

Level 2 : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

The following methods and assumptions were used to estimate the fair values:

(a) The fair values of the units of mutual fund schemes are based on net asset value at the reporting date.

(b) The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates of the respective currencies.

(c) The carrying amounts of trade receivables, trade payables, cash and cash equivalents are considered to be the same as their fair values, due to short term nature.

(d) The fair values for loans, retention money and security deposits were calculated based on cash flows discounted using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

(e) The fair values of non-current borrowings are based on discounted cash flows using a current borrowings rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

Note-42. Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include investments, trade and other receivables, cash & cash equivalents that derive directly form its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company. This financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

(A) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency rate risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments, payables, derivatives financial instruments and other market changes that affect market risk sensitive instruments. Foreign currency risk is the risk that the fair value or future cash flows of financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the long term debt obligations and Buyer's credit obligations with floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Variable rate borrowings	24,456.28	22,430.03	17,676.73	12,241.90
Fixed rate borrowings	1,080.00	1,050.00	88.49	50.00
Total	**25,536.28**	**23,480.03**	**17,765.21**	**12,291.90**

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variable held constant, the Company's profit/(loss) before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in Million)

Effect on Profit/(Loss) before tax	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Increase in interest rate by 150 basis points (31 March 2018: 150 bps) (31 March 2017: 150 bps) (31 March 2016: 150 bps)	(290.94)	(263.73)	(177.79)	(125.71)
Decrease in interest rate by 150 basis points (31 March 2018: 150 bps) (31 March 2017: 150 bps) (31 March 2016: 150 bps)	290.94	263.73	177.79	125.71

b) Foreign currency risks

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency borrowings, import of fuels, raw materials, spare parts and capital expenditure.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure.

The Company evaluates exchange rate exposure arising from foreign currency transactions. The Company follows established risk management policies and standard operating procedures. It uses derivative instruments like forward foreign exchange contracts to hedge exposure to foreign currency risk.

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Secured loans				
-USD	2,302.56	2,026.72	765.71	896.24
-EUR	129.40	132.22	1,317.77	1,078.46

c) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations under a financial instrument or customer contracts leading to financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities including deposits with banks, mutual funds and financial instruments like derivatives.

Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of 'financial assets with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

(i) Low credit risk on reporting date
(ii) Moderate credit risk
(iii) High credit risk

The Company provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, loans, trade receivables and other financial assets	12 month expected credit loss
Moderate credit risk	Trade receivables and other financial assets	Life time expected credit loss or 12 month expected credit loss
High credit risk	Trade receivables and other financial assets	Life time expected credit loss fully provided for

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Financial assets that expose the entity to credit risk –

(₹ in Million)

Low credit risk on financial reporting date	As at 30th June 2018	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Loans		-	-	-
Security Deposit	233.31	230.20	178.00	67.95
Mutual Funds	71.46	327.11	298.65	48.44
Trade receivables	1,218.58	787.44	232.38	24.32
Cash and cash equivalents	179.29	231.63	682.84	371.95
Other bank balances	437.77	973.58	386.48	346.74
Other financial assets	314.28	175.39	3.83	63.07

(i) Trade receivables

Trade receivables are consisting of a large number of customers. The Company manages customer credit risk by each business location subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed and individual credit limits are defined in accordance with the assessment both in terms of number of days and amount. Wherever the Company assesses the credit risk as high the exposure is backed by either letter of credit, additional security deposits or curtailed by arrangement with third parties.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets as disclosed in Note-42.

(ii) Financial instruments and cash deposits

Credit risk of balances with banks and financial institutions is managed by the Company's treasury department in accordance with the company's policy. Investment of surplus funds are made only with approved counter parties. The Company's maximum exposure to credit risk for the components of balance sheet for 30th June, 2018, 31st March, 2018, 31st March, 2017 and 31st March, 2016 is the carrying amount as illustrated in Note 41.

Credit Risk on cash and cash equivalents, deposits with the banks is generally low as the said deposits have been made with the banks who have been assigned high credit rating by international and domestic rating agencies.

Credit Risk on Derivative Instruments are generally low as Company enters into the Derivative Contracts with the reputed Banks.

Investments of surplus funds are made only with reputed banks. Investments primarily include investment in units of mutual funds. These Mutual Funds have low credit risk. The Company's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit/(loss) to manage the price risk arising from investments, the Company invests primarily in debt oriented mutual funds.

Price risk sensitivity

The table below summarises the impact of increases/decreases on the Company's profit/(loss) for the period/year :

Impact on profit/(loss)before tax

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Mutual funds				
Net assets value – increase by 100 bps	0.71	3.27	2.99	0.48
Net assets value – decrease by 100 bps	(0.71)	(3.27)	(2.99)	(0.48)

(B) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company’s treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The Company monitors its risk to a shortage of funds using a recurring liquidity planning based on rolling forecasts of expected cash flows. This process considers the maturity of both its financial investments and financial assets (i.e. trade receivables, other financial assets) and projected cash flows from operations. The Company’s objective is to maintain a balance between continuity of funding and flexibility through the use of working capital loans, letter of credit facility, bank loans and credit purchases.. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturity within 12 months can also be rolled over with existing lenders.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments -

(₹ in Million)

Period ended 30th June 2018	Upto 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
Contractual maturities of borrowings	5,053.67	5,544.59	8,327.22	7,223.82	**26,149.30**
Contractual maturities of trade payables	1,617.87	-	-	-	**1,617.87**
Contractual maturities of security deposit received	45.16	-	-	210.04	**255.20**
Contractual maturities of other financial liabilities	262.87	-	-	75.93	**338.80**
Total	**6,979.57**	**5,544.59**	**8,327.22**	**7,509.79**	**28,361.17**

(₹ in Million)

Year ended 31st March 2018	Upton 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
Contractual maturities of borrowings	3,116.26	4,263.11	11,126.72	5,672.87	**24,178.96**
Contractual maturities of trade payables	1,118.93	-	-	-	**1,118.93**
Contractual maturities of security deposit received	45.16	-	-	150.88	**196.04**
Contractual maturities of other financial liabilities	207.03	-	-	133.71	**340.74**
Total	**4,487.39**	**4,263.11**	**11,126.72**	**5,957.46**	**25,834.67**

(₹ in Million)

Year ended 31st March 2017	Upto 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
Contractual maturities of borrowings	1,875.14	2,541.56	6,268.06	7,686.50	**18,371.25**
Contractual maturities of trade payables	751.99	-	-	-	**751.99**
Contractual maturities of trade payables	759.16	-	-	-	**759.16**
Contractual maturities of security deposit received	15.25	-	-	164.42	**179.67**
Contractual maturities of other financial liabilities	756.03	-	-	46.98	**803.01**
Total	**4,157.57**	**2,541.56**	**6,268.06**	**7,897.90**	**20,865.08**

(₹ in Million)

Year ended 31st March 2016	Upto 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
Contractual maturities of borrowings	632.96	757.81	4,733.11	6,557.77	**12,681.65**
Contractual maturities of trade payables	84.31	-	-	-	**84.31**
Contractual maturities of security deposit received	10.16	-	-	-	**10.16**
Contractual maturities of other financial liabilities	788.23	-	-	-	**788.23**
Total	**1,515.65**	**757.81**	**4,733.11**	**6,557.77**	**13,564.35**

Emami Cement Limited
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Notes to the Restated Ind AS Financial Information- Other Information
Note-43 : Capital Management
For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Borrowings	25,536.28	23,480.03	17,765.21	12,291.90
Less: Cash and cash equivalents	179.29	231.63	682.84	371.95
Less: Liquid Investments	71.46	327.11	298.65	48.44
Net debt	**25,285.53**	**22,921.29**	**16,783.72**	**11,871.51**
Total Equity	7,936.84	7,758.47	8,532.82	6,918.72
Capital and net debt	33,222.37	30,679.76	25,316.54	18,790.23
Gearing ratio	**0.76**	**0.75**	**0.66**	**0.63**

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the period/years ended 30th June 2018, 31st March 2018, 31st March 2017 and 31st March 2016.

Note-44 : Related party disclosure (As per Ind AS-24 - Related Party Disclosures)
Relationships:

(a) Enterprises over which Key Management Personnel (KMP) are able to exercise control /significant influence with whom there were transactions during the year:

30th June 2018	31st March, 2018	31st March 2017	31st March 2016
i) Bhanu Vyapaar Pvt. Ltd.	i) Bhanu Vyapaar Pvt. Ltd.	i) Bhanu Vyapaar Pvt. Ltd.	i) Bhanu Vyapaar Pvt. Ltd.
ii) Suntrack Commerce Pvt. Ltd.	ii) Suntrack Commerce Pvt. Ltd.	ii) Suntrack Commerce Pvt. Ltd.	ii) Suntrack Commerce Pvt. Ltd.
iii) Diwakar Viniyog Private Limited	iii) Diwakar Viniyog Private Limited	iii) Diwakar Viniyog Private Limited	iii) Diwakar Viniyog Private Limited
iv) Suraj Viniyog Private Limited	iv) Suraj Viniyog Private Limited	iv) Suraj Viniyog Private Limited	iv) Suraj Viniyog Private Limited
v) Raviraj Viniyog Private Limited (Formely : Emami Enclave Markets Private Limited)	v) Raviraj Viniyog Private Limited (Formely : Emami Enclave Markets Private Limited)	v) Raviraj Viniyog Private Limited (Formely : Emami Enclave Markets Private Limited)	v) Raviraj Viniyog Private Limited (Formely : Emami Enclave Markets Private Limited)
vi) New Way Constructions Limited	vi) New Way Constructions Limited	vi) New Way Constructions Limited	vi) New Way Constructions Limited
vii) Emami Limited	vii) Emami Limited	vii) Emami Limited	vii) Emami Limited
viii) Emami Power Limited	viii) Emami Power Limited	viii) Emami Power Limited	viii) Emami Power Limited
-	ix) Emami (Meghalaya) Cement Limited	ix) Emami (Meghalaya) Cement Limited	ix) Emami (Meghalaya) Cement Limited
ix) Emami Natural Resources Private Limited	x) Emami Natural Resources Private Limited	x) Emami Natural Resources Private Limited	x) Emami Natural Resources Private Limited
x) Prabhakar Viniyog Private Limited (Formerly: Emami High Rise Private Limited)	xi) Prabhakar Viniyog Private Limited (Formerly: Emami High Rise Private Limited)	xi) Prabhakar Viniyog Private Limited (Formerly: Emami High Rise Private Limited)	xi) Prabhakar Viniyog Private Limited (Formerly: Emami High Rise Private Limited)
xi) Sapphire Merchants Private Limited	xii) Sapphire Merchants Private Limited	xii) Sapphire Merchants Private Limited	-
-	xiii) Emami Paper Mills Limited	xiii) Emami Paper Mills Limited	xii) Emami Paper Mills Limited

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Notes to the Restated Ind AS Financial Information- Other Information
(b) Key Management Personnel:

30th June 2018	31st March, 2018	31st March 2017	31st March 2016
i) Shri Aditya Vardhan Agarwal - Director	i) Shri Aditya Vardhan Agarwal - Director	i) Shri Aditya Vardhan Agarwal - Director	i) Shri Aditya Vardhan Agarwal - Non executive
ii) Shri Manish Goenka - Whole Time Director	ii) Shri Manish Goenka - Director	ii) Shri Manish Goenka - Director	ii) Shri Manish Goenka - Chairman
iii) Shri R K Agarwal - Director	iii) Shri R K Agarwal - Director	iii) Shri R K Agarwal - Director	iii) Shri R K Agarwal - Non executive director
iv) Shri C D Arha - Independent Director	iv) Shri C D Arha - Independent Director	iv) Shri C D Arha - Independent Director	iv) Shri C D Arha - Independent Director
v) Smt Mamta Binani - Independent Director	v) Smt Mamta Binani - Independent Director	v) Smt Mamta Binani - Independent Director	v) Smt Mamta Binani - Independent Director
vi) Shri Vivek Chawla - Whole Time Director	vi) Shri Vivek Chawla - Whole Time Director	vi) Shri Vivek Chawla - Whole Time Director	-
vii) Shri Rajiv Ranjan Thakur - Chief Financial Officer	vii) Shri Rajiv Ranjan Thakur - Chief Financial Officer	vii) Shri Rajiv Ranjan Thakur - Chief Financial Officer	-
viii) Shri Debendra Banthiya - Company Secretary	viii) Shri Debendra Banthiya - Company Secretary	-	-
-	-	viii) Shri S S Sharma - Whole Time Director upto 31-12-2016	vi) Shri S S Sharma - Whole Time Director
-	-	ix) Shri Manoranjan Ghosh - Chief Financial Officer upto 28-09-2016	vii) Shri Manoranjan Ghosh - Chief Financial Officer
-	-	x) Shri Sumit Jaiswal - Company Secretary	vii) Shri Sumit Jaiswal - Company Secretary

(c) Relatives to Key Management Personnel:

30th June 2018		31st March, 2018		31st March 2017		31st March 2016	
Relative's Name	Relation	Relative's Name	Relation	Relative's Name	Relation	Relative's Name	Relation
-		-		i) Shri RS Agarwal	Father of Shri Aditya Vardhan Agarwal	-	
ii)Smt Suniti Arha	Wife of Shri Charan Das Arha	ii)Smt Suniti Arha	Wife of Shri Charan Das Arha	ii)Smt Suniti Arha	Wife of Shri Charan Das Arha	-	

Disclosure of Related Party Transactions provides the information about the Company's structure. The following tables provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

Terms and conditions of transactions with related parties:

The transactions made with related parties are on terms equivalent to those that prevail in arm's length transactions. Outstanding balance at the year-end are unsecured and interest free and settlement occurs in cash. For the period/years ended 30th June 2018, 31st March 2018, 31st March 2017 and 31st March 2016 the Company has not recorded any impairment of receivables relating to amounts owned by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

(a) Transaction with Key management personnel

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Shri S S Sharma				
- Post employee benefits		-	8.35	0.82
- Compensated Absences		-	5.54	1.38
- Remuneration		-	18.63	21.95
Shri Manish Goenka				
- Director's sitting fees	-	0.10	0.17	0.16
- Remuneration	1.27	-	-	-
				-
Shri Manoranjan Ghosh				
- Remuneration		-	2.94	2.83
Shri Sumit Jaiswal		-		
Remuneration			0.44	0.46
Shri Debendra Banthiya				
Remuneration	0.32	1.36	-	-
Shri Vivek Chawla				
- Remuneration	5.95	28.66	12.07	-
Shri Rajiv Ranjan Thakur				
- Remuneration	1.95	8.58	2.68	
Shri Aditya Vardhan Agarwal				
- Director's sitting fees	0.04	0.11	0.14	0.16
Shri R K Agarwal				
- Director's sitting fees	0.04	0.13	0.19	0.20
Shri C D Arha				
- Director's sitting fees	0.06	0.16	0.21	0.20
Smt Mamta Binani				
- Director's sitting fees	0.02	0.17	0.18	0.17

(b) Transaction with Relative to Key management personnel

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Shri RS Agarwal				
-Share Application Money Received		-	243.47	-
Smt Suniti Arha				
-Rent Paid	0.18	0.69	0.33	-
-Security Deposit		-	0.12	-

(c) Transaction with Enterprises owned or significantly influenced by key management personnel or their relatives-

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Bhanu Vyapaar Pvt. Ltd.				
-Loan received	-	400.00	-	530.00
-Loan refund	70	-	-	530.00
-Commission paid	1.02	0.89	3.07	3.35
-Share Application Money Received	-	-	363.55	500.00
-Interest paid on loan	11.94	1.18	-	19.64
Suntrack Commerce Pvt. Ltd.				
-Loan received	107.5	200.00	-	-
-Loan refund	-	-	-	-
-Commission paid	-	3.05	2.29	0.22
-Share Application Money Received	-	-	423.95	583.10
-Interest paid on loan	9.13	0.59	-	-
			-	
Divakar Viniyog Private Limited				
-Share Application Money Received	-	-	423.94	583.15
-Loan received	-	-		-
-Loan refund	-	-	-	-
-Commission paid	-	0.57	-	-
Suraj Viniyog Private Limited				
-Share Application Money Received	-	-	181.76	250.00
-Loan received	-	400.00		-
-Loan refund	400	-	-	-
-Interest paid on loan	11.57	1.18	-	-
Raviraj Viniyog Private Limited (formely : Emami Enclave Markets Private Limited)				
-Share Application Money Received	-	-	181.76	250.00
New Way Constructions Limited				
-Loan given	-	-	22.00	-
-Loan refund	-	-	22.00	-
-Interest received on Loan	-	-	0.35	-
Emami Limited				
-Security Deposit refund received	-	-	0.39	-
-Maintenance Expenses	-	-	0.50	-
-Lease rent paid	-	-	0.43	0.67
-Royalty fees	-	1.00	1.00	1.15
-Reimbursement to Expenses	-	0.14	0.16	-
Emami Power Limited				
-Reimbursement to Expenses	-	-	0.41	-
Emami (Meghalaya) Cement Limited				
-Reimbursement of expenses	-	-	0.02	-
Emami Natural Resources Private Limited				
-Reimbursement of expenses	-	-	0.02	0.00
Emami High Rise Private Limited				
-Share Application Money Received	-	-	181.76	250.00
Emami Paper Mills Ltd.				
- Sale of cement	-	1.96	-	-
Prabhakar Viniyog Pvt Ltd				
-Loan received	392.50	-	-	-
-Interest paid on loan	11.45	-	-	-

(d) Balance outstanding with related parties -

(₹ in Million)

(i) Enterprises owned or significantly influenced by key management personnel or their relatives

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Suntrack Commerce Private Limited	307.50	200.00	2.19	-
Bhanu Vyapaar Pvt. Ltd.	330.00	400.00	-	-
Prabhakar Viniyog Private Limited	392.50	-	-	-
Suraj Viniyog Private Limited	-	400.00	-	-
Emami Limited	-	-	-	0.39

45. Details of Specified Bank Notes (SBN) held and transacted

The details of Specified Bank Notes (SBN) held and transacted during the period from 8th November 2016 to 30th December 2016 as provided in the table below -

(₹ in Million)

Particulars	SBNs *	Other denomination notes	Total
Closing cash on hand as on 08th November 2016	0.51	0.05	0.56
(+) Permitted receipts	0.30	1.59	1.89
(-) Permitted payments	-	1.33	1.33
(-) Amount deposited in Banks	0.81	0.06	0.88
Closing cash on hand as on 30th December 2016	-	**0.24**	**0.24**

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November 2016.

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Note-46 : Details of CSR expenditure:

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Gross amount required to be spent by the Company during the year	-	-	0.17	-
a) Amount spent during the year ending on 30th June 2018:				
i) Construction/acquisition of any asset	-	-	-	-
ii) On purposes other than (i) above	-	-	-	-
b) Amount spent during the year ending on 31 March 2018:				
i) Construction/acquisition of any asset	-	-	0.17	-
ii) On purposes other than (i) above	-	-	-	-
ii) On purposes other than (i) above	-	-	-	-

Note-47 : Details of dues to Micro, Small and Medium Enterprises (MSMED) as per MSMED Act, 2006 to the extent of Confirmation received:

The Company has considered suppliers as MSMED only for those who have submitted memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as Micro, Small and Medium Enterprises.

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year	-	-	-	-
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-	12.60	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	-	-	-

Note-48 : Earnings per equity share

The Company's Earnings Per Share (EPS) is determined based on the net profit / (loss) attributable to the shareholders' of the Company . Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common equivalent shares outstanding during the year.

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Net Profit / (Loss) attributable to equity shareholders				
Profit / (Loss) after tax (A) (₹ in million)	179.42	(785.68)	(380.54)	75.48
Nominal value of equity share (₹)	10.00	10.00	10.00	10.00
Weighted-average number of equity shares for basic & Diluted EPS * (B)	24,20,75,000	24,20,75,000	23,08,30,529	18,42,00,000
Basic & Diluted earnings per share (₹) (A/B)	**0.74**	**(3.25)**	**(1.65)**	**0.41**

Note 49. First time adoption of Ind AS

These financial statements, for the year ended 31st March,2017 are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31st March,2016, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (INDIAN GAAP). Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31st March,2017, together with the comparative period data as at and for the year ended 31st March,2016, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1st April, 2015, the Company's date of transition to Ind AS. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

a) Ind AS Optional exemptions

Deemed Cost

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Company has elected to measures all of its property, plant and equipment and intangible assets at their previous GAAP carrying values.

Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI, FVTPL and amortised cost, on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for its investement for equity investments.

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b) Ind AS Mandatory exceptions

Estimates
An entity's estimates in accordance with Ind As at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1st April, 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP, The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP.
* Investment in equity instruments carried at FVTPL or FVOCI;
* Investment in debt instruments carried at FVTPL;
* Impairment of financial assets based on expected credit loss model.

Derecognition of financial assets and liabilities
Ind AS 101 requires a first time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those instruments.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

Classification and measurement of financial assets
Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

c) Reconciliations between previous INDIAN GAAP and Ind AS
Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous INDIAN GAAP to Ind AS.

Disclosure required by Ind AS 101 - First time adoption of Ind AS
Reconciliation of Equity as at 1st April 2015 and 31st March 2016:

(₹ in Million)

Particulars	As at 1st April, 2015			As at 31st March, 2016		
	INDIAN GAAP	Ind AS adjustments	Ind AS	INDIAN GAAP	Ind AS adjustments	Ind AS
Assets						
Non-current assets						
(a) Property Plant & Equipment	3,504.22	(73.34)	3,430.88	4,158.58	(69.76)	4,088.81
(b) Capital work-in-progress	5,777.40	(70.25)	5,707.15	13,862.40	(14.77)	13,847.63
(c) Intangible assets	73.85	-	73.85	75.58	-	75.58
(d) Financial assets			-			
(i) Loans	13.70	(8.89)	4.80	6.95		6.95
(ii) Other Financial assets	19.41		19.41	70.60	(8.83)	61.77
(e) Non-current tax assets	-	-	-	8.13	-	8.13
(e) Other non-current assets	902.22	92.51	994.73	525.96	88.75	614.71
Total non-current assets	**10,290.79**	**(59.97)**	**10,230.82**	**18,708.20**	**(4.61)**	**18,703.58**
Current assets						
(a) Inventories	0.33	-	0.33	0.71	-	0.71
(b) Financial assets						
(i) Investments	-	-	-	47.91	0.54	48.44
(ii) Trade receivables	45.34	-	45.34	24.32	-	24.32
(iii) Cash & cash equivalents	304.58	-	304.58	371.95	-	371.95
(iv) Bank balances	202.43	-	202.43	341.43	-	341.43
(v) Loans	22.51	-	22.51	61.00	-	61.00
(vi) Other Financial assets	13.47	-	13.47	2.02	4.59	6.61
(c) Current Tax Asset (Net)	2.03		2.03	-	-	-
(d) Other current assets	311.44	4.08	315.52	1,031.49	(40.10)	991.39
Total current assets	**902.12**	**4.08**	**906.19**	**1,880.83**	**(34.98)**	**1,845.85**
Total Assets	**11,192.90**	**(55.89)**	**11,137.01**	**20,589.03**	**(39.59)**	**20,549.43**
Equity and liabilities						
Equity						
(i) Equity Share Capital	1,754.00	-	1,754.00	2,237.25	-	2,237.25
(ii) Other Equity	2,728.15	(54.88)	2,673.28	4,676.95	4.51	4,681.47
Total equity	**4,482.15**	**(54.88)**	**4,427.28**	**6,914.20**	**4.51**	**6,918.72**
Liabilities						
Non-current liabilities						
(a) Financial liabilities						
(i) Borrowings	6,134.23	(55.14)	6,079.09	11,791.64	(53.20)	11,738.44
(ii) Other Financial liabilities	43.87	(30.31)	13.56	232.50	(232.50)	0.00
(b) Provisions	4.71	-	4.71	6.76	-	6.76
Total non-current liabilities	**6,182.80**	**(85.45)**	**6,097.35**	**12,030.90**	**(285.70)**	**11,745.20**
Current liabilities						
(a) Financial liabilities						
(i) Borrowings	50.00	-	50.00	410.00	-	410.00
(ii) Other Financial liabilities	443.82	84.44	528.26	1,174.33	241.59	1,415.92
(b) Other current liabilities	20.40	-	20.40	34.35	-	34.35
(c) Provisions	13.72	-	13.72	25.24	-	25.24
Total current liabilities	**527.94**	**84.44**	**612.38**	**1,643.92**	**241.59**	**1,885.51**
Total Equity and liabilities	**11,192.90**	**(55.89)**	**11,137.01**	**20,589.03**	**(39.60)**	**20,549.43**

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Reconciliation of Total comprehensive income for the year ended 31st March 2016

(₹ in Million)

Particulars	INDIAN GAAP	Ind AS adjustments	Ind AS
Revenue from operations	253.46	-	253.46
Finance and other income	8.02	59.71	67.73
Total income (I)	261.48	59.71	321.19
			-
Expenses			-
Changes in Inventories of Finished goods, Work-in-progress and Stock-in-trade	(0.38)	-	(0.38)
Employee benefit expense	6.85	(0.09)	6.76
Finance costs	87.28	(0.60)	86.67
Depreciation and amortisation expense	106.82	(3.45)	103.37
Other expense	41.07	4.17	45.24
Total expense (II)	241.63	0.03	241.66
Profit before tax expense	**19.84**	**59.68**	**79.53**
Tax expenses:			-
Current tax	4.05	-	4.05
Deferred tax charge	-	-	-
Total	4.05	-	4.05
Profit for the year	**15.79**	**59.68**	**75.48**
Other comprehensive income			**-**
A (i) Items that will not be reclassified to profit and loss	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit and loss	-	-	**-**
A (i) Items that will be reclassified to profit and loss	-	(0.28)	(0.28)
(ii) Income tax relating to items that will be reclassified to profit and loss	-	-	-
Other comprehensive income for the year	-	(0.28)	(0.28)
Total comprehensive income for the year	**15.79**	**59.40**	**75.20**

Reconciliation of Equity as at 1st April 2015 and 31st March 2016:

(₹ in Million)

Particulars	31st March 2016	1st April 2015
Total equity (shareholder's funds) as per previous GAAP	6,914.20	4,482.15
Adjustments:		
Borrowings - Transaction cost adjustment	1.04	0.41
Fair valuation of security deposits	(0.62)	(0.47)
Fair valuation of investments	0.11	-
Restatement of foreign currency monetary items	4.59	(54.12)
Amortisation of Prepaid lease rentals on operating leases	(0.58)	(0.69)
Depreciation on amount of Forex capitalised on Plant & Machinery	-	-
Total adjustments	4.52	(54.88)
Total equity as per Ind AS	**6,918.72**	**4,427.27**

Reconciliation from Ind AS to Restated Equity as at 1st April 2015 and 31st March 2016:

(₹ in Million)

Particulars	31st March 2016	1st April 2015
Total equity (shareholder's funds) as per Ind AS Financial Statements	6,918.72	4,427.27
IND AS Adjustments	-	54.88
Shareholder's funds as per Restated Financial Statements	**6,918.72**	**4,482.15**

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Reconciliation of total comprehensive income for the year ended 31st March 2016:

(₹ in Million)

Particulars	Notes	31st March 2016
Profit after tax as per previous GAAP		15.80
Adjustments:		
Borrowings - Transaction cost adjustment	1	0.62
Fair valuation of security deposits	2	(0.15)
Fair valuation of investments	3	0.11
Fair valuation of forward contracts	4	58.71
Remeasurement of post-employment benefit obligations	5	0.28
Amortisation of Prepaid lease rentals on operating leases	6	0.11
Depreciation on amount of Forex capitalised on Plant & Machinery		-
Total adjustments		**59.68**
Profit after tax as per Ind AS		**75.48**
Other comprehensive income		(0.28)
Total comprehensive income as per Ind AS		**75.20**

Reconciliation from Ind AS to Restated Total Comprehensive Income

(₹ in Million)

Particulars	Notes	31st March 2016
Total Comprehensive Income as per Ind AS (Refer above)		**75.20**
Restated Adjustments		-
Total Comprehensive Income as per Restated Financial Statements (Refer Annexure II)		**75.20**

Notes to first-time adoption:

Note : 1 Borrowings

Under INDIAN GAAP, transaction costs incurred in connection with borrowings are amortised upfront and charged to profit or loss for the period. Under Ind AS, transaction cost are included in initial recognition amount of financial liability and charged to profit or loss using the effective interest method.

Note : 2 Security Deposits

Under the previous GAAP, interest free security deposits (that are refundable in cash on completion of the term) are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value, Accordingly, the Company has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognised as prepaid rent. Consequent to this change, the amount of security deposits decreased by ₹ 8.83 million as at 31st March, 2016 (1st April, 2015: ₹ 8.89 million). The prepaid rent increased by ₹ 8.21 million as at 31st, March 2016 (1st April, 2015: ₹ 8.42 million). Total equity decreased by ₹ 0.47 million as on 1st April, 2015. The profit for the year and total equity as at 31st March, 2016 decreased by ₹ 0.15 million due to amortisation of the prepaid rent of ₹ 0.83 million which is partially off-set of the notional interest income of ₹ 0.68 million reconised on security deposits.

Note : 3 Fair value of investments

Under the previous GAAP, investments in mutual funds were classified as long term investments based on the intended holding period and realisablity. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in the profit or loss for the year ended 31st March 2016.

Note : 4 Forward contracts not designated as hedging instruments

Under the previous GAAP, the company has applied the requirements of Accounting standard 11 The effects of changes in foreign exchange rates to account for forward contracts entered for hedging foreign exchange risk related to recognised borrowings. At the inception of forward contract, the forward premium was separated and amortised as expense over the tenure of forward contract. The underlying borrowing and the forward contract were restated at the closing spot exchange rate.

Under Ind AS, derivatives which are not designated as hedge instruments are fair valued with resulting changes being recognised in profit or loss. The fair valuation of forward resulted in a gain and increase of equity of ₹ 4.59 million as at 31st March 2016 (1st April 2015: ₹ 54.12 million). The unamortised premium amounting to as at 31st March, 2016 ₹ 44.38 million was adjusted against pre-operative expenses.

Note : 5 Defined benefit liabilities

Both under INDIAN GAAP and Ind AS, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. The entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, remeasurements (comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income.Thus the employee benefit cost is reduced by ₹ 0.28 million and Remeasurement gains/ losses on defined benefit plans has been recognized in the Other Comprehensive Income net of tax.

Note : 6 Operating lease on Land

Lease amount capitalised for land under an operating lease has been recognised as an expense on a straight line basis over the lease term as the another systematic basis is not more representative of the time pattern of the user's benefit even if the payments to the lessors are not on that basis and on the other hand the same land has been derecognised from the portfolio of assets.

Note : 7 Finance lease on Land

At the commencement of the lease term, Company has recognised finance leases as assets and liabilities in their balance sheets at amounts equal to the fair value of the leased property or if lower, the present value of the minimum lease payments, each determined at the inception of the lease. The discount rate is used in calculating the present value of the minimum lease payments is the average borrowing rate.

Emami Cement Limited
Annexure V
Notes to the Restated Ind AS Financial Information- Other Information

Note-50 : Provision for Mining land restoration

(₹ in Million)

Movement in provisions	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Balance at the beginning of the year	0.22	0.11	-	-
Provision recognised during the year	-	0.09	0.10	-
Provision utilised/reversed during the year	-	-	-	-
Unwinding of discount	0.02	0.02	0.01	-
Balance at the end of the year	**0.24**	**0.22**	**0.11**	**-**

Note-51 : Net Debt reconciliation

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Cash and cash equivalents	179.29	231.63	682.84	371.95
Add: Liquid investments	71.46	327.11	298.65	48.44
Less: Current borrowings	4,488.30	3,984.63	1,881.29	553.46
Less: Non current borrowings	21,047.98	19,495.40	15,883.92	11,738.44
Net Debt	**(25,285.53)**	**(22,921.29)**	**(16,783.72)**	**(11,871.51)**

Note-52 : Preoperative expenditure pending allocation

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Balance as per last account	**972.03**	**1,223.12**	**3,859.81**	**2,146.26**
Additions during the year:				
Personnel expenses				
Salaries, wages and bonus	5.42	123.407	300.67	255.56
Contribution to provident and other funds	0.51	3.69	20.70	-
Gratuity Expenses	0.71	8.14	8.37	-
Leave compensation expenses	0.61	3.17	4.09	-
Workmen and staff welfare expenses	0.29	1.78	2.19	-
Depreciation/ amortization	0.55	6.40	39.60	19.79
Operating and other expenses				
Consultancy charges	5.52	128.22	90.82	-
Consumption of RM, stores, & packing materials	-	953.58	631.73	-
Power and fuel	0.15	228.35	298.14	47.17
Repair and maintenance				
- Others	0.06	35.10	5.74	-
Rates and taxes		1.75	13.48	19.58
Insurance	0.01	6.48	7.01	7.24
Communication costs		2.00	12.20	-
Traveling and conveyance	4.84	4.04	52.81	17.64
Professional fees	1.28	26.21	22.51	137.15
Miscellaneous Expenses	70.00	3,486.46	2,155.02	653.87
Financial expenses				
Interest on Borrowings	162.74	302.93	741.70	606.00
Less: Expensed off during the year				
Less : Sales		2,314.50	884.86	-
Less : Retained earning		-	5.43	-
Less : Income Others	9.35	22.30	11.92	7.43
Less : Expenditure transferred to Property, plant & equipment	66.35	3,235.97	6,141.27	43.03
Closing balance	**1,149.01**	**972.03**	**1,223.12**	**3,859.81**

Note-53 : Auditors' remuneration (excluding GST) :

(₹ in Million)

Particulars	30th June 2018	31st March 2018	31st March 2017	31st March 2016
Statutory Audit Fees	0.30	1.20	0.60	0.60
Tax Audit Fees	0.03	-	0.03	0.03
Fees for Other Services	-	0.01	0.01	0.13
Expenses reimbursed	0.01	0.00	0.01	-
Total	**0.34**	**1.21**	**0.65**	**0.76**

Notes to the Restated Ind AS Financial Information- Other Information

Note-54 : Significant components of net deferred tax assets and liabilities for the period ended 30th June 2018 is as follows:

(₹ in Million)

Particulars	Opening Balance	Recognised/ Reversed through Profit and Loss	Recognised/ Reversed through Other Comprehensive Income	Closing Balance
Deferred tax assets/(liabilities) in relation to :				
Property, plant and equipment	(2,188.52)	(560.71)	-	(2,749.23)
IND AS adjustments	(6.60)	6.60	-	-
Unabsorbed Depreciation	2,469.06	592.52	-	3,061.58
Unabsorbed losses	1,145.77	249.49	-	1,395.26
Defined Benefit Plan	0.62	(0.62)	-	-
Fair valuation of investment - IND AS	1.24	(1.24)	-	-
IND AS adjustments	7.67	(9.23)	0.78	(0.78)
Other Restatement Adjustments	1.83	(1.83)	-	0.00
Net deferred assets/(liabilities)	**1431.07**	**274.98**	**0.78**	**1706.83**

Significant components of net deferred tax assets and liabilities for the year ended 31st March 2018 is as follows:

(₹ in Million)

Particulars	Opening Balance	Recognised/ Reversed through Profit and Loss	Recognised/ Reversed through Other Comprehensive Income	Closing Balance
Deferred tax assets/(liabilities) in relation to :				
Property, plant and equipment	(1,446.10)	(742.42)	-	(2,188.52)
Fair valuation of investment	(0.18)	0.18	-	-
IND AS adjustments	-	(6.60)	-	(6.60)
Unabsorbed Depreciation	1,465.55	1,003.51	-	2,469.06
Unabsorbed losses	600.22	545.55	-	1,145.77
Defined Benefit Plan	15.14	(14.52)	-	0.62
Fair valuation of investment - IND AS	-	1.24	-	1.24
IND AS adjustments	25.26	(14.00)	(3.59)	7.67
Other Restatement Adjustments	1.54	0.29	-	1.83
Net deferred assets/(liabilities)	**661.43**	**773.23**	**(3.59)**	**1431.07**

Significant components of net deferred tax assets and liabilities for the year ended 31st March 2017 is as follows:

(₹ in Million)

Particulars	Opening Balance	Recognised/ Reversed through Profit and Loss	Recognised/ Reversed through Other Comprehensive Income	Closing Balance
Deferred tax assets/(liabilities) in relation to :				
Property, plant and equipment	-	(1,446.10)	-	(1,446.10)
Fair valuation of investment	-	(0.18)	-	(0.18)
Unabsorbed Depreciation	-	1465.55	-	1,465.55
Unabsorbed losses	-	600.22	-	600.22
Defined Benefit Plan	-	15.14	-	15.14
IND AS adjustments	-	25.26	-	25.26
Other Restatement Adjustments	-	1.54	-	1.54
Net deferred assets/(liabilities)	**-**	**661.43**	**0.00**	**661.43**

Significant components of net deferred tax assets and liabilities for the year ended 31st March 2016 is as follows:

(₹ in Million)

Particulars	Opening Balance	Recognised/ Reversed through Profit and Loss	Recognised/ Reversed through Other Comprehensive Income	Closing Balance
Deferred tax assets/(liabilities) in relation to :				
Property, plant and equipment	-	-		-
Unabsorbed Depreciation		-		-
Unabsorbed losses	-	-		-
Tax impact of other expenses charged in the financial statement but allowable as deductions in future years under Income tax Act, 1961	-	-		-
Others	-	-		-
Less: provision for impairment of MAT credit entitlement		-		-
Net deferred assets/(liabilities)		**-**	**-**	**-**

Note 55. Impact of Change in Accounting Estimate:

During the year ended 31st March 2017 the company technically evaluated the life of Plant & Machinery of its Solar Division to assess if the same shall be technically operational during the period of PPA. Consequent to the technical evaluation the life of Plant & Machinery of Solar Division was re-estimated to be 25 years from existing 15 years, resulting which the loss for the year has reduced by ₹ 400.93 Lacs and net block overstated by equivalent amount.

Note 56: The Company has filed a scheme of arrangement with the Honourable "National Company Law Tribunal" (NCLT) Kolkata bench, on 9th July, 2018 for demerger of its solar power division into M/s Emami Power Limited w.e.f. from 1st April 2018 (appointed date). Pending receipt of approvals from the Honourable NCLT, no effect of the scheme has been given in these financial statements. Since the appointed date is 1st April, 2018, on demerger of solar power division revenues and profit amounting to ₹ 75.96 million and ₹ 10.38 million respectively and assets and liabilities amounting to ₹ 1382.48 million and ₹ 686.35 million respectively will be transferred from the company to the receiving entity for details please refer Annexure V Note no. 57.

Emami Cement Limited
Annexure V
Notes to the Restated Ind AS Financial Information- Other Information

Note-57 : Segment wise reporting as required by Ind AS - 108 is given below :-

The Company has identified its business segment as its primary reportable segment comprising of cement and power.

(₹ in Million)

Particulars	Cement				Solar Power				Unallocated				Total			
	For the period ended 30.06.2018	For the year ended 31.03.2018	For the year ended 31.03.2017	For the year ended 31.03.2016	For the period ended 30.06.2018	For the year ended 31.03.2018	For the year ended 31.03.2017	For the year ended 31.03.2016	For the period ended 30.06.2018	For the year ended 31.03.2018	For the year ended 31.03.2017	For the year ended 31.03.2016	For the period ended 30.06.2018	For the year ended 31.03.2018	For the year ended 31.03.2017	For the year ended 31.03.2016
SEGMENT REVENUE																
External Segment Revenue	4,462.48	9,788.63	1,593.52	-	75.96	266.85	286.11	253.46	-	-	-	-	4,538.44	10,055.48	1,879.63	253.46
Inter Segment Revenue	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Revenue	4,462.48	9,788.63	1,593.52	-	75.96	266.85	286.11	253.46	-	-	-	-	4,538.44	10,055.48	1,879.63	253.46
Less: Inter Segment Revenue	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Revenue	4,462.48	9,788.63	1,593.52	-	75.96	266.85	286.11	253.46	-	-	-	-	4,538.44	10,055.48	1,879.63	253.46
RESULT - Profit / (Loss)																
Segment Result	77.02	(571.78)	(799.12)	-	20.48	159.14	193.17	98.47	-	-	-	-	97.50	(412.64)	(605.95)	98.47
Finance Cost	382.72	1,322.34	382.43	-	11.50	51.88	85.83	86.67	-	-	-	-	394.22	1,374.22	468.26	86.67
Finance Income	2.47	7.79	13.34	-	0.29	5.31	1.35	2.84	-	-	0.39	-	2.76	13.10	15.08	2.84
Other Income	195.72	208.13	0.67	-	1.11	6.72	16.48	64.89					196.83	214.85	17.15	64.89
Profit / (Loss) Before Tax & Exceptional Items	(107.51)	(1,678.20)	(1,167.53)	-	10.38	119.30	125.17	79.53	-	-	0.39	-	(97.13)	(1,558.90)	(1,041.97)	79.53
Exceptional Income	-	-	-	-	-	-	-	-					-	-	-	-
Profit/(Loss) Before Tax	(107.51)	(1,678.20)	(1,167.53)	-	10.38	119.30	125.17	79.53	-	-	0.39	-	(97.13)	(1,558.90)	(1,041.97)	79.53
Provision for Current Tax	-	-	-	-	-	-	-	-	-	-	-	4.05	-	-	-	4.05
Provision for Deferred Tax	-	-	-	-	-	-	-	-	276.55	773.22	661.43	-	276.55	773.22	661.43	-
Profit/(Loss) After Tax	-	-	-	-	-	-	-	-					179.42	(785.68)	(380.54)	75.48
OTHER INFORMATION																
Segment Assets	35,509.57	32,941.63	27,207.21	18,991.39	1,382.48	1,610.31	1,558.31	1,558.04	-	-	-	-	36,892.05	34,551.94	28,765.52	20,549.43
Unallocated Assets									1,706.83	1,431.07	661.43	-	1,706.83	1,431.07	661.43	-
Total Assets	35,509.57	32,941.63	27,207.21	18,991.39	1,382.48	1,610.31	1,558.31	1,558.04	1,706.83	1,431.07	661.43	-	38,598.88	35,983.01	29,426.95	20,549.43
Segment Liabilities	29,975.69	27,374.34	20,013.88	12,625.74	686.35	850.20	880.25	1,004.97	-	-	-	-	30,662.04	28,224.54	20,894.13	13,630.71
Unallocated Liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Liabilities	29,975.69	27,374.34	20,013.88	12,625.74	686.35	850.20	880.25	1,004.97	-	-	-	-	30,662.04	28,224.54	20,894.13	13,630.71
Capital Expenditure	1,539.22	4,591.45	5,690.31	8,698.83	-	-	-	95.85	-	-	-	-	1,539.22	4,591.45	5,690.31	8,794.68
													-	-	-	-
Depreciation	276.22	842.31	200.28	-	14.32	57.40	57.30	103.37	-	-	-	-	290.54	899.71	257.58	103.37

EMAMI CEMENT LIMITED
Annexure - V

Notes to Restated Financial Statement as per IND AS - Other Information

Note-58 : Significant accounting judgements, estimates and assumptions
The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Operating lease commitments – Company as lessee
The Company has taken certain offices and depots on long term lease basis. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the property and the fair value of the asset, that it does not have all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

Fair value measurement of financial instruments
When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using other valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Fair value measurement of financial instruments When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair v
Impairment of non-financial assets
Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Allowance for doubtful debts

The allowance for doubtful debts reflects management's estimate of losses inherent in its credit portfolio. This allowance is based on Company's estimate of the losses to be incurred, which derives from past experience with similar receivables, current and historical past due amounts, write-offs and collections, the careful monitoring of portfolio credit quality and current and projected economic and market conditions. Should the present economic and financial situation persist or even worsen, there could be a further deterioration in the financial situation of the Company's debtors compared to that already taken into consideration in calculating the allowances recognised in the financial statements.

Useful lives of depreciable/amortisable assets
Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.

Defined benefit obligation (DBO)
Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Recognition of deferred tax assets
The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

Contingent liabilities
The Company is the subject of legal proceedings and tax issues covering matter (Refer note 36), which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Company often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

Annexure - VI

Statement of Adjustments to Audited Financial Statements

Summarized below are the restatement adjustments made to the audited financial statements for the three months period ended 30th June 2018 and years ended 31st March 2018, 2017 and 2016 and their impact on the profit / (loss) of the Company.

Restated Profit and Loss *(₹ in Million)*

Particulars	**Note**	**For the period ended 30th June 2018**	**For the year ended 31st March 2018**	**For the year ended 31st March 2017**	**For the year ended 31st March 2016**
Profit as per Signed Financials		175.80	(784.97)	(377.69)	75.48
Add/ Less: Restatement Adjustments					
Impact of Ind AS 115	I	2.91	1.48	(4.39)	-
Impact of Pre-operative Expenses	II	2.48	(2.48)	-	-
Audit Qualification : None					
Total Restatement Adjustments		**5.39**	**(1.00)**	**(4.39)**	**-**
Deferred Tax Income/ (Expense) impact of the above Entries	III	(1.77)	0.29	1.54	-
Total Restatement Adjustments (net of tax)		**3.62**	**(0.71)**	**(2.85)**	**-**
Total Restated Profit		**179.42**	**(785.68)**	**(380.54)**	**75.48**

Notes to Adjustments

I June 18 financials is prepared with the applicability of IND AS 115 (w.e.f. 01.04.2018), so the financials prepared for earlier years as per IND AS is to be restated considering IND AS - 115.

II The expenses pertaining to Bihar unit was transferred to pre-opeartive expenses for earlier years, since the June 18 financials is prepared by charging all expenses of Bihar unit to Profit and Loss so the expenses transferred in earlier years has been restated.

III The tax rate applicable for respective period / years has been used to calculate the deferred tax impact on other material adjsutments

Annexure VII

The summary of results of restatements made in the Ind AS Financial Statements for the respective period/year and its impact on the profit of the Company is as follows :

(₹ in Million)

	Total Comprehensive income for the period /year as per Audited Financial Statements . Net Profit for the year as per Audited Financial Statements	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
A					
	Total Comprehensive income for the period /year as per Financial Statements .	**177.25**	**(776.11)**	**(377.77)**	**75.20**
B	**Adjustments For :**				
	1) Changes in Accounting Policy- Ind AS 115	2.91	1.48	(4.39)	-
	2) Impact of Pre-operative Expenses	2.48	(2.48)		
	3) Impact of Deferred Tax	(1.77)	0.29	1.54	-
	Total Adjustments	**3.62**	**(0.71)**	**(2.85)**	**-**
	Restated Total Comprehensive income for the period /year (A+B)	**180.86**	**(776.82)**	**(380.63)**	**75.20**

Annexure VIII

Restated Statement of Accounting ratios under Ind AS

(₹ in Million)

	Particulars		For the period ended 30th June 2018 **	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
(A)	**Earning Per Share - Basic and Diluted**					
	Restated Profit/ (Loss) after tax	1	179.42	(785.68)	(380.54)	75.48
	Profit attributable to Equity Shareholders- For Basic EPS	2	179.42	(785.68)	(380.54)	75.48
	Profit attributable to Equity Shareholders- For Diluted EPS	3	179.42	(785.68)	(380.54)	75.48
	Weighted Average number of shares outstanding during the year-Basic	4	24,20,75,000	24,20,75,000	23,08,30,529	18,42,00,000
	Weighted Average number of shares outstanding during the year-Diluted	5	24,20,75,000	24,20,75,000	23,08,30,529	18,42,00,000
	Basic EPS (₹)		0.74	(3.25)	(1.65)	0.41
	Diluted EPS (₹)		0.74	(3.25)	(1.65)	0.41

(₹ in Million)

	Particulars		For the period ended 30th June 2018 **	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
(B)	**Return on Net Worth (Not Annualised)**					
	Restated Net Profit / (Loss) for the period / year	E	179.42	(785.68)	(380.54)	75.48
	Net Worth at the end of the period / year	F	7,936.84	7,758.47	8,532.82	6,918.72
	Return on Net Worth (%)	E/F	2.26%	-10.13%	-4.46%	1.09%

(₹ in Million)

	Particulars		As at 30th June 2018 **	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
(C)	**Net Asset Value per Equity Share**					
	Net Worth at the end of the period/year	G	7,936.84	7,758.47	8,532.82	6,918.72
	No. of equity shares outstanding at the end of the period/ year	H	24,20,75,000	24,20,75,000	24,20,75,000	22,37,25,000
	Net Asset Value per Equity Share (₹)	G/H	32.79	32.05	35.25	30.93

* The above ratios have been computed on the basis of Restated IND AS Financial statements
** Accounting ratios for 3 months period ended 30 June, 2018 have not been annualised.

Note :

1 The ratios on the basis of Restated financial information have been computed as below :-

(A) Basic Earnings per share (₹) = $\dfrac{\text{Net profit/(loss) after tax as restated, attributable to equity shareholders}}{\text{Weighted Average number of shares outstanding during the year / period}}$

(A) Diluted Earnings per share (₹) = $\dfrac{\text{Net profit/(loss) after tax as restated, attributable to equity shareholders}}{\text{Weighted Average number of shares outstanding during the year / period}}$

(B) Return on Net Worth (%) = $\dfrac{\text{Net profit/(loss) after tax as restated}}{\text{Net worth as restated at the end of the year / period}}$

(C) Net Asset Value (NAV) per Equity Share = $\dfrac{\text{Net worth as restated at the end of the year / period}}{\text{Number of equity shares oustanding at the end of the year / period}}$

2 Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year 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.

3 Net worth for ratios mentioned in Sr. No. F and G is = Equity share capital + Reserves and surplus (including Retained Earnings, Security premium reserve and Total comprehensive income)

Annexure IX
Restated Statement of Capitalization

(₹ in Million)

Particulars	As at 30th June 2018	
	Pre-Issue	Post-Issue
(A) Borrowings		
Non-Current borrowings	21,047.98	
Current Maturities of Long term Debt	2,432.41	
Current borrowings	2,055.90	
Total (A)	**25,536.29**	
(B) Shareholder's funds		
Equity Share Capital	2,420.75	
Other Equity	5,516.09	
Total (B)	**7,936.84**	
Debt/Equity(A/B)	**3.22**	

(A) Long Term Borrowings		
Non-Current borrowings	21,047.98	
Current Maturities of Long term Debt	2,432.41	
Total (A)	**23,480.39**	
(B) Shareholder's funds		
Equity Share Capital	2,420.75	
Other Equity	5,516.09	
Total (B)	**7,936.84**	
Long Term Borrowings/Equity(A/B)	**2.96**	

Annexure X

Restated Statement of Tax Shelter under Ind AS

(₹ in Million)

Particulars	For the period ended 30th June 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
(A) Restated Profit/(Loss) Before Tax	**(97.13)**	**(1,558.90)**	**(1,041.97)**	**79.53**
(B) Statutory tax rate - Normal	34.94%	34.61%	34.61%	34.61%
(C) Statutory tax rate - MAT	21.55%	21.34%	20.38%	20.38%
(D) Adjustments for Temporary differences				
Depreciation and Amortisation	(281.46)	(3,234.20)	(3,325.71)	(9.45)
Expenses incurred for increasing Authorised Share Capital	-	-	-	13.45
Disallowance u/s 43 B	-	9.19	1.74	0.13
Disallowance u/s 40A(7)	-	5.12	0.67	0.17
Set off of Brought Forward Losses	-	-	-	-
Loss on forward booking to be capitalised as per Sec 43A	-	-	25.35	-
IND AS Transition Adjustment	-	-	-	(59.67)
ICDS Adjustment	-	-	34.50	-
Others	-	-	(2.69)	-
Total Temporary differences	**(281.46)**	**(3,219.89)**	**(3,266.13)**	**(55.37)**
(E) Adjustments for Permanent Differences				
Deduction u/s 32AC (1A)	-	-	1,210.78	1,273.69
Donation /CSR Expenses	-	-	2.66	-
Capital expenditure	-	-	5.25	-
Interest on tax	-	-	0.07	0.02
Others	-	-	(49.83)	(15.33)
Total Permanent differences	**-**	**-**	**1,168.93**	**1,258.38**
(F) Net Adjustments (D-E)	**(281.46)**	**(3,219.89)**	**(4,435.06)**	**(1,313.75)**
G Net Taxable Income/(loss) - Normal [A-F]	(378.59)	(4,778.80)	(5,477.03)	(1,234.22)
H Net Taxable Income/(loss) - MAT - [A]	(97.13)	(1,558.90)	(1,041.97)	19.86
(I) Tax Expenses				
- Current Tax	-	-	-	4.05
- Deferred Tax charge/(credit)	278.32	772.93	659.89	-
(J) Adjustments on account of restatement	(1.77)	0.29	1.54	-
(K) Total Tax Expense (I+J)	**276.55**	**773.22**	**661.43**	**4.05**

Annexure XI
Auditor's Comment in Company Auditor's Report Order - Non - Adjusting Item : -

Statutory Auditors have made the following comments in terms with the requirements of the Companies (Auditors Report) Order, 2016 , issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Companies Act , 2013 of India for Financial Year 2013-14 , 2014-15 , 2015-16 , 2016 - 17 , 2017 - 18 and in terms with the requirements of the Companies (Auditors Report) Order 2015 , issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Companies Act , 2013 of India for Financial Year 31-03-2015 .

For the Financial Year Ended 31-03-2015
clause (vii)

According to the information and explanations given to us in respect of statutory and other dues:-

(a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Duty of Customs, Duty of Excise, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.

(b) According to the information and explanations given to us, details of dues of Indome Tax and Service Tax which have not been deposited as on 31st March, 2015 on account of dispute are given below:

Particulars	Financial Year to which the matter pertains	Forum where matter is pending	Amount (₹ in million)
TDS	2008-09	CIT (A)	0.007

(c) Since the Company has not declared any dividend in any year hence disclosure regarding the amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act , 1956 (1 of 1956) and rules made thereunder is not required.

Auditor's Comment in Company Auditor's Report Order - Non - Adjusting Item : -

Statutory Auditors have made the following comments in terms with the requirements of the companies (Auditors Report) Order, 2016 , issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Companies Act , 2013 of India for Financial Year 2013-14 , 2014-15 , 2015-16 , 2016 - 17 , 2017 - 18 and in terms with the requirements of the Companies (Auditors Report) Ordrer 2015 , issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Companies Act , 2013 of India for Financial Year 31-03-2016.

For the Financial Year Ended 31-03-2016
clause (vii)

According to the information and explanations given to us in respect of statutory and other dues:-

(a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Duty of Customs, Duty of Excise, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2016 for a period of more than six months from the date of becoming payable.

(b) According to the information and explanations given to us, details of dues of Indome Tax and Service Tax which have not been deposited as on 31st March, 2016 on account of dispute are given below:

Particulars	Financial Year to which the matter pertains	Forum where matter is pending	Amount (₹ in million)
Income Tax Act , 1961	2008-09	CIT(A)	0.007
Service Tax (Finance Act ,1994)	2009-10 to 2012-13	CESTAT	14.272

Auditor's Comment in Company Auditor's Report Order - Non - Adjusting Item : -

Statutory Auditors have made the following comments in terms with the requirements of the companies (Auditors Report) Order, 2016 , issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Companies Act , 2013 of India for Financial Year 2013-14 , 2014-15 , 2015-16 , 2016 - 17 , 2017 - 18 and in terms with the requirements of the Companies (Auditors Report) Ordrer 2015 , issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Companies Act , 2013 of India for Financial Year 31-03-2017.

For the Financial Year Ended 31-03-2017
clause (vii)

According to the information and explanations given to us in respect of statutory and other dues:-

(a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Duty of Customs, Duty of Excise, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31St March, 2017 for a period of more than six months from the date of becoming payable.

(b) According to the information and explanations given to us, details of dues of Indome Tax and Service Tax which have not been deposited as on 31st March, 2017 on account of dispute are given below:

Particulars	Financial Year to which the matter pertains	Forum where matter is pending	Amount (₹ in Milliosn)
Income Tax Act , 1961	2008-09	CIT(A)	0.007
Service Tax (Finance Act ,1994)	2009-10 to 2012-13	CESTAT	14.272

Auditor's Comment in Company Auditor's Report Order - Non - Adjusting Item : -

Statutory Auditors have made the following comments in terms with the requirements of the companies (Auditors Report) Order, 2016 , issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Companies Act , 2013 of India for Financial Year 2013-14 , 2014-15 , 2015-16 , 2016 - 17 , 2017 - 18 and in terms with the requirements of the Companies (Auditors Report) Ordrer 2015 , issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Companies Act , 2013 of India for Financial Year 31-03-2018.

For the Financial Year Ended 31-03-2018
clause (vii)

According to the information and explanations given to us in respect of statutory and other dues:-

(a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Duty of Customs, Duty of Excise, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2018 for a period of more than six months from the date of becoming payable.

(b) According to the information and explanations given to us, details of dues of Indome Tax and Service Tax which have not been deposited as on 31st March, 2018 on account of dispute are given below:

Particulars	Financial Year to which the matter pertains	Forum where matter is pending	Amount (₹ in million)
Service Tax (Finance Act ,1994)	2009-10 to 2012-13	CESTAT	14.272

Emami Cement Limited
INDIAN GAAP Index of Annexures to Restated Financial Statements

Serial No	Annexure No	Name of Annexure
1	Annexure I A	Restated INDIAN GAAP Summary Statement Of Assets And Liabilities
2	Annexure II A	Restated INDIAN GAAP Summary Statement Of Profit And Loss
3	Annexure III A	Restated INDIAN GAAP Summary Statement Of Cash Flows
4	Annexure IV A, Note 1	Significant Accounting Policies as per INDIAN GAAP
5	Annexure IV A, Note 2- 40	Notes to the Restated INDIAN GAAP Financial Information- Other Information
6	Annexure V A	Statement of Adjustments to Audited Financial Statements as per INDIAN GAAP
7	Annexure VI A	The summary of results of restatements made in the Financial Statements as per INDIAN GAAP
8	Annexure VII A	Restated Statement of Accounting ratios as per INDIAN GAAP
9	Annexure VIII A	Restated Statement of Tax Shelter as per INDIAN GAAP

RESTATED STATEMENT OF ASSETS AND LIABILITIES AS PER INDIAN GAAP

Annexure I A *(₹ in Million)*

Particulars	Annexure No / Note No.	As at 31st March 2015	As at 31st March 2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	Annexure IV A, Note 2	1,754.00	820.36
(b) Reserves and Surplus	Annexure IV A, Note 3	2,728.15	469.06
		4,482.15	**1,289.42**
(2) Non-Current Liabilities			
(a) Long Term Borrowings	Annexure IV A, Note 4	4,731.15	2,544.11
(b) Other Long Term Liabilities	Annexure IV A, Note 5	736.01	0.10
(c) Long Term Provisions	Annexure IV A, Note 6	8.40	4.13
		5,475.56	**2,548.34**
(3) Current Liabilities			
(a) Short Term Borrowings	Annexure IV A, Note 7	50.00	1,108.00
(b) Trade Payables	Annexure IV A, Note 8	897.22	7.83
(c) Other Current Liabilities	Annexure IV A, Note 9	287.84	327.14
(d) Short Term Provisions	Annexure IV A, Note 10	10.51	18.12
		1,245.57	**1,461.09**
Total		**11,203.28**	**5,298.85**
II.Assets			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	Annexure IV A, Note 11	3,504.21	3,356.55
(ii) Intangible Assets	Annexure IV A, Note 11	73.85	74.86
(iii) Capital Work-in-Progress	Annexure IV A, Note 11	5,786.68	1,359.53
		9,364.74	**4,790.94**
(b) Long Term Loans and Advances	Annexure IV A, Note 12	1,223.02	427.69
(c) Other Non- Current Assets	Annexure IV A, Note 13	0.12	6.89
(2) Current Assets			
(a) Inventories	Annexure IV A, Note 14	0.33	-
(b) Trade Receivables	Annexure IV A, Note 15	45.34	45.62
(c) Cash and Bank Balances	Annexure IV A, Note 16	519.50	23.53
(d) Short Term Loans and Advances	Annexure IV A, Note 17	49.29	3.96
(e) Other Current Assets	Annexure IV A, Note 18	0.94	0.22
		615.40	**73.33**
Total		**11,203.28**	**5,298.85**

RESTATED STATEMENT OF PROFIT AND LOSS AS PER INDIAN GAAP

Annexure II A *(₹ in Million)*

Particulars	Annexure No / Note No.	For the year ended 31st March 2015	For the year ended 31st March 2014
I INCOME			
Revenue from operations	Annexure IV A, Note 19	252.18	250.47
Other Income	Annexure IV A, Note 20	4.53	1.02
Total Income		**256.71**	**251.49**
II EXPENSES			
Changes for (Increase)/ Decrease in Inventories	Annexure IV A, Note 21	(0.33)	-
Employee benefit expenses	Annexure IV A, Note 22	3.86	5.25
Finance costs	Annexure IV A, Note 23	145.15	146.46
Depreciation and amortization expense	Annexure IV A, Note 24	90.50	79.31
Other expenses	Annexure IV A, Note 25	13.80	18.46
Total Expenses		**252.98**	**249.48**
III Profit/ (Loss) before tax (I-II)		**3.73**	**2.01**
IV Tax expense:			
Current tax		0.71	0.38
		0.71	0.38
V Profit/(Loss) for the year as restated (III-IV)		**3.02**	**1.64**
Earning per equity share: (₹)			
(1) Basic		0.03	0.03
(2) Diluted		0.03	0.03

RESTATED STATEMENT OF CASH FLOWS AS PER INDIAN GAAP

Annexure III A

(₹ in Million)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
CASH FLOW FROM OPERATING ACTIVITIES		
Profit/ (Loss) before tax	3.73	2.01
Adjustments for :		
Depreciation/amortization	90.50	79.31
Interest expense	145.15	146.46
Interest income	(1.59)	(1.02)
Net gain on sale of current investments	(2.94)	-
Operating profit before working capital changes	**234.84**	**226.77**
Working Capital adjustments :		
Increase / (decrease) in long-term provisions	4.26	2.71
Increase / (decrease) in short-term provisions	(1.56)	3.89
Increase/(decrease) in other current liabilities	(170.85)	32.98
Increase/ (decrease) in other long-term liabilities	735.90	-
Increase/ (decrease) in trade payables	889.38	0.21
Decrease/(increase) in inventories	(0.33)	-
Decrease/(increase) in trade receivables	0.28	(22.21)
Decrease / (increase) in long-term loans and advances	(285.91)	(12.26)
Decrease / (increase) in short-term loans and advances	(45.33)	1.16
Decrease/(increase) in other current assets	(0.17)	0.07
Decrease / (increase) in other non-current assets	6.77	(0.55)
Cash generated from /(used in) operations	1,367.28	232.77
Direct taxes paid (net of refunds)	2.25	0.12
Net cash flow from/ (used in) operating activities - (A)	**1,365.03**	**232.65**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets & Work-in -Progress	(4,664.09)	(1,047.85)
Sale of Fixed Assets	0.01	-
Advance paid for fixed assets	(513.95)	(308.05)
Interest Received	3.99	1.02
Investment in Fixed Deposits	(196.42)	(0.34)
Net Cash used in Investing Activities - (B)	**(5,370.46)**	**(1,355.22)**
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Share Capital	933.64	486.53
Proceeds from Securities Premium	2,256.07	269.17
Proceeds from /(repayment of) Long Term Borrowings	1,145.05	515.94
Interest Paid	(29.79)	(146.46)
Net Cash used in Financing Activities - (C)	**4,304.97**	**1,125.18**
Net Changes in Cash & Cash Equivalents (A+B+C)	299.55	2.61
- Opening Cash & Cash Equivalents	19.95	17.34
- Closing Cash & Cash Equivalents	**319.50**	**19.95**

(₹ in Million)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
Cash and cash equivalents consists of		
Balances with Bank	303.39	8.41
Cash on hand	0.08	0.05
Cheques on Hand	1.10	0.02
Fixed Deposits (original maturity of less than 3 months)	14.93	11.47
Total	**319.50**	**19.95**

Emami Cement Limited
Annexure IV A
Notes to the Restated INDIAN GAAP Financial Information- Other Information

Basis of Preparation and Significant Accounting Policies

Note 1 Summary of Significant Accounting Policies

Corporate Information
Emami Cement Limited (the "Company") is a public limited company domiciled in India and is incorporated under the provisions of Companies Act applicable in India. It is a venture of Emami Group, which is having interest in diversified areas.

The company is engaged in manufacturing and supply of Cement. Currently it has an integrated cement plant in Chhattisgarh and Grinding Cement Plant at West Bengal and Odisha. The company has its presence in the Solar power sector in Gujarat and Tamilnadu.

1.1 Basis of preparation
The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (INDIAN GAAP). The Company has prepared these financial statements to comply with the Accounting Standards notified in Companies (Accounting Standards) Rules, 2006 as amended and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under historical cost convention.

The Restated Financial Information have been prepared by the management in connection with the proposed listing of equity shares of the Company by way of an initial public offer, which is to be filed by the Company with the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, West Bengal at Kolkata and the concerned Stock Exchanges in accordance with the requirements of:

a) Section 26 of the Companies Act, 2013; and

(b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the Securities and Exchange Board of India ("SEBI") on August 26, 2009, as amended from time to time read along with the SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together referred to as the "SEBI Regulations").

c) Guidance Note on reports in Company Prospectuses (Revised 2016) issued by the ICAI.

These Restated Financial Information and Other Financial Information have been extracted by the Management from the Audited Financial Statements and :-

there were no audit qualifications on these financial statements,
• there were no changes in accounting policies during the years of these financial statements,
• material amounts relating to adjustments for previous years in arriving at profit/loss of the years to which they relate, have been appropriately adjusted,
• adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Audited Financial Statements of the Company as at March 31, 2015 and the requirements of the SEBI Regulations, and
• the resultant tax impact on above adjustments has been appropriately adjusted in deferred tax in the respective years and the impact of current tax in respect of short/excess income tax arising out of assessments, appeals, revised income tax returns, etc., has been adjusted in the current tax of respective years to which they relate.
• the Restated Financial Information is presented in Indian Rupees, rounded off to nearest million, except per share data, Face value of Equity Share and expressly stated otherwise.

1.2 Tangible assets:
(a) Tangible Assets are stated at original cost including foreign exchange fluctuations on Long-term borrowings, net of tax/ duty credits availed. Interest and other financial charges on loans borrowed specifically for acquisition of capital assets are capitalised till the stabilisation of commercial production.
(b) All pre-operative and trial run expenditure (net of realization, if any) are capitalised.
(c) Projects under commissioning and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and interest on borrowings.

1.3 Depreciation and Amortisation :
(a) Depreciation is provided on pro-rata basis with reference to the date of commencement of use on straight line method over the useful life of respective assets as specified in Schedule II of the Companies Act, 2013.
(b) Depreciation is provided on Straight Line Method.
(c) Leasehold land is amortised over the period of lease.
(d) Where remaining useful life of assets is nil with reference to provisions of Schedule-II, remaining depreciable value of such assets, if any, is provided as depreciation for the year and transferred to capital work in progress.

1.4 Intangible assets:
(a) Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.
(b) Intangible assets in the form of Computer software are amortized/ depreciated over a period of 6 years on straight line basis.
(c) Mining Rights are amortised/ depreciated over the period of rights allotted on straight line basis.

1.5 Investments:
Long-term investments are stated at cost. Provision for diminution in value of long-term investments are made only if decline is other than temporary. Investments, whose realisable value is assessed to have permanently declined, are written off in the year of such assessment. Investments acquired with an intention to hold the same on long-term basis and likely to be sold within next twelve months from the Balance Sheet date are classified as current investments in accordance with Schedule III to the Companies Act, 2013. Such investments are valued at cost. Other current investments are valued at cost or fair value, whichever is lower.

1.6 Inventories:
Inventories relating to the project are shown at cost or Net Realisable value which ever is lower.
Unsold certified emission reductions are recognized as inventory in accordance with the Guidance Note on Accounting for Self-generated Certified Emission Reductions (CERs), issued by the Institute of Chartered Accountants of India. Inventory of CERs is valued at lower of cost and net realizable value. The cost incurred on verification/certification of CERs is considered as the cost of inventories of CERs.

1.7 Retirement benefits:
(a) Contribution to Provident Fund is made at a pre-determined rate and charged to revenue on accrual basis.
(b) Provision for Leave encashment and Gratuity is made at the year end on the basis of actuarial valuation using the Projected Unit Credit method as per the
(c) Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss as income or expense.

1.8 Foreign currency transactions:

(a) Transactions in foreign exchange covered by derivative contracts are accounted for at the contracted rates.

(b) Transactions other than those covered by derivative contracts are recognised at the exchange rates prevailing on the date of transaction.

(c) Monetary assets and liabilities in foreign currency that are outstanding at the year end and not covered by derivative contracts are translated at the year end exchange rates.

(d) The exchange differences arising from long-term foreign currency monetary items relating to the acquisition of a depreciable asset are added to or deducted from the cost of the depreciable capital assets.

1.9 Derivative instruments:

The premium on currency derivatives are amortised over the life of such derivatives.

1.10 Recognition of income and expenditure:

(a) Income and expenditure are recognised on accrual basis.

(b) Sales includes amount recovered towards excise duty, Sales tax and VAT.

1.11 Contingent liabilities and provisions

Provisions are recognised when the company has legal/ constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are not recognised but disclosed in the notes when the Company has a possible future obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

1.12 Government subsidy/ grants

Capital subsidy granted by the government is treated as capital reserve and revenue subsidy/ incentives are treated as revenue receipt.

1.13 Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost 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 revenue.

1.14 Taxation

Income tax expense comprises of Current and Deferred Taxes. Deferred income tax reflects the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

1.15 Earning per share

Basic earning per share is calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earning per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.16 Impairment of assets

The Company identifies impairable assets at the year end in accordance with the guiding principles of Accounting Standard 28, notified by the Government of India, for the purpose of arriving at impairment loss thereon being the difference between the book value and recoverable value of relevant assets. Impairment loss, when crystallised, are charged against revenues for the year.

1.17 Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership over the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the profit and loss account on a straight-line basis over the lease term.

1.18 Cash and cash equivalents

In the Cash Flow Statement, cash and cash equivalents include cash in hand, cash at bank, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

1.19 Segment reporting

Segments have been identified and reported taking into account nature of products, the differing risks and returns associated with operations.

Note 2: Share Capital

(₹ in Million)

Particulars	As at 31st March 2015	As at 31st March 2014
AUTHORIZED		
18,00,00,000 (P.Y. 15,00,00,000) Equity Shares of ₹ 10/- each.	1,800.00	1,500.00
	1,800.00	**1,500.00**
ISSUED, SUBSCRIBED & PAID UP CAPITAL		
Fully paid shares 17,54,00,000 (P.Y. 6,68,00,000) Equity Shares of ₹ 10/- each, Fully Paid up	1,754.00	668.00
Partly Paid Shares NIL (P.Y. 5,86,00,000) Equity shares of ₹ 10 each ₹ 2.60 paid up	-	152.36
Total	**1,754.00**	**820.36**

(a)The reconciliation of the number of shares

Equity Shares	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	Amount (₹ in Million)	No. of Shares	Amount (₹ in Million)
Balance at the beginning of the year	12,54,00,000	820.36	3,33,83,337	333.83
Add: Shares Issued during the year	5,00,00,000	500.00	3,34,16,663	334.17
Add: Partly paid up shares fully paid up @ ₹ 7.40 per share	-	433.64	-	-
Add: Partly paid up shares @ ₹ 2.60 per share issued during the year	-	-	5,86,00,000	152.36
Balance at the End of the year	**17,54,00,000**	**1,754.00**	**12,54,00,000**	**820.36**

(b) Terms / rights attached to equity shares

The company has only one class of equity shares having a face value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Name of the shareholders	As at 31st March 2015		As at 31st March 2014	
	No. of shares	%	No. of shares	%
M/s Suntrack Commerce Private Ltd.	2,74,04,202	15.62%	1,57,41,652	12.55%
M/s Diwakar Viniyog Private Ltd.	2,74,04,203	15.62%	1,57,41,653	12.55%
M/s Bhanu Vyapaar Private Ltd.	2,20,74,991	12.59%	1,20,74,991	9.63%
M/s Deevee Commercials Limited	1,22,93,333	7.01%	1,22,93,333	9.80%
M/s Suraj Viniyog Private Ltd.	1,04,53,333	5.96%	54,53,333	4.35%

Note 3: Reserves and Surplus

(₹ in Million)

Particulars	As at 31st March 2015	As at 31st March 2014
Securities Premium Account:		
Opening Balance	435.84	166.67
Addition during the year	2,256.07	269.17
	2,691.91	435.84
Surplus / (Deficit):		
Opening Balance	33.22	31.58
Add: Profit / (Loss) during the year	3.02	1.64
	36.24	33.22
Total	**2,728.15**	**469.06**

Note 4: Long Term Borrowings

(₹ in Million)

Particulars	As at 31st March 2015	As at 31st March 2014
Secured:		
Term Loan		
- From Banks *	4,475.26	2,161.88
Less: Current Maturity of long term borrowings	135.37	119.37
	4,339.89	2,042.51
Buyers Credit	391.26	-
Unsecured:		
Loans & Advances		
- From Related Parties	-	275.60
- From Other Companies	-	226.00
Total	**4,731.15**	**2,544.11**

(i) Nature of security for Secured Borrowings

(a)Rupee Term Loans amounting to ₹ 3593.16 million (P.Y. ₹ 1205.49 million) from Banks / Financial Institutions are secured by first pari passu Equitable Mortgage over the immovable properties pertaining to proposed 4.00 Million tonnes per annum Cement Plant including 60 MW Captive Thermal Power Plant together with all Fixed Plant and Machinery, fixtures erected or to be erected or fastened to anything attached to earth, both present and future and Second Pari passu charge by way of hypothecation created/to be created over all the Current Assets of the aforesaid project, both present and future.

(b) ECB Loan of ₹ 882.10 million (P. Y. ₹ 956.39 million) taken for Solar Power Plant is secured by first charge created on Non - Agricultural leasehold land of Solar Power Division and rights under Power Purchase Agreement dated 07.12.2010, Operation and Maintenance Agreement dated 06.09.2011 and Engineering, procurement and construction Agreement dated 06.09.2011 and first charge on all present and future current assets and moveable properties of the Solar Power Division situated at Charanka, Patan district, Gujarat. A group company has given corporate guarantee for the loan.

(c) Buyers Credit amounting to ₹ 391.26 million (P.Y. NIL) from banks is secured by first pari passu Equitable Mortgage over the immovable properties pertaining to proposed 4.00 Million tonnes per annum Cement Plant including 60 MW Captive Thermal Power Plant together with all Fixed Plant and Machinery, fixtures erected or to be erected or fastened to anything attached to earth, both present and future and Second Pari passu charge by way of hypothecation created/to be created over all the Current Assets of the aforesaid project, both present and future.

(ii) Repayment Terms for Secured Borrowings

(₹ in Million)

Type of Loan	Name of the Bank	Loan Amount	Rate of Interest	Repayment Schedule
Term Loan	Consortium of Banks/ Financial Institutions	₹ 3593.16 million (P.Y. ₹ 1205.49 million)	2.75% above base rate p.a. (Base Rate as on 31/03/2015 is 10.25)	36 consecutive quarterly installments commencing 31st Dec'16
ECB Loan	ICICI Bank	₹ 882.10 million (P.Y. ₹ 956.39 million)	Average rate of 6.28% p.a.	26 quarterly installments commencing from 27th June'15
Buyers Credit	Bank of Baroda	₹ 49.03 million (P.Y. NIL)	0.55% above Euribor	Buyers credit is convertible into rupee loan after three years
Buyers Credit	Bank of Baroda	₹ 245.87 million (P.Y. NIL)	0.50% above Euribor	Buyers credit is convertible into rupee loan after three years
Buyers Credit	Bank of Baroda	₹ 75.82 million (P.Y. NIL)	0.48% above Euribor	Buyers credit is convertible into rupee loan after three years
Buyers Credit	HSBC Bank	₹ 20.54 million (P.Y. NIL)	0.25% above Libor	Buyers credit is convertible into rupee loan after
Unsecured Loan	-	NIL (P.Y. ₹ 427.60 million)	13% p.a.	Repayble on demand after Dec, 2017
Unsecured Loan	-	NIL (P.Y. ₹ 74.00 million)	13.50 % p.a.	Repayble on demand after Dec, 2017

* Amount repayable within next twelve months from the above loans from the bank amounting to ₹ 135.37 million (PY ₹ 119.37 million) have been classified as "Current Maturities" in Note No.9

Note 5: Other Long term Liabilities *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Retention Money	0.11	0.10
Security Deposit	0.05	-
Other Trade Payables for Fixed Assets:		
Acceptances (Secured)	693.16	-
Others	42.69	-
Total	**736.01**	**0.10**

Note 6: Long Term Provisions *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Gratuity	4.71	1.75
Leave Encashment	3.69	2.38
Total	**8.40**	**4.13**

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Notes to the Restated INDIAN GAAP Financial Information- Other Information

Note 7: Short Term Borrowings *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Unsecured		
From Others	50.00	1,108.00
Total	**50.00**	**1,108.00**

Note 8: Trade payables *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Others:		
Acceptances (Secured)	683.90	-
Other than MSMED	203.88	6.95
MSMED	9.45	0.89
Total	**897.22**	**7.83**

Note 9: Other Current Liabilities *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Current Maturities of Long Term Debts	135.37	119.37
Interest Accrued and due on secured loans	25.85	4.79
Interest Accrued but not due on secured loans	2.38	5.78
Interest Accrued but not due on Acceptances	22.09	-
Interest Accrued but not due on Unsecured Loans	-	155.11
Statutory and Other Dues Payable	20.40	15.61
Salary, Bonus and other dues payable	0.63	0.35
Liability for Expenses	50.92	17.61
Overdrawn Bank Balance	-	4.41
Retention Money	30.20	4.11
Total	**287.84**	**327.14**

Note 10: Short Term Provisions *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Provision for Taxation	1.10	7.15
Gratuity	2.78	2.77
Leave Encashment	6.63	8.20
Total	**10.51**	**18.12**

Emami Cement Limited
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Note 11: Fixed Assets

(₹ in Million)

Description	Gross Block				Depreciation & Ammortisation				Net Block
	Balance as at 31st March 2014	Additions	Disposals	Balance as at 31st March 2015	Balance as at 31st March 2014	Depreciation charge for the year	On Disposals	Balance as at 31st March 2015	Balance as at 31st March 2015
Tangible Assets									
Freehold Land	1,863.68	182.79	-	2,046.47		-		-	2,046.47
Leasehold Land	266.34	4.86	-	271.20	15.88	6.55		22.44	248.77
Factory Buildings *	42.15	0.63	-	42.78	2.14	1.33		3.47	39.31
Non Factory Buildings*	38.34	0.53	-	38.87	1.10	1.26	-	2.36	36.51
Plant & Machinery *	1,306.09	43.96	-	1,350.05	148.78	85.66		234.44	1,115.61
Computers	1.53	3.31	0.03	4.82	0.64	1.02	0.03	1.63	3.18
Motor Vehicles	4.31	2.63	-	6.94	1.67	1.07		2.74	4.20
Office Equipment	1.33	1.47	-	2.80	0.14	0.48		0.61	2.19
Furniture & Fixtures	4.86	5.62	-	10.48	1.72	0.80		2.52	7.96
Total	**3,528.63**	**245.81**	**0.03**	**3,774.42**	**172.08**	**98.17**	**0.03**	**270.21**	**3,504.21**
Intangible Assets									
Mining Rights	77.49	-	-	77.49	3.39	0.78	-	4.17	73.32
Computer Software	1.02	0.59	-	1.61	0.26	0.82	-	1.08	0.53
Total	**78.51**	**0.59**	**-**	**79.10**	**3.65**	**1.60**	**-**	**5.25**	**73.85**
Capital Work in progress (including Pre-operative Expenses)									
Total	1,359.53	4,427.15	-	5,786.68	-	-	-	-	5,786.68

***** In terms of Para 46 of Accounting Standard (AS) 11 (vide GOI Notification No.GSR 225(E) dated the 31st March 2009 as amended by Notification No. GSR 378(E) dated 11th May, 2011 and GSR 913 (E) dated 29th December, 2011) and Circular No. 25/2012 dated 9th August, 2012, foreign exchange fluctuation loss amounting to ₹ 20.73 million has been added to the cost of depreciable capital assets. A sum of ₹ 153.51 million is remaining to be amortised over the residual useful life of the assets.

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Notes to the Restated INDIAN GAAP Financial Information- Other Information

Note 11: Fixed Assets

(₹ in Million)

Description	Gross Block			Depreciation & Ammortisation			Net Block
	Balance as at 31st March 2013	Additions	Balance as at 31st March 2014	Balance as at 31st March 2013	Depreciation charge for the year	Balance as at 31st March 2014	Balance as at 31st March 2014
Tangible Assets							
Freehold Land	1,531.31	332.38	1,863.68		-	-	1,863.68
Leasehold Land	155.58	110.76	266.34	10.44	5.44	15.88	250.46
Factory Buildings *	39.84	2.31	42.15	0.81	1.33	2.14	40.01
Non Factory Buildings*	36.39	1.95	38.34	0.51	0.59	1.10	37.23
Plant & Machinery *	1,234.37	71.72	1,306.09	74.69	74.10	148.78	1,157.31
Computers	0.96	0.57	1.53	0.45	0.20	0.64	0.89
Motor Vehicles	3.25	1.06	4.31	1.28	0.38	1.67	2.64
Office Equipment	0.58	0.80	1.37	0.06	0.09	0.14	1.23
Furniture & Fixtures	3.93	0.88	4.82	1.29	0.43	1.72	3.10
Total	**3,006.20**	**522.43**	**3,528.63**	**89.52**	**82.56**	**172.08**	**3,356.55**
Intangible Assets							
Mining Rights	77.49	-	77.49	2.61	0.78	3.39	74.10
Computer Software	0.57	0.45	1.02	0.14	0.13	0.26	0.76
Total	**78.06**	**0.45**	**78.51**	**2.75**	**0.91**	**3.65**	**74.86**
Capital Work in progress (including Pre-operative Expenses)							
Total	830.40	529.13	1,359.53	**-**	**-**	**-**	**1,359.53**

***** In terms of Para 46 of Accounting Standard (AS) 11 (vide GOI Notification No.GSR 225(E) dated the 31st March 2009 as amended by Notification No. GSR 378(E) dated 11th May, 2011 and GSR 913 (E) dated 29th December, 2011) and Circular No. 25/2012 dated 9th August, 2012, foreign exchange fluctuation loss amounting to ₹ 75.81 million has been added to the cost of depreciable capital assets. A sum of ₹ 143.32 million is remaining to be amortised over the residual useful life of the assets.

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Notes to the Restated INDIAN GAAP Financial Information- Other Information

Note 12: Long Term Loans and Advances *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Capital Advances (Secured)	710.45	288.34
Unsecured, considered good		
Capital Advances	188.54	96.73
Security Deposits	20.32	13.40
Other Loans & Advances		
Balances with Statutory Authorities	279.65	21.58
Others	20.93	0.01
Advance Income Tax	3.13	7.63
Total	**1,223.02**	**427.69**

Note 13: Other Non-Current Assets *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Fixed Deposits (maturity of more than 12, months Given as Margin/Security)	0.12	6.89
Total	**0.12**	**6.89**

Note 14: Inventories *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Certified Emission Reduction Certificates (CERs) (Refer Note No 35)	0.33	-
Total	**0.33**	**-**

Note 15: Trade Recievables *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Unsecured, considered good (Unless otherwise stated)		
Due for a period of less than 6 months from the date they are due	45.34	45.62
Total	**45.34**	**45.62**

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Notes to the Restated INDIAN GAAP Financial Information- Other Information

Note 16: Cash and Bank Balances *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Cash & Cash Equivalents		
Balances with Bank	303.39	8.41
Cash on hand	0.08	0.05
Cheques on Hand	1.10	0.02
Fixed Deposits (original maturity of less than 3 months)	14.93	11.47
Sub Total (A)	**319.50**	**19.95**
Other Bank Balances		
Fixed Deposits (original maturity more than 12 months)		
Given as Margin/Security	195.24	-
Others Fixed Deposits		
Given as Margin/Security (original maturity of more than 3 months and less than 12 months)	4.76	3.58
Sub Total (B)	**200.00**	**3.58**
Total [A + B]	**519.50**	**23.53**

Note 17: Short Term Loans and Advances *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Unsecured, considered good (Unless otherwise stated)		
Loans & Advances to related parties	0.01	-
Others		
Advance against Expenses	3.09	1.61
Security Deposits	0.16	-
Prepaid Expenses	7.78	2.35
Loan	22.50	-
Advances	3.22	-
Others	12.53	-
Total	**49.29**	**3.96**

Note 18: Other Current Assets *(₹ in Million)*

Particulars	As at 31st March 2015	As at 31st March 2014
Interest Receivable	0.77	0.22
Other Receivables	0.17	-
Total	**0.94**	**0.22**

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Notes to the Restated INDIAN GAAP Financial Information- Other Information

Note 19: Revenue from Operations

(₹ in Million)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
Sale of Power	252.18	250.47
Total	**252.18**	**250.47**

Note 20: Other Income

(₹ in Million)

Particulars	Nature (Recurring / Non- recurring)	For the year ended 31st March 2015	For the year ended 31st March 2014
Interest from Fixed Deposits	Recurring	1.44	0.82
Other Income	Non-recurring	0.15	0.13
Interest on Income tax refund	Non-recurring	-	0.07
Net Gain on sale of Current investments	Non-recurring	2.94	-
Total		**4.53**	**1.02**

Note : The classification of income into recurring and non-recurring is based on the current operations and business activities of the group.The Income has arisen from other than normal business activities.

Note 21: (Increase) /Decrease in Inventories

(₹ in Million)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
Inventories at the end of the year		
Certified Emission Reduction Certificates (CERs)	0.33	-
Inventories at the beginning of the year	-	-
Total	**(0.33)**	**-**

Note 22: Employee Benefits Expense

(₹ in Million)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
Salaries, Wages and Bonus	3.55	4.73
Contribution to Provident and other Funds	0.08	0.21
Gratuity	0.10	0.02
Leave Encashment	0.13	0.29
Total	**3.86**	**5.25**

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Note 23: Finance Costs *(₹ in Million)*

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
Interest Expenses	116.86	123.49
Option Premium	23.42	20.66
Other Borrowing costs	4.87	2.31
Total	**145.15**	**146.46**

Note 24: Depreciation & Amortization Expense *(₹ in Million)*

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
Depreciation on Tangible assets	98.17	82.56
Depreciation on Intangible assets	1.60	0.91
Less : Transferred to pre-operative expenses	9.27	4.16
Total	**90.50**	**79.31**

Note 25: Other Expenses *(₹ in Million)*

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
Operation and Maintenance Expenses	6.90	6.79
Electricity Expenses	1.61	2.26
Rent	0.51	0.79
Repairs to Building	0.26	0.26
Repairs to Machinery	0.25	0.00
Insurance	0.56	0.64
Filing Fees	0.01	0.02
Rates and Taxes	0.01	0.01
Miscelleneous Expenses	0.47	0.57
Processing Fees	0.22	0.13
Professional Fees	2.48	5.16
Travelling Expenses	0.53	1.83
Total	**13.80**	**18.46**

Note 26: Payment to Auditors *(₹ in Million)*

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
As Auditor (Exclusive of Service Tax):		
Audit Fees	0.40	0.06
Tax Audit Fees	0.03	0.03
Certification Fees & Other Services	0.22	0.14
Total	**0.65**	**0.23**

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Notes to the Restated INDIAN GAAP Financial Information- Other Information

Note 27 **Defined Benefit Plans : As per actuarial valuations as on 31st March 2015 and 31st March 2014 and recognised in the financial statements in respect of Employees benefit schemes.**

(₹ in Million)

Sl No.	Particulars	31st March 2015		31st March 2014	
		Gratuity Unfunded	Leave Encashment Unfunded	Gratuity Unfunded	Leave Encashment Unfunded
A.	**Components of Employer expenses**				
1	Current Service cost	2.21	0.89	1.14	2.16
2	Interest cost	0.41	0.78	0.30	0.46
3	Expected return on plan assets				
4	Actuarial Losses/(Gains)	0.35	0.01	(0.29)	0.89
5	Total expense recognised in the Statement of Pre-operative Exenses / Statement of Profit & Loss	**2.96**	**1.68**	**1.15**	**3.51**
B	**Net asset / (liability) recognised in balance sheet as at 31st March, 2015**				
1	Present value of Defined Benefit Obligation	7.48	10.31	4.52	8.63
2	Fair value of plan assets			-	-
3	Funded status [Surplus/(Deficit)]	(7.48)	(10.31)	(4.52)	(8.63)
4	Net asset/(liability) recognised in balance sheet	(7.48)	(10.31)	(4.52)	(8.63)
C	**Change in Defined Benefit Obligation during the period ended 23rd March, 2014**				
1	Present Value of DBO at beginning of period	4.52	8.63	3.38	7.08
2	Current Service cost	2.21	0.89	1.14	2.16
3	Interest cost	0.41	0.78	0.30	0.46
4	Actuarial (gains)/ losses	0.35	0.01	(0.29)	0.89
5	Benefits paid				
6	Present Value of DBO at the end of period	**7.49**	**10.32**	**4.52**	**10.58**
D	**Actuarial Assumptions**				
1	Discount Rate (%)	7.80	7.80	8.00	8.00
2	Rate of Increase in salary (%)	10.00	10.00	10.00	10.00
E	**Division of Defined Benefit Obligation (Current/Non Current)**				
1	Current Defined Benefit obligation at the end of period	2.78	6.63	2.77	8.21
2	Non-current Defined Benefit Obligation at the end of period	4.71	3.69	1.75	2.38
3	Total Defined Benefit Obligation at the end of the period	**7.49**	**10.32**	**4.52**	**10.58**

Present value of the defined benefit obligation and fairvalue of the plan assets

(₹ in Million)

Position at year end	31st March 2015		31st March 2014	
	Gratuity	Leave	Gratuity	Leave
Obligations	7.49	10.32	4.52	10.58
Fair value of plan assets	-	-	-	-
Net Asset / (Liability)	**(7.49)**	**(10.32)**	**(4.52)**	**(10.58)**

Experience adjustment on present Value of benefit obligation and plan assets

(₹ in Million)

Position at year end	31st March 2015		31st March 2014	
	Gratuity	Leave	Gratuity	Leave
(Gain) / Loss on Plan Liabilities	(0.15)	(0.36)	(0.65)	0.21
(Gain) / Loss on Plan Assets	-	-	-	-

Note 28 **Related Party Transactions**

Related parties with whom transactions have taken place during the year are given below :-

a. **Key Management Personnel**

31st March 2015	31st March 2014
Shri S S Sharma	Shri S S Sharma
Shri Aditya Vardhan Agarwal	-
Shri Manish Goenka	-
Shri R.K. Agrawal (w.e.f. 30.08.2013)	-
Shri C.D. Arha	-
Mrs. Mamta Binani (w.e.f. 05.01.2015)	-
Shri Manoranjan Ghosh (w.e.f. 08.09.2014)	-
Shri Sumit Jaiswal (w.e.f. 01.04.2014)	-
-	Shri Mohan Goenka
-	Shri Harsh Agarwal

b **Relatives of Key Management Personnel**

31st March 2015	31st March 2014
Shri R.S. Agarwal	Shri R.S. Agarwal
Shri R.S. Goenka	Shri R.S. Goenka
Shri Harsha Vardhan Agarwal	-
Shri Mohan Goenka	-
Ms. Priti Sureka	-
Ms. Usha Agarwal	Ms. Usha Agarwal
Ms. Richa Agarwal	-
Ms. Jyoti Goenka	-
Ms. Indu Goenka (w.e.f. 30.08.2013)	-
-	Shri Aditya Vardhan Agarwal
-	Ms. Mansi Agarwal
-	Shri Manish Goenka
-	Ms. Rashmi Goenka

c **Enterprise over which persons described in (a) and (b) above are able to exercise significant influence.**

31st March 2015	31st March 2014
Suntrack Commerce Private Limited	Suntrack Commerce Private Limited
Bhanu Vyapaar Private Limited	Bhanu Vyapaar Private Limited
Diwakar Viniyog Private Limited.	Diwakar Viniyog Private Limited.
Emami Paper Mills Limited	Emami Paper Mills Limited
New Way Constructions Limited	-
Emami Natural Resources Private Limited	Emami Natural Resources Private Limited
Emami Power Limited	Emami Power Limited
Emami (Meghalaya) Cement Limited	Emami (Meghalaya) Cement Limited
Emami High Rise Private Limited (w.e.f. 30.08.2013)	-
-	Deevee Commercials Limited upto 29.08.2013
Emami Ltd.	Emami Ltd.

(₹ in Million)

Particulars	Key Management Personnel		Relatives of Key Management Personnel		Enterprise described in (c) above		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Remuneration to Key Personnel	23.06	10.42					23.06	10.42
Sitting Fees	0.30						0.30	-
Rent paid						0.53	-	0.53
Repair & Maintenance paid						0.53	-	0.53
Rates & taxes reimbursed						0.02	-	0.02
Electricity expenses reimbursed						0.08	-	0.08
Other Charges					3.58	0.34	3.58	0.34
Reimbursement of Expenses received						0.31	-	0.31
Reimbursement of Expenses paid						0.04	-	0.04
Interest Expenses					36.85	54.15	36.85	54.15
Advance given					0.14	-	0.14	-
Refund of Advance given received					0.14	-	0.14	-
Loan Taken					300.20	591.28	300.20	591.28
Repayment of loan taken					570.20	740.68	570.20	740.68
Proceeds received for partly paid up shares			128.59		99.81		228.40	-
Share Application Money	33.84	18.24	83.75	49.64	1,916.26	355.72	2,033.84	423.61
Issue of Equity Shares (including Share Premium)	33.84	17.69	83.75	49.09	1,916.26	326.43	2,033.84	393.21
Refund of Share Application Money	-	0.56	-	0.56	-	29.29	-	30.41
Balance outstanding as at 31st March 2015							-	-
							-	-
Security Deposit					0.39	0.39	0.39	0.39
Loan Taken						274.64	-	274.64
Interest on loan taken						45.47	-	45.47

Note 29 **Segment Wise Reporting as required by AS-17 is given below:**

The Company has identified its Business Segment as its Primary Reportable Segment comprising of Cement and Power.

(₹ in Million)

Particulars	Cement		Solar Power		Unallocated		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
SEGMENT REVENUE								
External Segment Revenue	-	-	252.18	250.47			252.18	250.47
Inter Segment Revenue	-	-	-	-			-	-
Total Revenue	-	-	252.18	250.47			252.18	250.47
Less: Inter Segment Revenue	-	-	-	-			-	-
Net Revenue	-	-	252.18	250.47			252.18	250.47
RESULT								
Segment Result	-	-	144.35	147.45			144.35	147.45
Interest	-	-			145.15	146.46	145.15	146.46
Other Income	-	-			4.53	1.02	4.53	1.02
Profit/(Loss) Before Tax & Exceptional Items	-	-					3.73	2.01
Exceptional Income	-	-	-	-			-	-
Profit/(Loss) Before Tax	-	-					3.73	2.01
Provision for Current Tax	-	-			0.71	0.38	0.71	0.38
Income Tax For Earlier Years	-	-	-					
Provision for Deferred Tax	-	-	-	-			-	-
MAT Credit Entitlement	-	-	-	-			-	-
Profit/(Loss) After Tax	-	-					3.02	1.64
OTHER INFORMATION								
Segment Assets	9,028.95	3,871.00	1,308.51	1,376.65			10,337.46	5,247.65
Unallocated Assets					865.62	51.20	865.62	51.20
Total Assets	9,028.95	3,871.00	1,308.51	1,376.65			11,203.28	5,298.85
Segment Liabilities	325.30	638.99	19.64	58.52			344.94	697.50
Unallocated Liabilities					6,376.20	3,311.92	6,376.20	3,311.92
Total Liabilities	325.30	638.99	19.64	58.52			6,721.14	4,009.42
Capital Expenditure	4,649.55	971.48	24.01	80.53			4,673.55	1,052.01
Depreciation	-	-	90.50	79.31			90.50	79.31

(₹ in Million)

Note 30

Disclosure as required by AS-29 is given below:	**31st March 2015**	**31st March 2014**
	Provision for Taxation	**Provision for Taxation**
Opening Balance	7.15	8.20
Provisions during the year	0.71	0.38
Provision Reversed during the year	6.75	1.43
Closing Balance	**1.10**	**7.15**

Note 31 **Contingent Liabilities**

(₹ in Million)

a

Particulars	**31st March 2015**	**31st March 2014**
Guarantee furnished by the Banks of India on behalf of the company	194.87	43.65
Letters of Credit furnished by the bankers on behalf of the company	1,098.79	835.89
Income Tax under appeal	0.01	0.01
Total	**1,293.67**	**879.55**

b **Capital and other commitments:**

Estimated amount of capital contracts remaining to be executed & not provided for (net of advances) ₹ 5453.57 Million (Previous Year ₹ 3806.47 Million) (exclusive of service tax).

Note 32

Effective April 1, 2014, the Company has revised the estimated useful lives of fixed assets, based on Schedule II to the Companies Act, 2013 for the purpose of providing depreciation on fixed assets. Accordingly, the carrying amount of the fixed assets as on April 1, 2014 has been depreciated over the remaining revised useful life of the fixed assets. Consequently, the depreciation for the year ended 31st March 2015,has increased by ₹ 5.41 Million. Profit before Tax has decreased by ₹ 3.38 Million and capital work in progress has increased by ₹ 2.03 Million due to same.

Note 33 **Derivative instruments and unhedged foreign Currency Exposure**

(₹ in Million)

a.

Derivatives outstanding as at the date of Balance Sheet	Currency	31st March 2015	31st March 2014
Foreign Currency Loan	USD in Millions	14.09	3.79
	Rs. in Millions	857.75	208.90
	Euro in Millions	5.49	
	₹ in Millions	444.33	

b.

Particulars of unhedged foreign currency exposure as at the reporting date	Currency	31st March 2015	31st March 2014
Foreign Currency Loan	USD in Millions	0.33	12.47
	₹ in Millions	20.53	747.49
Interest and finance charges	USD in Millions	0.01	0.01
	₹ in Millions	0.39	0.70
Interest and finance charges	Euro in Millions	0.01	
	₹ in Millions	0.73	

34 **Expenditure in Foreign Currency** *(₹ in Million)*

Particulars	31st March 2015	31st March 2014
Interest & finance charges paid to Scheduled Banks	83.70	88.49
Bank Charges paid to scheduled banks	0.77	0.78
Travelling	0.04	-
Miscelleneous	0.08	-
Total	**84.59**	**89.28**

35

a) In accordance with the Guidance Note on Accounting for Self-generated Certified Emission Reduction Certificates (CERs), issued by the Institute of Chartered Accountants of India, the Company has recognized the CERs held by it as inventories in its financial statements. Disclosures as required under the Guidance Note are as under :

i) 22,523 CERs have been held as inventory by the Company
ii) There are no CERs under certification as on the date of the financial statements

36 **Value of imports on CIF basis during the year**

(₹ in Million)

Particulars	31st March 2015	31st March 2014
a) For Capital Goods	586.54	-

37 The Company has entered into operating lease agreement for office space and guest house. The total payment on account of operating lease is ₹ 32.53 Lacs. The total charge to the profit and loss account for the year is ₹ 0.53 Million (P.Y. ₹ 0.53 Million) and ₹ 2.73 Million (P. Y. ₹ 2.29 Million) towards capital work in progress.

38 Details of dues to Micro and Small Enterprises as defined under MSMED Act, 2006

(₹ in Million)

Particulars	31st March 2015	31st March 2014
Principal Amount due	9.45	0.89
Interest due on above		
Amount of interest accrued and unpaid as at year end		

39 Opening Reserve Reconciliation

Surplus in the statement of Profit and Loss as at April 1, 2013

(₹ in Million)

Particulars	As at April 1, 2013
Surplus in statement of Profit and Loss, as per the audited Balance Sheet as at April 1, 2013	31.67
Adjustments on account of restatement :-	
Tax Pertaining to earlier years	-0.09
Deferred Tax adjustments	-
Surplus as per Restated Financial Information as at April 1, 2013	**31.58**

40 Previous year figures have been reclassified/ regrouped/ rearranged wherever necessary.

Annexure - V A

Statement of Adjustments to Audited Financial Statements

Summarized below are the restatement adjustments made to the audited financial statements for the years ended March 2015 and 2014.

Restated Profit and Loss *(₹ in Million)*

Particulars	Note	For the year ended 31st March 2015	For the year ended 31st March 2014
Profit as per Signed Financials		3.02	1.55
Add/ Less: Restatement Adjustments			
Income Tax pertaining to earlier years	I	-	0.09
Audit Qualification		-	-
Total Restatement Adjustments		**-**	**0.09**
Total Restated Profit		**3.02**	**1.64**

Notes to Adjustments

I In the audited financial statements for the years ended March 31, 2015 and 2014, taxes have been accounted for pertaining to earlier years based on return of income and / or intimations / orders received from Income - tax authorities. For the purpose of these statements, such items have been appropriately adjusted to the respective years to which they relate.

Annexure VI A

The summary of results of restatements made in the Financial Statements as per Previous GAAP for the respective period/year and its impact on the profit of the Company is as follows :

(₹ in Million)

	Net Profit for the year as per Audited Financial Statements	For the year ended 31st March 2015	For the year ended 31st March 2014
A			
	Net Profit for the year as per Financial Statements .	**3.02**	**1.55**
B	**Adjustments For :**		
	1) Impact of Prior Period Expenses	-	0.09
	Total Adjustments	**-**	**0.09**
	Restated Net Profit for the year (A+B)	**3.02**	**1.64**

Annexure VII A

Restated Statement of Accounting ratios under Previous GAAP

(₹ in Million)

	Particulars		For the year ended 31st March 2015	For the year ended 31st March 2014
(A)	**Earning Per Share - Basic and Diluted**			
	Restated Profit after tax	1	3.02	1.64
	Profit attributable to Equity Shareholders- For Basic EPS	2	3.02	1.64
	Profit attributable to Equity Shareholders- For Diluted EPS	3	3.02	1.64
	Weighted Average number of shares outstanding during the year- Basic	4	11,55,36,181	5,30,34,962
	Weighted Average number of shares outstanding during the year- Diluted	5	11,55,36,181	5,30,34,962
	Basic EPS (₹)		0.03	0.03
	Diluted EPS (₹)		0.03	0.03

(₹ in Million)

	Particulars		For the year ended 31st March 2015	For the year ended 31st March 2014
(B)	**Return on Net Worth**			
	Restated Profit after tax for the year	E	3.02	1.64
	Net Worth at the end of the year	F	4,482.15	1,289.42
	Return on Net Worth (%)	E/F	0.07%	0.13%

(₹ in Million)

	Particulars		As at 31st March 2015	As at 31st March 2014
(C)	**Net Asset Value per Equity Share**			
	Net Worth at the end of the year	G	4,482.15	1,289.42
	No. of equity shares outstanding at the end of the year	H	17,54,00,000	12,54,00,000
	Net Asset Value per Equity Share (₹)	G/H	25.55	10.28

* The above ratios have been computed on the basis of Restated INDIAN GAAP Financial statements

Note :

1 The ratios on the basis of Restated financial information have been computed as below :-

(A) Basic Earnings per share (₹) = $\frac{\text{Net profit after tax as restated, attributable to equity shareholders}}{\text{Weighted Average number of shares outstanding during the year}}$

(A) Diluted Earnings per share (₹) = $\frac{\text{Net profit after tax as restated, attributable to equity shareholders}}{\text{Weighted Average number of shares outstanding during the year}}$

(B) Return on Net Worth (%) = $\frac{\text{Net profit after tax as restated}}{\text{Net worth as restated at the end of the year}}$

(C) Net Asset Value (NAV) per Equity Share = $\frac{\text{Net worth as restated at the end of the year}}{\text{Number of equity shares oustanding at the end of the year}}$

2 Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year 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.

3 Net worth for ratios mentioned in Sr. No. F and G is = Equity share capital + Reserves and surplus (including Retained Earnings and Security premium reserve)

Annexure VIII A

Restated Statement of Tax Shelter under INDIAN GAAP

(₹ in Million)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
(A) Restated Profit Before Tax	**3.73**	**2.01**
(B) Statutory tax rate - Normal	34.61%	33.99%
(C) Statutory tax rate - MAT	19.06%	19.06%
(D) Adjustments for Temporary differences		
Depreciation and Amortisation	57.85	(41.14)
Disallowance u/s 43 B	0.10	0.25
Disallowance u/s 40A(7)	0.10	0.02
Set off of Brought Forward Losses	(68.74)	0.00
Total Temporary differences	**(10.69)**	**(40.87)**
(E) Adjustments for Permanent Differences		
Others	(6.96)	(2.77)
Total Permanent differences	**(6.96)**	**(2.77)**
(F) Net Adjustments (D-E)	**(3.73)**	**(38.10)**
G Net Taxable Income/(loss) - Normal [A+F]	0.00	(36.08)
H Net Taxable Income/(loss) - MAT - [A]	3.73	2.01
(I) Tax Expenses		
- Current Tax	0.71	0.38
(J) Adjustments on account of restatement	-	-
(K) Total Tax Expense (I+J)	**0.71**	**0.38**

SELECTED FINANCIAL INFORMATION

*The following information is included for analytical purposes and should be read in conjunction with our "**Financial Statements**" on page 196 as well as "**Business**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 128 and 301, respectively.*

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of cement manufacturing businesses, many of which provide such non-GAAP financial measures and other statistical and operational information when reporting their financial results. However, note that these non-GAAP financial measures and other statistical information relating to our operations and 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 and statistical information of similar nomenclature that may be computed and presented by other cement manufacturing companies. Such non-GAAP financial measures should be read together with the nearest GAAP measure.

EBITDA

EBITDA represents earnings (or profit/ (loss)) before finance cost, finance income, income taxes, and depreciation and amortization expense. EBITDA is presented because it is a widely accepted financial indicator of a cement company's operational and financial performance. However, EBITDA should not be considered as an alternative to revenues from operations or to cash flows from operating, investing or financing activities, as determined under Ind AS or India GAAP, as applicable. EBITDA should not be considered as an indication of a company's operating performance or as a measure of liquidity. Management's discretionary use of funds depicted by EBITDA may be limited by working capital, debt service and capital expenditure requirements and by restrictions related to legal requirements, commitments and other uncertainties.

The tables below reconciles our profit/(loss) for the period under Ind AS to our definition of EBITDA for the periods specified as per our Restated Financial Statements:

(₹ in millions)

Our Company	Three months ended June 30, 2018	Fiscal 2018	Fiscal 2017
Profit/(Loss) Before Tax and exceptional items	(97.13)	(1,558.90)	(1,041.97)
Add:			
Finance Costs	394.22	1,374.22	468.26
Depreciation and amortization expense	290.54	899.71	257.58
Less:			
Finance Income	2.76	13.10	15.08
EBITDA	**584.87**	**701.93**	**(331.21)**

We have identified our business segments as our primary reportable segment comprising cement and solar power. However, we are in the process of demerging our solar power business. For further details, see "***History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc.***" on page 156. As a result, we provide below our EBITDA for our cement and solar businesses separately.

Our Cement Business

The following table sets forth a reconciliation of the segmental results relating to our cement business with EBITDA of the cement business as per our Restated Financial Statements:

(₹ in millions)

Segment Reporting for Cement	Three months ended June 30, 2018	Fiscal 2018	Fiscal 2017
Profit/(Loss) Before Tax and exceptional items	(107.51)	(1,678.20)	(1,167.53)
Add:			
Finance Costs	382.72	1,322.34	382.43
Depreciation and amortization expense	276.22	842.31	200.28
Less:			
Finance Income	2.47	7.79	13.34
EBITDA (A)	548.96	478.66	(598.16)
Cement and Clinker sales for the period *(in MT)* (B)	1,121,948	2,714,243	459,348
EBITDA per tonne of cement and clinker sales (A/B)	489.29	176.35	(1,302.19)

For further details refer Annexure V- Note 57 (Segment wise reporting as required by Ind AS – 108) of our Restated Financial Statements.

Solar Business

The following table sets forth the reconciliation of the segmental results relating to our solar business with EBITDA of the solar business as per our Restated Financial Statements:

(₹ in millions)

Segment Reporting for Solar business	Three months ended June 30, 2018	Fiscal 2018	Fiscal 2017
Profit/(Loss) Before Tax and exceptional items	10.38	119.30	125.17
Add:			
Finance Costs	11.50	51.88	85.83
Depreciation and amortization expense	14.32	57.40	57.30
Less:			
Finance Income	0.29	5.31	1.35
EBITDA	35.91	223.27	266.95

For further details refer Annexure V- Note 57 (Segment wise reporting as required by Ind AS – 108) of our Restated Financial Statements

The following table sets forth a reconciliation of the EBITDA of our solar and the cement business with the EBITDA of our Company:

(₹ in millions)

	Three months ended June 30, 2018	Fiscal 2018	Fiscal 2017
EBITDA for solar business (A)	35.91	223.27	266.95
EBITDA for cement business (B)	548.96	478.66	(598.16)
Company EBITDA (A+B)	584.87	701.93	(331.21)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion in conjunction with our Restated Financial Statements as of and for the three months ended June 30, 2018, and fiscal years ended March 31, 2018, 2017 and 2016, including the related annexures. These Restated Financial Statements have been prepared under Indian Accounting Standards ("**Ind AS**") notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 to the extent applicable.*

Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular Fiscal are to the 12-month period ended March 31 of that year.

*This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "**Forward-looking Statements**" and "**Risk Factors**" on pages 15 and 16, respectively.*

The industry-related information contained in this section is derived from the CRISIL Report. We commissioned the CRISIL Report for the purposes of confirming our understanding of the industry in connection with the Offer. Neither our Company, nor any other person connected with the Offer, including the BRLMs, has independently verified the information in the CRISIL Report or other publicly available information cited in this section.

Overview

We are among the leading cement manufacturing companies in Eastern India. *(Source: CRISIL Report)* We established an installed manufacturing capacity of 5.60 million metric tonne per annum ("**MMTPA**") in our first two years of commercial operations, making us one of the fastest growing cement companies to achieve such feat amongst cement manufacturers operating in Eastern India. For the three months ended June 30, 2018, we had a market share of 5% in terms of cement sales volume, while our installed cement manufacturing capacity represented 6% of the total installed capacity in Eastern India (including North East) in Fiscal 2018. *(Source: CRISIL Report)* We currently operate three manufacturing plants and are in the process of setting up another plant, which subject to receipt of necessary approvals is expected to result in an aggregate installed capacity of 9.30 MMTPA of cement and 3.20 MMTPA of clinker by April 2019.

We have an integrated cement manufacturing plant situated at Risda in Chhattisgarh, which has an installed capacity of 3.20 MMTPA of clinker and 2.50 MMTPA of cement (the "**Risda Manufacturing Plant**"). We commenced commercial production at this plant in December 2016. Our other operational plant is a cement grinding plant at Panagarh in West Bengal, which has an installed capacity of 2.50 MMTPA of cement (with current approvals for production up to 2.00 MMTPA) (the "**Panagarh Manufacturing Plant**") and we commenced commercial production at this plant in December 2017. In September 2018, we acquired a cement grinding unit with an installed capacity of 0.60 MMTPA in Bhabua, Bihar (the "**Bhabua Manufacturing Plant**") and we are currently in the process of increasing its installed capacity to 1.80 MMTPA. We commenced commercial production at this plant in September 2018 and plan to increase its capacity to 1.80 MMTPA by March 2019.

We are currently in the process of setting up a cement grinding plant at Kalinganagar, Odisha, which will have an installed capacity of 2.50 MMTPA and subject to the receipt of necessary approvals, we expect this plant to commence commercial operations by April 2019 (the "**Kalinganagar Manufacturing Plant**").

Our manufacturing plants are strategically located in close proximity to the raw materials that we require for our operations and are well connected to our key markets by rail and road. We have a limestone mining lease adjacent to our integrated Risda Manufacturing Plant (the "**Risda Mining Unit**"), where we operate a fully mechanized open cast mine and are able to extract sufficient quantities of limestone for our current clinker production requirements. At our Risda Manufacturing Plant, we have a 30 MW captive coal based power plant and a 9 MW waste heat recovery system (with provisions to scale up the generation of power up to 12 MW, subject to the receipt of necessary approvals), which cater to our energy requirements. With a view to expand our geographic presence in India, we secured limestone reserves in Guntur, Andhra Pradesh (the "**Guntur Mining Unit**") by obtaining a mining lease. Further, we participated in non-coal auction and won two limestone blocks in Nagaur, Rajasthan and are awaiting execution of the mining leases. For further details of our mines, see "***Business -Raw***

Materials and Utilities - Limestone Supply and Reserves" on page 139.

We have a wide portfolio of products which includes Portland Pozzolana Cement ("**PPC**"), Portland Slag Cement ("**PSC**"), 43 and 53 Grade Ordinary Portland Cement ("**OPC**") and composite cement. We primarily sell our cement to retail and institutional customers in the states of West Bengal, Chhattisgarh, Odisha, Jharkhand, Bihar, Maharashtra and Madhya Pradesh. For the three months ended June 30, 2018, the sale of OPC and blended cement (comprising PPC and PSC) constituted 17.93% and 82.07% of our total cement sales volume, respectively, while for Fiscal 2018, they comprised and 21.12% and 78.88% of our total cement sales volume, respectively.

We market all our products under the 'Emami Double Bull' brand. Our OPC, PPC and PSC are sold as 'Emami Double Bull', our premium PPC offering is sold under the brand 'Emami Double Bull MASTER', while our premium PSC offering is sold under the brand 'Emami Double Bull Subh'. We sell our products to institutional customers directly under the 'PROCEM' brand. We have set up regional marketing offices in Raipur, Patna, Dhanbad, Bhubaneshwar and Kolkata to improve our market share in such markets. We serve our retail clients through a distribution network that comprised over 2,200 dealers and over 5,000 retailers enabling us to sell our products in approximately 160 districts in India, as of June 30, 2018. In addition, we have set up 110 warehouses cum sale depots at strategic locations to ensure the efficient distribution of our products. We also sell our products to institutional clients, which include companies such as Simplex Infrastructures Limited, Nuvoco Vistas Corporation Limited and Bengal Shapoorji Housing Development Private Limited. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, sales to retail customers accounted for 63.19%, 61.00% and 66.50% of our total cement sales, respectively, while sales to institutional customers accounted for 36.81%, 39.00% and 33.50% of our total cement sales, respectively.

Our Company was awarded the 'Brand of the Decade 2018' award in the cement category by ERTC Media and the 'Brand of the Year – Cement Segment' award for excellence in building and construction at the National Awards for Marketing Excellence by the Times Network in 2018.

We are a part of the Emami group, which was founded by Dr. Radhe Shyam Agarwal and Dr. Radhe Shyam Goenka. The Emami group has an established presence in the Indian market, and has diversified its presence across varied sectors such as consumer goods, newsprint and packaging boards manufacturing, edible oil and biodiesel, real estate, ballpoint tip manufacturing, pharmacy stores, cement, solar power and contemporary art.

Significant Factors Affecting our Results of Operations

Our results of operations and financial condition are affected by a number of important factors including:

Demand and Supply for Cement in Eastern India

Our sales volumes and results of operations are affected by the demand for and supply of cement in eastern India, since our operations are concentrated in this region. We currently operate three manufacturing plants, our Risda, Panagarh and Bhabua Manufacturing Plants. We are also in the process of setting up a cement grinding plant at Kalinganagar, Odisha. Since our manufacturing plants are located in east India, our business and results of operations are dependent on the economic growth in this region. The level of economic activity is influenced by a number of factors, including political and regulatory policy, funding received for housing and infrastructure projects from the central and state governments and climatic conditions such as monsoon and drought.

According to the CRISIL Report, cement demand in Eastern India (including North East), which accounted for 17% of the total demand in India in Fiscal 2013, accounted for 22% of total demand in India in Fiscal 2018. In the long-term, cement demand in Eastern India (including North East) is expected to outpace most other regions and grow at a CAGR of 7.5% to 8.5% between Fiscal 2018 and Fiscal 2023. This would be largely backed by Government spending on infrastructure projects. Industrial demand is also expected to be healthy on account of investments by the Government and private entities in the information technology, railway, power and steel sectors. *(Source: CRISIL Report)* However, any slowdown in the economy in East India or the overall Indian economy, and in particular in the demand for housing and infrastructure could adversely affect our business and results of operations.

In addition, a majority of our revenue is from customers who are in industries and businesses that are cyclical in nature and subject to changes in general economic conditions. For example, many of our customers operate in the construction industry. The level of construction activity in local and national markets is inherently cyclical and any adverse developments in such industries could adversely affect our business and results of operations.

Cost and Availability of Raw Materials

Our cost of materials consumed constitutes the largest component of our cost structure. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, our cost of materials consumed (net of change in inventories of finished goods and work-in-progress) was ₹ 956.57 million, ₹ 1,397.11 million, and ₹ 247.40 million, or expressed as a percentage of our revenue from operations (net of excise duty expenses, if any) was 21.08%, 14.34% and 14.90%, respectively. As we continue to grow our operations, we would need to procure additional volumes of raw materials. For the manufacture of cement, we grind clinker, which is produced from limestone. We obtain limestone from our Risda Mining Unit which is adjacent to our Risda Manufacturing Plant. We currently produce clinker only at this plant, which is consumed at our Risda Manufacturing Plant and then transported to our other grinding units as well. Consequently, any disruption in the mining of limestone or the production of clinker could affect our business and results of operations.

In addition to limestone, the principal raw materials that we require for our operations are iron ore, gypsum, fly ash, slag, coal and pet coke. While we have entered into agreements for the purchase of fly ash and coal, we do not have any contractual arrangements for the purchase of our other raw materials. We typically source such materials from third-party suppliers or the open market. We are thus exposed to fluctuations in availability and prices of our raw materials and we may not be able to effectively pass on all increases in cost of raw materials to our customers, which may affect our margins, results of operations and cash flows. In addition, the use of pet coke has been previously banned by the Supreme Court of India, which was subsequently lifted. If such prohibitions are enacted in the future, we may have to source alternate materials and our costs could change. For further details see, *"**Risk Factors − Internal Risk Factors - If we are unable to source adequate amounts of raw materials and at acceptable cost, our business, results of operations and financial condition may be adversely affected**"* on page 20.

Our Expansion Plans

We are in the process of implementing certain projects to increase our manufacturing capacities and improve our operational efficiencies. We are currently setting up a grinding unit at Kalinganagar, Odisha with an installed capacity of 2.50 MMTPA of cement. In September 2018, we acquired a grinding unit with an installed capacity of 0.60 MMTPA in Bhabua, Bihar and we are in the process of increasing its installed capacity to 1.80 MMTPA. As of June 30, 2018, we had incurred capital expenditure of ₹ 4,112.12 million for these two plants. Our Risda Manufacturing Plant currently has an installed capacity of 3.20 MMTPA of clinker, which we intend to expand to 5.00 MMTPA in the near future. In addition, we commissioned our railway siding at our Panagarh Manufacturing Plant in September 2018, are in the process of setting up a railway siding at our Risda Manufacturing Plant, and as of June 30, 2018, we had incurred capital expenditure of ₹ 1,095.54 million for such efficiency optimization projects. We also intend to set up a rail siding at our Bhabua Manufacturing Plant. We expect that our expansion plans will allow us to meet the anticipated increase in cement demand in the future, enable us to supply growing markets more efficiently and drive growth. However, in the event that there is an oversupply of cement in the markets in which we operate, we may be required to reduce production volumes and may not be able to realize the benefits of expanding our manufacturing capacities.

Further, we expect that our expansion plans will result in an increase in our finance costs and as our new plants and other facilities become operational, we expect an increase in our demand for power, fuel and electricity, which costs were ₹ 884.64 million, ₹ 2,560.15 million and ₹ 633.57 million for the three months ended June 30, 2018 and Fiscals 2018 and 2017, respectively. We currently source almost all of our electrical energy requirements for our Risda Manufacturing Plant from our captive power plant and waste heat recovery system, which enables us to reduce our energy expenses. However, we will source electricity for our other plants from state electricity grids, which may result in an increase in our energy expenses. See *"**Risk Factors – Internal Risk Factors - Delays in the construction of new manufacturing plants and the expansion of our existing plants may adversely affect our business, results of operations and financial condition**"* on page 21.

Our Distribution Network

We have set up an extensive sales and distribution network for the sale of our products and we also make sales to certain institutional customers directly. We constantly seek to grow our product reach to under-penetrated geographies, increase the penetration of our products in markets in which we are currently present and widen the portfolio of our products available in those markets by growing our distribution network. We may, however, not be successful in appointing new distributors to expand our network or effectively manage our existing distribution network. We may also be required to offer our distributors sustainable business opportunities for them to sell our products over those of our competitors. Further, we may also face disruptions in the delivery of our products for reasons beyond our control, including poor handling of our products by third parties, transportation bottlenecks, natural disasters and labour issues, railway wagon ability, which could lead to delayed or lost deliveries. If our distributors fail to distribute our products in a timely manner, or if our distribution arrangements are terminated, or if the terms of our distribution arrangements are modified, our business and results of operations may be affected. For further details, see *"**Risk Factors − Internal Risk Factors - Our inability to expand or effectively manage our distribution network may have an adverse effect on our business, results of operations and financial condition**"* on page 27.

Competition and Pricing Pressure

The cement industry in India is highly fragmented and competitive and we compete with domestic cement companies, as well as companies that operate as joint ventures with international cement companies. We have a relatively short operating history as we commenced commercial production of cement in December 2016 and as such some of our competitors are larger than us, are more diversified, with operations across India, may have greater financial resources than we do, may have access to a cheaper cost of capital and may be able to produce cement more efficiently or invest larger amounts of capital into their businesses. Our competitors may also make strategic acquisitions or establish co-operative relationships among themselves or with third parties, including dealers of cement, thereby increasing their ability to address the needs of our target customers. We depend on the strength of the "Emami" brand to sell our products, which brand is relatively new in the cement industry and our competitors may have products with greater brand recognition than ours. In order to increase our sales volumes, we intend to continue to use various media channels to promote our brand including placing advertisements and commercials on television, newspapers, hoardings and on digital media. However, such initiatives may not be successful. We will be required to compete effectively with our existing and potential competitors, to maintain and grow our market share and in turn, our results of operations.

An increase in competition may also lead to lower cement prices and profit margins. Our pricing policy is based on several factors including the cost of operations and raw materials, our competitive position and the pricing of certain products in the markets. In addition, the manufacture and sale of cement in India is largely regional in nature on account of significant transport costs involved, which limits our ability to sell our products in markets that are far from our manufacturing plants. The farther cement or clinker have to be transported, the higher the transportation costs. Therefore, we follow a split grinding strategy which allows us to transport clinker in bulk at lower freight costs and manufacture cement in plants closer to our end markets. We commissioned a railway siding at our Panagarh Manufacturing Plant in September 2018 and are in the process of setting up a railway siding at our Risda Manufacturing Plant. Our ability to transport raw materials and cement is also subject to the timely availability of railway wagons and trucks. For the three months ended June 30, 2018 and Fiscals 2018 and 2017, our transport and handling expenses were ₹ 1,488.02 million, ₹ 3,073.82 million and ₹ 396.66 million, or 32.79%, 31.56% and 23.89% of our revenue from operations (net of excise duty expenses, if any), respectively. We seek to offset the effect of this pricing pressure by sourcing raw materials from vendors in proximity to our plants and increasing the efficiency of our manufacturing operations. If we are unable to increase the prices of our products to compensate for higher transportation costs in the future, our margins may be reduced.

Seasonal Variations

Our business is subject to seasonal variations on account of lower demand for building materials during the monsoon season. Consequently, our revenues recorded during the months of June to September could be lower compared to other periods. During the monsoons, construction activity is curtailed and we generally plan major repairs of our plants and equipment during such times, to take advantage of the reduced demand, so as to ensure that plants and equipment are working efficiently when the demand usually picks up subsequent to the monsoons. During the monsoons, we may continue to incur operating expenses and our revenue from the sale of our products may be delayed or reduced. Consequently, seasonal variations and adverse weather conditions may adversely affect our manufacturing and sales volumes and could therefore have a disproportionate impact on our results of operations during the relevant period.

Demerger of Our Solar Power Business

Our Board and the board of directors of Emami Power Limited have approved a scheme of demerger (the "**Demerger Scheme**"), pursuant to which our solar power business, comprising a 10 MW solar power plant in

Gujarat and 3 MW solar power plant in Tamil Nadu, including all properties, assets, liabilities, duties, obligations, debts, tenancy rights, approvals and registrations pertaining thereto, will be demerged and transferred to and will vest with Emami Power as a going concern. The Proposed Demerger is being undertaken with a view to consolidate the power production business in Emami Power Limited, while allowing our Company to focus on its cement manufacturing operations. Our Company and Emami Power have filed the Demerger Scheme before the National Company Law Tribunal, Kolkata ("**NCLT**") in relation to the demerger on July 9, 2018. This demerger remains subject to certain approvals and consents, such as approval of the NCLT and compliance with any other conditions imposed by the NCLT. The Demerger Scheme will also require consents from certain governmental authorities and third parties, including lenders. For further details, see "***History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc*.**" on page 156. As a result of such demerger, our losses may increase in the future. The demerger also makes it difficult to analyse and evaluate our future results of operations and financial condition based on our historical financial statements.

Government Incentives

We are eligible to receive certain incentives pursuant to the West Bengal State Support for Industries Scheme, 2013. Pursuant to this scheme, we receive incentives in the form of state tax refunds for sales made within West Bengal at the rate of 80% of the value added tax and central sales tax (currently known as state goods and services tax) paid in the previous year, subject to a certain threshold. These incentives are available to us for a period of nine years from December 2017. If such incentives are not available to us in the future, our tax liabilities may increase, which could affect our results of operations.

Statement of Certain Significant Accounting Policies

Basis of Preparation

The Restated Financial Statements have been prepared in accordance with the requirements of:

a) Section 26 of the Companies Act, 2013; and

b) The SEBI ICDR Regulations read along with the SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016; and

c) Guidance Note on reports in Company Prospectuses (Revised 2016) issued by the ICAI.

Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Derivative financial instruments measured at fair value
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments); and
- Employee's defined benefit plan as per actuarial valuation.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by us.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

We use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, we determine whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, we have determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Current versus non-current classification

We present assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- expected to be realized or intended to be sold or consumed in normal operating cycle
- held primarily for the purpose of trading
- expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current. A liability is current when:

- it is expected to be settled in the normal operating cycle
- it is held primarily for the purpose of trading
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

We classify all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. We have identified twelve months as our operating cycle.

Property, Plant and Equipment

Recognition

Property, plant and equipment ("**PPE**") are stated at cost less accumulated depreciation/amortization and impairment, if any. Freehold land is disclosed at cost less impairment, if any. Cost comprises purchase price and directly attributable cost of acquisition/ bringing the asset to its working condition for its intended use (net of credit availed, if any).

Capital work in progress, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, we depreciate them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in statement of profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

De-recognition

An item of PPE and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

Mining Development

The costs of mining properties, which include the costs of developing mining properties and mineral rights, are capitalized as property, plant and equipment under the heading 'Mining Development' in the year in which they are incurred.

When a decision is taken that a mining property is viable for commercial production (such as when we determine that the mining property will provide sufficient and sustainable return relative to the risks and we decided to proceed with the mine development), all further pre-production primary development expenditure other than land, buildings, plant and equipment is capitalized as part of the cost of the mining property until the mining property is capable of commercial production.

Exploration and evaluation assets are recognized as assets at their cost of acquisition, subject to meeting the commercial production criteria as above and are subject to impairment review on an annual basis, or more frequently if indicators of impairment exist.

The stripping cost incurred during the production phase of a surface mine is deferred to the extent the current period stripping cost exceeds the average period stripping cost over the life of mine and recognized as an asset if such cost provides a benefit in terms of improved access to ore in future periods and certain criteria are met. When the benefit from the stripping costs are realized in the current period, the stripping costs are accounted for as the cost of inventory. If the costs of inventory produced and the stripping activity asset are not separately identifiable, a relevant production measure is used to allocate the production stripping costs between the inventory produced and the stripping activity asset. We use the expected volume of waste compared with the actual volume of waste extracted for a given value of ore production for the purpose of determining the cost of the stripping activity asset. Deferred stripping cost are included in mining properties within PPE and disclosed as a part of mining properties. After initial recognition, the stripping activity asset is depreciated on a unit of production method over the expected useful life of the identified component of the ore body. In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Companies Act, 2013, or as per technical assessment. Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by us, or the number of production or similar units expected to be obtained from the asset by us. We have componentized our PPE and have separately assessed the life of major components.

In case of certain classes of PPE, we use different useful lives than those prescribed in Schedule II to the Companies Act, 2013. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of our management's best estimation of obtaining economic benefits from those classes of assets.

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the month preceding the month of deduction/disposal.

The following table sets forth the useful life of tangible assets:

Class of Assets	**Useful life of the asset (Years)**
Leasehold land	87 to 99
Buildings	3 to 60
Plant and Machinery	0 to 40
Motor Vehicles	3 to 15
Furniture and Fixture	1 to 15
Office Equipment	3 to 20
Mining Development	5 to 25
Computers Software	6
Mining rights	50

Intangible assets

Recognition

Intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any. Intangible assets with finite lives are amortized over the useful economic life or units of production method and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Computer Software

We have capitalized computer software in the nature of software licenses as intangible assets and the cost of software is amortized over the license period of six years, being their expected useful economic life.

Mining rights

Costs associated with acquiring mining rights are capitalized as incurred. Mining rights controlled by us are recognized as intangible assets.

Amortization methods and periods

We amortize mining rights with a finite useful life using the straight line method over the period of 50 years as per the agreement dated September 8, 2009 entered into with the Chhattisgarh Government. We amortize software licenses with a finite useful life using the straight line method over the period of six years.

On the other hand, we amortize the mines development cost on the basis of units of production method. The method is applied consistently from period to period unless there is a change in the expected pattern of consumption of those future economic benefits. Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

Expenditure during construction period

Expenditure/ Income during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under capital work-in-progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under “Other non-current Assets”.

Inventories

Inventories are valued as follows:

Raw materials, fuel, stores and spare parts and packing materials: Valued at lower of cost and net realizable value ("**NRV**"). However, these items are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis.

Work-in- progress, finished goods, stock-in-trade and trial run inventories: Valued at lower of cost and NRV. Cost of Finished goods and work-in-progress includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.

Waste / Scrap: Waste / Scrap inventory is valued at NRV. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale and borrowing costs are being incurred. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are expensed in the period in which they are incurred.

Government Grant

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and we will comply with all attached conditions there to. Government grant relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income. Government grants relating to purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on the basis of depreciation policy followed by us for the related assets and presented within other income.

Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when we have a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognized as interest expense.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within our control.

Claims against us, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Mining Restoration Provision

An obligation for restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the development or ongoing extraction from mines. Costs arising from restoration at closure of the mines and other site preparation work are provided for based on their discounted net present value, with a corresponding amount being capitalized at the start of each project. The amount provided for is recognized, as soon as the obligation to incur such costs arises. These costs are charged to the statement of profit and loss over the life of the operation through the depreciation of the asset and the unwinding of the discount on the provision. The cost are reviewed periodically and are adjusted to reflect known developments which may have an impact on the cost or life of operations. The cost of the related asset is adjusted for changes in the provision due to factors such as updated cost estimates, new disturbance and revisions to discount rates. The adjusted cost of the asset is depreciated prospectively over the lives of the assets to which they relate. The unwinding of the discount is shown as a finance cost in the statement of profit and loss.

Revenue Recognition

We recognize revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of our activities as described below. We base our estimates on historical results, taking into consideration the type of customer, the type of transaction and specifies of each arrangement.

Revenue is measured at the fair value of the consideration received or receivables. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.

Timing of recognition

We manufacture and sell clinker and cement and generate solar power which are sold and referred to as products. Sales are recognized when products are delivered to the customers. Delivery occurs when the products have been shipped to the special location, the risks of obsolescence and loss have been transferred to customers, and either the customers has accepted the products in accordance with the sales arrangements.

Measurement of revenue

Our products are often sold with discounts and customers have a right to return faulty products. Revenue from sales is based on the current prevailing prices at the time of sales, net of the discounts and returns.

Interest Income

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate ("**EIR**"). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, we estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but do not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Interest income on fixed deposits is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Dividend income

Dividend income is recognized at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

Leases

At the inception of a lease, the lease arrangement is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

Finance Lease

Leases of property, plant and equipment where we, as lessee, have substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Operating Lease

Leases in which a significant portion of the risks and rewards of ownership are not transferred to us as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight line basis over the period of the lease unless the payments are structured to increase in the line with the expected general inflation to compensate for the lessor's expected inflationary cost increases.

Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities (including minimum alternate tax ("**MAT**")) attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Tax credit is recognized in respect of MAT paid in terms of section 115 JAA of the Income Tax Act, 1961 based on convincing evidence that we will pay normal income tax within statutory time frame and the same is reviewed at each balance sheet date.

Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with the financial institutions, other short term, highly liquid investments with original maturities of three months or less (except the instruments which are pledged) 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.

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.

Derivative Financial Instruments

We enter into derivative financial instruments through foreign exchange forward contracts to manage our exposure to foreign exchange rate risks. We do not hold derivative financial instruments for speculative purposes. Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realized the asset and settle the liability simultaneously.

Employee Benefits

Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefits obligations in the balance sheet.

Compensated absence

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognized on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method. We present the entire leave as a current liability in the balance sheet, since we do not have an unconditional right to defer its settlement for 12 months after the reporting date.

Post-employment obligations

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligations at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Defined contribution plans

We pay provident fund contributions to publicly administered provident funds as per local regulations. We do not have further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or reduction in the future payments is available.

Segment Reporting

An operating segment is a component of ours that engages in business activities from which we may earn revenues and incur expenses, whose operating results are regularly reviewed by our chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates our performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

Trade and Other Payables

These amounts represent liabilities for goods and services provided to us prior to the end of the Fiscal which are unpaid. The amounts are unsecured and are usually paid within the credit period allowed. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. Long term trade payables are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

Borrowings

Borrowings are measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless we have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Segmental Reporting

We have identified our business segments as our primary reportable segment comprising cement and solar power. However, we are in the process of demerging our solar power business. For further details, see "***History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc***." on page 156.

The following tables set forth our segment information for the periods indicated:

(₹ in millions)

For the three months ended June 30, 2018	Cement	Solar Power	Unallocated	Total
Segment Revenue				
External Segment Revenue	4,462.48	75.96	-	4,538.44
Inter Segment Revenue	-	-	-	-
Total Revenue	4,462.48	75.96	-	4,538.44
Less: Inter Segment Revenue	-	-	-	-
Net Revenue	4,462.48	75.96	-	4,538.44
Profit / (Loss)				
Segment Result	77.02	20.48	-	97.50
Finance Cost	382.72	11.50	-	394.22
Finance Income	2.47	0.29	-	2.76
Other Income	195.72	1.11	-	196.83
Profit / (Loss) Before Tax and Exceptional Items	(107.51)	10.38	-	(97.13)
Exceptional Income	-	-		-
Profit/(Loss) Before Tax	(107.51)	10.38	-	(97.13)
Provision for Current Tax	-	-	-	-
Provision for Deferred Tax	-	-	276.55	276.55
Profit/(Loss) After Tax	-	-	-	179.42
Other Information				

For the three months ended June 30, 2018	Cement	Solar Power	Unallocated	Total
Segment Assets	35,509.57	1,382.48	-	36,892.05
Unallocated Assets	-	-	1,706.83	1,706.83
Total Assets	35,509.57	1,382.48	1,706.83	38,598.88
Segment Liabilities	29,975.69	686.35	-	30,662.04
Unallocated Liabilities	-	-	-	-
Total Liabilities	29,975.69	686.35	-	30,662.04
Capital Expenditure	1,539.22	-	-	1,539.22
Depreciation	276.22	14.32	-	290.54

(₹ in millions)

Fiscal 2018	Cement	Solar Power	Unallocated	Total
Segment Revenue				
External Segment Revenue	9,788.63	266.85	-	10,055.48
Inter Segment Revenue	-	-	-	-
Total Revenue	9,788.63	266.85	-	10,055.48
Less: Inter Segment Revenue	-	-	-	-
Net Revenue	9,788.63	266.85	-	10,055.48
Profit / (Loss)				
Segment Result	(571.78)	159.14	-	(412.64)
Finance Cost	1,322.34	51.88	-	1,374.22
Finance Income	7.79	5.31	-	13.10
Other Income	208.13	6.72	-	214.85
Profit / (Loss) Before Tax and Exceptional Items	(1,678.20)	119.30	-	(1,558.90)
Exceptional Income	-	-		-
Profit/(Loss) Before Tax	(1,678.20)	119.30	-	(1,558.90)
Provision for Current Tax	-	-	-	-
Provision for Deferred Tax	-	-	773.22	773.22
Profit/(Loss) After Tax	-	-	-	(785.68)
Other Information				
Segment Assets	32,941.63	1,610.31	-	34,551.94
Unallocated Assets			1,431.07	1,431.07
Total Assets	32,941.63	1,610.31	1,431.07	35,983.01
Segment Liabilities	27,374.34	850.20	-	28,224.54
Unallocated Liabilities	-	-	-	-
Total Liabilities	27,374.34	850.20	-	28,224.54
Capital Expenditure	4,591.45	-	-	4,591.45
Depreciation	842.31	57.40	-	899.71

(₹ in millions)

(₹ in millions) Fiscal 2017	Cement	Solar Power	Unallocated	Total
Segment Revenue				
External Segment Revenue	1,593.52	286.11	-	1,879.63
Inter Segment Revenue	-	-	-	-
Total Revenue	1,593.52	286.11	-	1,879.63
Less: Inter Segment Revenue	-	-	-	-
Net Revenue	1,593.52	286.11	-	1,879.63
Profit / (Loss)				
Segment Result	(799.12)	193.17	-	(605.95)

(₹ in millions) **Fiscal 2017**	**Cement**	**Solar Power**	**Unallocated**	**Total**
Finance Cost	382.43	85.83	-	468.26
Finance Income	13.34	1.35	0.39	15.08
Other Income	0.67	16.48	-	17.15
Profit / (Loss) Before Tax and Exceptional Items	(1,167.53)	125.17	0.39	(1,041.97)
Exceptional Income	-	-	-	-
Profit/(Loss) Before Tax	(1,167.53)	125.17	0.39	(1,041.97)
Provision for Current Tax	-	-	-	-
Provision for Deferred Tax	-	-	661.43	661.43
Profit/(Loss) After Tax	-	-	-	(380.54)
Other Information				
Segment Assets	27,207.21	1,558.31	-	28,765.52
Unallocated Assets	-	-	661.43	661.43
Total Assets	27,207.21	1,558.31	661.43	29,426.95
Segment Liabilities	20,013.88	880.25	-	20,894.13
Unallocated Liabilities	-	-	-	-
Total Liabilities	20,013.88	880.25	-	20,894.13
Capital Expenditure	5,690.31	-	-	5,690.31
Depreciation	200.28	57.30	-	257.58

(₹ in millions)

Fiscal 2016	**Cement**	**Solar Power**	**Unallocated**	**Total**
Segment Revenue				
External Segment Revenue	-	253.46	-	253.46
Inter Segment Revenue	-	-	-	-
Total Revenue	-	253.46	-	253.46
Less: Inter Segment Revenue	-	-	-	-
Net Revenue	-	253.46	-	253.46
Profit				
Segment Result	-	98.47	-	98.47
Finance Cost	-	86.67	-	86.67
Finance Income	-	2.84	-	2.84
Other Income	-	64.89	-	64.89
Profit Before Tax and Exceptional Items	-	79.53	-	79.53
Exceptional Income	-	-	-	-
Profit Before Tax	-	79.53	-	79.53
Provision for Current Tax	-	-	4.05	4.05
Provision for Deferred Tax	-	-	-	-
Profit After Tax	-	-	-	75.48
Other Information				
Segment Assets	18,991.39	1,558.04	-	20,549.43
Unallocated Assets				-
Total Assets	18,991.39	1,558.04	-	20,549.43
Segment Liabilities	12,625.74	1,004.97	-	13,630.71
Unallocated Liabilities	-	-	-	-
Total Liabilities	12,625.74	1,004.97	-	13,630.71
Capital Expenditure	8,698.83	95.85	-	8,794.68
Depreciation	-	103.37	-	103.37

Revenue and Expenses

Our revenue and expenditure is reported in the following manner:

Revenue

Total Income. Total income comprises revenue from operations and other income.

Revenue from operations. Revenue from operations comprises sale of cement, clinker and solar power (net of rebates and discounts).

Other Income. Other income primarily comprises government grants, foreign exchange fluctuation gain, scrap sales and profit on sale of mutual funds, gain from fair valuation of financial instruments carried at fair value through profit and loss.

Finance Income. Finance income primarily comprises interest received on financial assets (deposits, loans and others) carried at amortized cost.

Expenses

Cost of material consumed. Cost of materials consumed comprises costs incurred towards the consumption of all the raw materials that we require for our manufacturing operations.

Excise duty expenses. Excise duty expenses comprise excise duty paid on the sale of cement and clinker.

Change in inventories of finished goods and work-in-progress. Change in inventories of finished goods and work-in-progress primarily comprises the changes in inventory levels of finished goods of cement.
Employee benefit expenses. Employee benefit expenses comprise salaries and wages, contribution to provident and other funds, gratuity and staff welfare.

Finance cost. Finance cost comprises interest expense on borrowings, interest expense on others (which includes interest on letters of credit, interest on security deposit received from various vendors, transporters, retailers and dealers and interest paid on delay in statutory compliances) and other borrowing costs (which includes interest on unsecured loan).

Depreciation and amortization expense. Depreciation and amortization expenses comprises depreciation on tangible assets and amortization on intangible assets.

Other expenses. Other expenses primarily comprise transport and handling expenses, consumption of stores, spare parts and components and power, fuel and electricity, advertisement and publicity expenses, commission and brokerage and rent expenses.

Our Results of Operations

The following table sets forth select financial data from our restated standalone statement of profit and loss for the three months ended June 30, 2018 and Fiscals 2018, 2017 and 2016, the components of which are also expressed as a percentage of total income for such periods:

	For the three months ended June 30, 2018		**Fiscal 2018**		**2017**		**2016**	
	(₹ in millions)	***(% of Total Income)***	***(₹ in millions)***	***(% of Total Income)***	***(₹ in millions)***	***(% of Total Income)***	***(₹ in millions)***	***(% of Total Income)***
Income:								
Revenue from operations	4,538.44	95.84	10,055.48	97.91	1,879.63	99.10	253.46	79.62
Other income	196.83	4.16	214.85	2.09	17.15	0.90	64.89	20.38
Total Income	**4,735.27**	**100.00**	**10,270.33**	**100.00**	**1,896.78**	**100.00**	**318.35**	**100.00**
Finance income	2.76	0.06	13.10	0.13	15.08	0.80	2.84	0.89
Expenses:								

	For the three months ended June 30, 2018		Fiscal 2018		2017		2016	
	(₹ in millions)	*(% of Total Income)*	*(₹ in millions)*	*(% of Total Income)*	*(₹ in millions)*	*(% of Total Income)*	*(₹ in millions)*	*(% of Total Income)*
Cost of Materials Consumed	1,147.31	24.23	1,421.07	13.84	624.28	32.91	-	-
Excise Duty Expenses	-	-	314.60	3.06	219.38	11.57	-	-
Change in inventories of finished goods and work -in-progress	(190.74)	(4.03)	(23.96)	(0.23)	(376.89)	(19.87)	(0.38)	(0.12)
Employee benefit expense	161.76	3.42	483.70	4.71	184.19	9.71	6.76	2.12
Other expenses	3,032.07	64.03	7,372.99	71.79	1,577.03	83.14	45.24	14.21
Finance costs	394.22	8.33	1,374.22	13.38	468.26	24.69	86.67	27.22
Depreciation and amortization expense	290.54	6.14	899.71	8.76	257.58	13.58	103.37	32.47
Profit/(Loss) before tax	**(97.13)**	**(2.05)**	**(1,558.90)**	**(15.18)**	**(1,041.97)**	**(54.93)**	**79.53**	**24.98**
Tax expenses:								
Current tax	-	-	-	-	-	-	4.05	1.27
Deferred tax	276.55	5.84	773.22	7.53	661.43	34.87	-	-
Total tax expenses	**276.55**	**5.84**	**773.22**	**7.53**	**661.43**	**34.87**	**4.05**	**1.27**
Profit/ (Loss) for the period	**179.42**	**3.79**	**(785.68)**	**(7.65)**	**(380.54)**	**(20.06)**	**75.48**	**23.71**

Three months ended June 30, 2018

Our results of operations for the three months ended June 30, 2018 were particularly affected by the following factors:

- our Risda and Panagarh Manufacturing Plants were operational during such entire period, whereas for Fiscal 2018, our Risda Manufacturing Plant accounted for a full year of operations while our Panagarh Manufacturing Plant commenced operations in December 2017; and

- during Fiscal 2018, we capitalized income and expenses for our Panagarh Manufacturing Plant till it commenced commercial operations in December 2017 in accordance with Ind AS, whereas during the three months ended June 30, 2018, such income and expenses were charged to our statement of profit and loss.

Total Income

Our total income was ₹ 4,735.27 million for the three months ended June 30, 2018.

Revenue from operations. Our revenue from operations was ₹ 4,538.44 million for the three months ended June 30, 2018, comprising net cement sales of ₹ 4,781.90 million, sale of solar power of ₹ 76.81 million and clinker of ₹ 30.83 million, which was partially offset by rebates and discounts of ₹ 351.10 million. During the three months ended June 30, 2018, we sold 1,107,796 MT of cement, 14,152 MT of clinker and 5,463,129 MW of solar power.

Other income. Our other income was ₹ 196.83 million for the three months ended June 30, 2018, primarily comprising government grants of ₹ 142.19 million in the form of state tax refunds for sales made in West Bengal and foreign exchange fluctuation gain of ₹ 25.69 million.

Finance income. Our finance income comprising interest received on financial assets (deposits) carried at amortized cost was ₹ 2.76 million for the three months ended June 30, 2018.

Expenses

Cost of materials consumed. Our cost of materials consumed was ₹ 1,147.31 million for the three months ended June 30, 2018. There was an increase in the prices of slag and gypsum during such period as compared to Fiscal

2018.

Excise duty expenses. Our excise duty expenses were nil for the three months ended June 30, 2018, since we had transitioned to the Indian Goods and Services Tax regime.

Change in inventories of finished goods and work -in-progress. We had an increase in inventories of finished goods and work-in-progress of ₹ 190.74 million for the three months ended June 30, 2018. Inventories increased primarily due to an increase in production volumes of cement.

Employee benefit expenses. Our employee benefit expense was ₹ 161.76 million for the three months ended June 30, 2018, primarily comprising salaries and wages of ₹ 146.99 million, staff welfare expenses of ₹ 7.49 million and contribution to provident fund and others of ₹ 6.99 million. As of June 30, 2018, we had 833 employees.

Other expenses. Our other expenses were ₹ 3,032.07 million for the three months ended June 30, 2018, primarily comprising transport and handling expenses of ₹ 1,488.02 million, consumption of stores and spare parts of ₹ 274.77 million and power, fuel and electricity expenses of ₹ 884.64 million.

Finance cost. Our finance cost was ₹ 394.22 million for the three months ended June 30, 2018, comprising interest expense on secured borrowings of ₹ 284.35 million, interest expense on others of ₹ 71.28 million and other unsecured borrowing costs of ₹ 38.59 million.

Depreciation and amortization expense. Our depreciation and amortization expense was ₹ 290.54 million for the three months ended June 30, 2018, primarily comprising depreciation on tangible assets of ₹ 288.19 million.

Total tax expenses. We have recognized deferred tax assets (net) of ₹ 1,706.83 million as of June 30, 2018, as a result of which deferred tax income of ₹ 276.55 million was recognized in the statement of profit and loss for the three months ended June 30, 2018.

***Profit/loss for the period*.** We had a profit for the period of ₹ 179.42 million for the three months ended June 30, 2018.

Fiscal 2018 compared to Fiscal 2017

Our results of operations for Fiscal 2018 were particularly affected by the following factors:

- our integrated Risda Manufacturing Plant accounted for a full year of operations during Fiscal 2018, as compared to approximately four months of operations during Fiscal 2017;

- we commenced the commercial production of cement at our Panagarh Manufacturing Plant in December 2017, until which time we capitalized expenses for this plant in accordance with Ind AS; and

- a change in tax regime wherein we paid excise duty during Fiscal 2017 and during Fiscal 2018, we paid excise duty for the first quarter and thereafter transitioned to the Indian Goods and Services Tax regime.

Total Income

Our total income increased to ₹ 10,270.33 million for Fiscal 2018 from ₹ 1,896.78 million for Fiscal 2017, due to an increase in revenue from operations and other income.

Revenue from Operations. Our revenue from operations increased to ₹ 10,055.48 million for Fiscal 2018 from ₹ 1,879.63 million for Fiscal 2017, primarily due to:

- an increase in net cement sales to ₹ 9,559.74 million for Fiscal 2018 from ₹ 1,630.64 million for Fiscal 2017; we sold 2,302,518 MT of cement during Fiscal 2018 as compared to 375,798 MT of cement during Fiscal 2017, primarily on account of a full year of operations at our Risda Manufacturing Plant in Fiscal 2018 as compared to approximately four months of operations in Fiscal 2017, as well as the commencement of cement production at our Panagarh Manufacturing Plant in December 2017; and

- and an increase in sale of clinker to ₹ 1,131.53 million for Fiscal 2018 from ₹ 252.23 million for Fiscal 2017; we sold 411,725 MT of clinker during Fiscal 2018 as compared to 83,550 MT of clinker during Fiscal 2017.

Our increase in revenue from operations during Fiscal 2018 was partially offset by a decrease in the sale of solar power to ₹ 269.45 million for Fiscal 2018 from ₹ 286.11 million for Fiscal 2017; we sold 20,490,873 MW of solar power during Fiscal 2018 as compared to 21,591,763 MW of solar power during Fiscal 2017. In addition, we offered rebates and discounts of ₹ 905.24 million for Fiscal 2018 as compared to ₹ 289.35 million for Fiscal 2017, which was in line with the increase in the volume of cement sold by us.

Other income. Our other income increased to ₹ 214.85 million for Fiscal 2018 from ₹ 17.15 million for Fiscal 2017, primarily due to an increase in government grants in the form of state tax refunds for sales made in West Bengal to ₹ 100.74 million for Fiscal 2018 from nil for Fiscal 2017, an increase in gain from fair valuation of recurring derivative instruments carried at fair value through profit and loss to ₹ 57.29 million for Fiscal 2018 from nil for Fiscal 2017 and an increase in income from scrap sales to ₹ 28.88 million for Fiscal 2018 from ₹ 1.23 million for Fiscal 2017.

Finance income. Our finance income decreased by 13.12% to ₹ 13.10 million for Fiscal 2018 from ₹ 15.08 million for Fiscal 2017, primarily due to a decrease in interest received on financial assets (loans) carried at amortized cost to nil for Fiscal 2018 from ₹ 3.39 million for Fiscal 2017 and a decrease interest received on financial assets (deposits) carried at amortized cost to ₹ 8.69 million for Fiscal 2018 from ₹ 11.21 million for Fiscal 2017, which was partially offset by an increase in interest received on financial assets (others) carried at amortized cost to ₹ 4.41 million for Fiscal 2018 from ₹ 0.09 million for Fiscal 2017.

Expenses

Cost of materials consumed. Our cost of materials consumed increased to ₹ 1,421.07 million for Fiscal 2018 from ₹ 624.28 million for Fiscal 2017, which was primarily on account of an increase in the volume of cement manufactured by us. Our cost of materials consumed (net of change in inventories of finished goods and work-in-progress) expressed as a percentage of our revenue from operations (net of excise duty expenses, if any) was 14.34% and 14.90% for Fiscals 2018 and 2017, respectively.

Excise duty expenses. Our excise duty expenses increased by 43.40% to ₹ 314.60 million for Fiscal 2018 from ₹ 219.38 million for Fiscal 2017; although we sold higher volumes of cement during Fiscal 2018 as compared to Fiscal 2017, there was a change in tax regime wherein we paid excise duty during Fiscal 2017 and during Fiscal 2018, we paid excise duty for the first quarter only and thereafter transitioned to the Indian Goods and Services Tax regime.

Change in inventories of finished goods and work -in-progress. Increase in inventories of finished goods and work-in-progress was ₹ 23.96 million for Fiscal 2018 as compared to ₹ 376.89 million for Fiscal 2017, primarily attributable to the timing of manufacturing and sale of cement.

Employee benefit expense. Employee benefit expense increased to ₹ 483.70 million for Fiscal 2018 from ₹ 184.19 million for Fiscal 2017, primarily due to an increase in salaries and wages to ₹ 416.35 million for Fiscal 2018 from ₹ 168.93 million for Fiscal 2017, which was due to an increase in our number of employees as a result of growth in our business and annual compensation increments given to our employees. Our number of employees increased to 807 employees as of March 31, 2018 from 621 employees as of March 31, 2017.

Other expenses. Our other expenses increased to ₹ 7,372.99 million for Fiscal 2018 from ₹ 1,577.03 million for Fiscal 2017, primarily due to an increase in transport and handling expenses to ₹ 3,073.82 million for Fiscal 2018 from ₹ 396.66 million for Fiscal 2017, an increase in consumption of stores and spare parts to ₹ 521.88 million for Fiscal 2018 from ₹ 66.67 million for Fiscal 2017, an increase in power, fuel and electricity expenses to ₹ 2,560.15 million for Fiscal 2018 from ₹ 633.57 million for Fiscal 2017, an increase in advertisement and publicity expenses to ₹ 374.44 million for Fiscal 2018 from ₹ 189.67 million for Fiscal 2017 on account of our brand building initiatives and an increase in rent expenses to ₹ 109.22 million for Fiscal 2018 from ₹ 30.65 million for Fiscal 2017 since we leased additional depots to store our cement. The increase in our other expenses was in line with the overall growth of our business and operations during Fiscal 2018. Our other expenses expressed as a percentage of our revenue from operations (net of excise duty expenses, if any) were 75.69% and 94.99% for Fiscals 2018 and 2017, respectively.

Finance cost. Our finance cost increased to ₹ 1,374.22 million for Fiscal 2018 from ₹ 468.26 million for Fiscal 2017, primarily due to an increase in interest expense on secured borrowings to ₹ 981.19 million for Fiscal 2018 from ₹ 356.85 million for Fiscal 2017 and an increase in interest expense on others to ₹ 368.74 million for Fiscal 2018 from ₹ 108.52 million for Fiscal 2017. Our finance costs increased during Fiscal 2018 primarily on account of our Panagarh Manufacturing Plant commencing commercial operations in December 2017, after which its interest expenses were charged to our statement of profit and loss during the entire Fiscal 2018.

Depreciation and amortization expense. Our depreciation and amortization expense increased to ₹ 899.71 million for Fiscal 2018 from ₹ 257.58 million for Fiscal 2017, primarily due to an increase in depreciation on tangible assets to ₹ 893.69 million for Fiscal 2018 from ₹ 289.93 million for Fiscal 2017 since we started charging expenses for our plants to our statement of profit and loss from the date of commencement of their commercial operations. *Total tax expenses.* We have recognized deferred tax assets (net) of ₹ 1,431.07 million as of March 31, 2018, as a result of which deferred tax income of ₹ 773.22 million was recognized in the statement of profit and loss for Fiscal 2018.

Profit/loss for the period. We had a loss for the period of ₹ 785.68 million for Fiscal 2018 as compared to a loss for the period of ₹ 380.54 million for Fiscal 2017.

Fiscal 2017 compared to Fiscal 2016

Our results of operations for Fiscal 2017 are significantly different from Fiscal 2016, since we commenced the commercial production of cement at our integrated Risda Manufacturing Plant in December 2016, prior to which we did not have any cement manufacturing operations.

Total Income

Our total income increased to ₹ 1,896.78 million for Fiscal 2017 from ₹ 318.35 million for Fiscal 2016, due to an increase in revenue from operations.

Revenue from Operations. Our revenue from operations increased to ₹ 1,879.63 million for Fiscal 2017 from ₹ 253.46 million for Fiscal 2016, primarily due to an increase in net cement sales to ₹ 1,630.64 million for Fiscal 2017 from nil for Fiscal 2016 and an increase in sale of clinker to ₹ 252.23 million for Fiscal 2017 as compared to nil for Fiscal 2016 since we commenced commercial production at our Risda Manufacturing Plant in December 2016. In addition, our income from the sale of solar power increased to ₹ 286.11 million for Fiscal 2017 from ₹ 253.46 million for Fiscal 2016; we sold 21,591,763 MW of solar power during Fiscal 2017 as compared to 16,613,095 MW of solar power during Fiscal 2016.

Other income. Our other income decreased by 73.56% to ₹ 17.15 million for Fiscal 2017 from ₹ 64.89 million for Fiscal 2016, primarily due to a decrease in gain from fair valuation of derivative instruments carried at fair value through profit and loss to nil for Fiscal 2017 from ₹ 58.71 million for Fiscal 2016.

Finance income. Our other income increased to ₹ 15.08 million for Fiscal 2017 from ₹ 2.84 million for Fiscal 2016, primarily due to an increase in interest received on deposits carried at amortized cost to ₹ 11.21 million for Fiscal 2017 from ₹ 1.97 million for Fiscal 2016.

Expenses

Cost of materials consumed. Our cost of materials consumed increased to ₹ 624.28 million for Fiscal 2017 from nil for Fiscal 2016, since we commenced commercial production of cement at our Risda Manufacturing Plant in December 2016.

Excise duty expenses. Our excise duty expenses increased to ₹ 219.38 million for Fiscal 2017 from nil for Fiscal 2016, since we started manufacturing and selling cement in Fiscal 2017.

Change in inventories of finished goods and work -in-progress. Increase in inventories of finished goods and work-in-progress was ₹ 376.89 million for Fiscal 2017 as compared to ₹ 0.38 million for Fiscal 2016, since we commenced commercial production of cement in December 2016.

Employee benefit expense. Employee benefit expense increased to ₹ 184.19 million for Fiscal 2017 from ₹ 6.76 million for Fiscal 2016, primarily due to an increase in salaries and wages to ₹ 168.93 million for Fiscal 2017 from ₹ 6.23 million for Fiscal 2016, which was due to an increase in our number of employees as a result of growth in our business and annual compensation increments given to our employees. Our number of employees increased to 621 employees as of March 31, 2017 from 291 employees as of March 31, 2016.

Other expenses. Our other expenses increased to ₹ 1,577.03 million for Fiscal 2017 from ₹ 45.24 million for Fiscal 2016, primarily due to an increase in transport and handling expenses to ₹ 396.66 million for Fiscal 2017 from nil for Fiscal 2016, an increase in advertisement and publicity to ₹ 189.67 million for Fiscal 2017 from nil for Fiscal 2016 and an increase in power, fuel and electricity expenses to ₹ 633.57 million for Fiscal 2017 from ₹ 2.46 million for Fiscal 2016. The increase in our other expenses was in line with the overall growth of our business and operations during Fiscal 2017. Our other expenses expressed as a percentage of our revenue from operations were (net of excise duty expenses, if any) 94.99% and 17.85% for Fiscals 2017 and 2016, respectively.

Finance cost. Our finance cost increased to ₹ 468.26 million for Fiscal 2017 from ₹ 86.67 million for Fiscal 2016, primarily due to an increase in interest expense on secured borrowings to ₹ 356.85 million for Fiscal 2017 from ₹ 59.81 million for Fiscal 2016 and an increase in interest expense on others to ₹ 108.52 million for Fiscal 2017 from nil for Fiscal 2016, as a result of an increase in average amount of outstanding indebtedness during Fiscal 2017.

Depreciation and amortization expense. Our depreciation and amortization expense increased to ₹ 257.58 million for Fiscal 2017 from ₹ 103.37 million for Fiscal 2016, primarily due to an increase in depreciation on tangible assets to ₹ 289.93 million for Fiscal 2017 from ₹ 121.80 million for Fiscal 2016, primarily due to an increase in our fixed assets of plant and equipment and buildings since we started charging expenses for our plants to our statement of profit and loss from the date of commencement of their commercial operations.

Total tax expenses. We have recognized deferred tax assets (net) of ₹ 661.43 million as of March 31, 2017, as a result of which deferred tax income of ₹ 661.43 million was recognized in the statement of profit and loss for Fiscal 2017.

Profit/loss for the period. We had a loss for the period of ₹ 380.54 million for Fiscal 2017 as compared to a profit for the period of ₹ 75.48 million for Fiscal 2016.

Cash Flows

The following table sets forth our cash flows for the years indicated:

(₹ in million)

	For the three months ended June 30, 2018	2018	Fiscal 2017	2016
Net cash flow generated from/(used) in operating activities	278.57	542.45	(770.00)	445.29
Net cash flow (used) in investing activities	(2,296.31)	(4,867.63)	(6,078.58)	(9,069.05)
Net cash flow generated from financing activities	1,611.15	4,818.45	6,836.45	8,702.00
Net increase/(decrease) in Cash and Cash Equivalents	(406.59)	493.27	(12.13)	78.24

Operating Activities

Net cash generated from operating activities was ₹ 278.57 million for the three months ended June 30, 2018. While our restated loss before tax including other comprehensive income/(loss) was ₹ 95.69 million for the three months ended June 30, 2018, we had an operating profit before working capital changes of ₹ 568.49 million, primarily due to finance costs of ₹ 394.22 million and depreciation and amortisation expense of ₹ 290.54 million. Our changes in working capital for the three months ended June 30, 2018 primarily consisted of an increase in non-current assets of ₹ 575.36 million and an increase in trade receivables of ₹ 431.14 million, partially offset by an increase in trade payables of ₹ 499.99 million and a decrease in current assets of ₹ 306.20 million.

Net cash generated from operating activities was ₹ 542.45 million for Fiscal 2018. While our restated loss before tax including other comprehensive income/(loss) was ₹ 1,550.04 million for Fiscal 2018, we had an operating profit before working capital changes of ₹ 662.71 million, primarily due to finance costs of ₹ 1,374.22 million and depreciation and amortisation expense of ₹ 899.71 million. Our changes in working capital for Fiscal 2018 primarily consisted of an increase in inventories of ₹ 1,054.05 million and an increase in trade receivables of ₹ 555.06 million, partially offset by an increase in trade payables of ₹ 1,552.19 million.

Net cash used in operating activities was ₹ 770.00 million for Fiscal 2017. While our restated loss before tax including other comprehensive income/(loss) was ₹ 1,042.06 million for Fiscal 2017, we had an operating loss before working capital changes of ₹ 315.73 million, primarily due to finance costs of ₹ 468.26 million and depreciation and amortisation expense of ₹ 257.58 million. Our changes in working capital for Fiscal 2017 primarily consisted of an increase in inventories of ₹ 1,029.27 million and an increase in non-current assets of ₹ 470.51 million, partially offset by an increase in financial liability of ₹ 633.57 million and an increase in current liabilities of ₹ 530.38 million.

Net cash generated from operating activities was ₹ 445.29 million for Fiscal 2016. While our restated profit before tax including other comprehensive income/(loss) was ₹ 79.25 million for Fiscal 2016, we had an operating profit before working capital changes of ₹ 202.38 million, primarily due to finance costs of ₹ 86.67 million and depreciation and amortisation expense of ₹ 103.37 million, partially offset by MTM gain on forward contracts of ₹ 58.71 million. Our changes in working capital for Fiscal 2016 primarily consisted of an increase in financial liability of ₹ 534.49 million and a decrease in current assets of ₹ 379.77 million, partially offset by an increase in non-current assets of ₹ 675.62 million.

Investing Activities

Net cash used in investing activities was ₹ 2,296.31 million for the three months ended June 30, 2018, primarily comprising purchase of property, plant and equipment of ₹ 2,440.39 million, primarily for our Kalinganagar Manufacturing Plant.

Net cash used in investing activities was ₹ 4,867.63 million for Fiscal 2018, primarily comprising purchase of property, plant and equipment of ₹ 4,837.35 million, primarily for our Kalinganagar and Panagarh Manufacturing Plants.

Net cash used in investing activities was ₹ 6,078.58 million for Fiscal 2017, primarily comprising purchase of property, plant and equipment of ₹ 5,875.23 million, primarily for our Panagarh and Risda Manufacturing Plants.

Net cash used in investing activities was ₹ 9,069.05 million for Fiscal 2016, primarily comprising purchase of property, plant and equipment of ₹ 8,907.17 million, primarily for our Risda Manufacturing Plant and our solar power business.

Financing Activities

Net cash generated from financing activities was ₹ 1,611.15 million for the three months ended June 30, 2018, primarily comprising proceeds from long-term borrowings of ₹ 1,564.38 million.

Net cash generated from financing activities was ₹ 4,818.45 million for Fiscal 2018, primarily comprising proceeds from long-term borrowings of ₹ 5,309.27 million, partially offset by interest paid of ₹ 1,281.33 million.

Net cash generated from financing activities was ₹ 6,836.45 million for Fiscal 2017, primarily comprising proceeds from long-term borrowings of ₹ 4,759.76 million and proceeds from issue of share capital of ₹ 2,000.15 million.

Net cash generated from financing activities was ₹ 8,702.00 million for Fiscal 2016, primarily comprising proceeds from long-term borrowings of ₹ 5,653.62 million and proceeds from issue of share capital of ₹ 2,416.25 million.

Financial Indebtedness

The following table sets forth our financial indebtedness as of June 30, 2018:

(₹ in million)

Particulars	As of June 30, 2018
Long term Borrowings	
Secured	20,002.47
Unsecured	1,030.00
Finance Lease	15.51
Total long term borrowings	**21,047.98**
Total current maturities of long term debt	**2,432.41**
Short term borrowings	
Secured	2,005.90
Unsecured	50.00
Total Short Term Borrowings	**2,055.90**

Particulars	As of June 30, 2018
Total Borrowings	**25,536.29**

Liquidity and Capital Resources

As of June 30, 2018, our estimated amount of contracts remaining to be executed and not provided for (net of advances), was ₹ 3,527.04 million.

The following table sets for the maturity profile of our financial liabilities as of June 30, 2018:

(₹ in million)

Other contractual obligations	Payments due by period				
	Total	Less than 1 year	1 -3 years	3 – 5 years	More than 5 years
Debt obligations	26,149.30	5,053.67	5,544.59	8,327.22	7,223.82
Purchase obligations	1,617.87	1,617.87	0	0	0
Other long-term liabilities reflected on our balance sheet	594.00	308.03	0	0	285.97
Total	28,361.17	6,979.57	5,544.59	8,327.22	7,509.79

Capital Expenditure

For the three months ended June 30, 2018, we capitalized ₹ 663.45 million, primarily in freehold land and plant and equipment. For Fiscal 2018, we capitalized ₹ 4,553.24 million, primarily in plant and equipment, buildings and mining development. For Fiscal 2017, we capitalized ₹ 15,496.25 million, primarily in plant and equipment, buildings, freehold land and mining development. For Fiscal 2016, we capitalized ₹ 785.50 million, primarily in plant and equipment, leasehold land and freehold land. During Fiscal 2019, we expect to incur planned capital expenditures of approximately ₹ 9,494.07 million towards plant and equipment, railway sidings and mining lease, of which we expect to incur approximately ₹ 720.00 million in the state of Rajasthan.

Contingent Liabilities

As of June 30, 2018, our contingent liabilities that have not been provided for are as set out in the table below:

(₹ in million)

Particulars	As of June 30, 2018
Guarantee furnished by banks on our behalf	1,340.58
Letters of credit furnished by banks on our behalf	309.84
Service Tax under appeal	14.27
We had availed stamp duty exemption as available under the Chhattisgarh Industrial Policy, 2009 to 2014, subject to commencing of operations of the plant within a period of five years which could not be completed due to delay in land possession by the concerned state authority, against which the office of the collector of stamps, Baloda Bazar, Chhattisgarh has issued a demand notice on account of stamp duty (including interest and penalty). Since the delay was not due to any reasons attributable to us, the matter was appealed before the High Court of Chhattisgarh, which in turn has redirected the case to Revenue Court, Bilaspur, where the matter is pending to be decided.	4.43
The Commercial Taxes Department, West Bengal had directed that we are liable to pay entry tax of 1% on all imports in the state of West Bengal under the West Bengal Tax for Entry of Goods into Local Areas Act, 2012. This act was declared ultra vires by order dated June 24, 2013 of the High Court of Calcutta. We have filed a writ petition before the High Court of Calcutta seeking direction upon the sales tax authorities to forthwith rescind and / or forbear from giving any effect or further effect to the observation of imposing the entry tax. The petition stands disposed of. However, in view of latest judgment of the nine member bench of the Supreme Court and subsequent amendment in the West Bengal Tax On Entry Of Goods Into Local Areas Act, 2012, our management is of the view that we may have the liability of paying entry tax under the said act.	23.83
Gujarat Urja Vikash Nigam Limited ("GUVNL") filed a petition before the Gujarat State Commission for a downward revision of the tariff for the solar energy projects for all solar projects set-up in that state, including our project. The said petition was dismissed by the State Commission. GUVNL filed an appeal before the Appellate Tribunal for Electricity, Gujarat. The Appellate Tribunal also dismissed the petition filed by GUVNL by its order dated August 22, 2014. GUVNL has filed special leave petition before the Supreme Court which is pending.	-
The Government of Rajasthan had granted a 'Letter of Intent' ("LOI") dated December 31,	-

Particulars	As of June 30, 2018
2014 for grant of mining lease of limestone in an area of 989.50 hectare. A review committee formed by the Government of Rajasthan had cancelled the LOI issued to various parties including us. We have appealed to the Revision Authority, Ministry of Mines, Government of India against such cancellation. The cancellation order was set aside and remanded back to the State Government. We have appealed before the High Court of Rajasthan against no action taken by the State Government as directed by the Revision Authority, Ministry of Mines, Government of India, which is pending.	
Total	1,692.95

Off-Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties. For details of our related party transactions, see "***Related Party Transactions***" on page 194.

Quantitative and Qualitative Disclosures about Market Risk

We are exposed to various types of market risks during the normal course of business.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency rate risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments, payables, derivatives financial instruments and other market changes that affect market risk sensitive instruments. Foreign currency risk is the risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Foreign currency risks

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. Our exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency borrowings, import of fuels, raw materials, spare parts and capital expenditure. When a derivative is entered into for the purpose of being a hedge, we negotiate the terms of those derivatives to match the terms of the hedged exposure. We evaluate exchange rate exposure arising from foreign currency transactions. We follow established risk management policies and standard operating procedures and we use derivative instruments like forward foreign exchange contracts to hedge exposure to foreign currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our exposure to the risk of changes in market interest rates relates primarily to the long term debt obligations and buyer's credit obligations with floating interest rates. We monitor the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

Credit risk

Credit risk is the risk that the counterparty will not meet its obligations under a financial instrument or customer contracts leading to financial loss. We are exposed to credit risk from our operating activities (primarily trade receivables) and from our investing activities including deposits with banks, mutual funds and financial institutions and other financial instruments.

Trade receivables

We manage customer credit risk by each business location subject to our established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed and individual credit limits are defined in accordance with the assessment both in terms of number of days and amount. Wherever we assess the credit risk as high, the exposure is backed by either letter of credit, security deposits or curtailed by arrangement with third parties.

Liquidity risk

Liquidity risk is defined as the risk that we will not be able to settle or meet our obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. Our treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

We monitor our risk to a shortage of funds using a recurring liquidity planning based on rolling forecasts of expected cash flows. This process considers the maturity of both its financial investments and financial assets (i.e. trade receivables, other financial assets) and projected cash flows from operations. Our objective is to maintain a balance between continuity of funding and flexibility through the use of working capital loans, letter of credit facility, bank loans and credit purchases.

Seasonality of Business

Our business is subject to seasonal variations on account of lower demand for building materials during the monsoon season. Consequently, our revenues recorded during the months of June to September could be lower compared to other periods. For further details, see "- ***Significant Factors Affecting our Results of Operations – Seasonal Variations***" on page 304 and "***Risk Factors – Internal Risk Factors - Our business is subject to seasonal variations and cyclicality that could result in fluctuations in our results of operations"*** on page 23.

Unusual or Infrequent Events or Transactions

Except as described in this Draft 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.

Known Trends or Uncertainties

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 "***Significant Factors Affecting our Results of Operations***" above and the uncertainties described in "***Risk Factors***" on page 16. To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no known factors which we expect to have a material adverse effect on our income.

Future Relationship between Cost and Revenue

Other than as described in "***Risk Factors***", "***Business***" and **"*Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 16, 128 and 301, 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

Other than as disclosed in this section and in "***Business***" on page 128, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Competitive Conditions

We operate in a competitive environment. Please refer to "***Business***", "***Industry Overview***" and "***Risk Factors***" on pages 128, 99 and 16, respectively for further information on our industry and competition.

Recent Changes in Accounting Policies

The standalone financial statements as of and for the three months ended June 30, 2018 and the years ended March 31, 2018, 2017 and 2016 have been prepared by us in accordance with Ind AS and the standalone financial statements as of and for the year ended March 31, 2015 and 2014 have been prepared by us in accordance with Indian GAAP.

Significant developments subsequent to June 30, 2018

Pursuant to a business transfer agreement dated April 20, 2018, executed by and among, Eco Cements Limited and our Company, we purchased a cement grinding unit from Eco Cements Limited, which acquisition became effective on September 24, 2018.

Except as disclosed above, and in this Draft Red Herring Prospectus, to our knowledge no circumstances have arisen since the date of the last financial statements disclosed in this Draft Red Herring Prospectus which 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.

FINANCIAL INDEBTEDNESS

As on August 31, 2018, we had outstanding borrowings of an aggregate amount of ₹ 30,440.46 million, details of which are set forth below:

(in ₹ million)

Category of Borrowing	Outstanding amount as on August 31, 2018
Secured (I)	
Fund Based	
*Term loans**	23,879.00*
Working capital facilities	2,102.50
Non Fund Based	
Bank guarantees	1,778.96
Total	27,760.46
Unsecured (II)	
Unsecured loans	2,680.00
Total (I+II)	30,440.46

**Includes outstanding amounts of (i) external commercial borrowings of USD 7.06 million converted into ₹ 435.20 million based on the hedged rate of ₹ 61.60 per USD and (ii) foreign currency non-repatriable loan of USD 27.14 million converted into ₹1,862.90 million based on the rate of ₹ 68.64 per USD.*

I. *Key terms of our secured borrowings are disclosed below:*

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us.

a. Tenor and interest rate:

The tenor of the term loan facilities availed by us, typically range from three to 16 years. All but one of our secured borrowings have a floating rate of interest.

b. Security

Our fund based outstanding borrowings are typically secured by:

1. Mortgage and/or charge of immoveable properties and moveable properties pertaining to our plants including machinery spares, furniture and fixtures, equipment and other moveables pertaining to our plants, both present and future.

2. Hypothecation of all moveable fixed assets and/or current assets pertaining to our plants, both present and future.

Further, our borrowings, are secured by way of:

1. Pledge of equity shares of Emami Limited and/or Emami Paper Mills, our Group Companies and members of our Promoter Group, held by certain of our Promoters namely, (i) Bhanu Vyapaar, (ii) Diwakar Viniyog, and (iii) Suntrack Commerce, and certain members of our Promoter Group and Group Companies namely, (iv) Suraj Viniyog, (v) Prabhakar Viniyog and (vi) Raviraj Viniyog; and

2. corporate guarantees provided by certain of our Promoters namely, (i) Bhanu Vyapaar, (ii) Diwakar Viniyog (iii) Suntrack Commerce, and certain members of our Promoter Group and Group Companies namely, (iv) Prabhakar Viniyog and (v) Raviraj Viniyog.

c. Prepayment:

Prepayment of the facilities, if allowed by the relevant facility documents or made with the prior written notice to the lender and consent thereof as applicable, and typically attracts payment of prepayment charges ranging from 0.50% to 2.00% of the amount of the loan being prepaid, or as may be specified by the lender. However, in terms of certain facility documents, our Company will not be subjected to prepayment charges, if such prepayment is made with prior notice to the lenders from internal accruals/own funds of the Company.

d. Restrictive covenants:

Under certain financing arrangements, we require the relevant lender's prior consent for carrying out certain actions including, among others:

1. Taking any action of merger, consolidation, reorganization, reconstruction or amalgamation;
2. making a substantial change in the management or nature of business;
3. changing management control or transfer of control;
4. undertaking any new project, or augmenting, modernizing, expanding, diversifying or otherwise changing the scope of the aforesaid plant or acquiring fixed assets;
5. undertaking guarantee obligations or selling, assigning, mortgaging or disposing any security;
6. approaching capital markets for mobilizing additional resources either in the form of debt or equity;
7. affecting any change to the capital structure of the Company, including its shareholding pattern;
8. repaying of any loans/deposits/other liabilities other than those mentioned in the loan agreements; and
9. raising any loans, issuing any debentures, accepting any deposits from the public, or creating any security interests over its assets.
10. the aggregate shareholding of the Promoters and Promoter Group should not fall below 51% of the total equity share capital of our Company

e. Events of default:

Our facility documentation typically contain standard events of default, including among others:

1. Breach or default of any covenants, conditions, representations or warranties;
2. ceasing or threatening to cease carrying on the business or the relevant plant under the facility documents;
3. any bankruptcy, dissolution or insolvency proceedings;
4. instances of cross default;
5. change in general nature of scope of the business, operations, management, or ownership;
6. any deterioration or impairment of any security or any decline or depreciation in their value (whether actual or reasonably anticipated), which causes the security or any part of the security, in the judgement of the lender to have become unsatisfactory as to character or value;
7. litigation, arbitration or legal proceedings, suit or action of any kind which if materially determined, have a material adverse effect, is pending or threatened;
8. modification of any approval or authorisation unacceptable to lenders, or partial or complete revocation, withdrawal, suspension or termination of such approval or authorisations as specified;
9. failure to create and/or perfect the security within the time period specified in the facility agreement; and
10. ceasing to have title or right to possess or right to sell all or any portion of the relevant plant under the facility agreement.

This is an indicative list and there may be additional terms that may amount to an event of default under the various financing arrangements entered into by us.

f. Consequences of events of default:

Upon the occurrence of an event of default under the facility documentation, among others, our lenders are entitled to:

1. Appoint nominee directors or observers on the Board of our Company;
2. levy penal interest;
3. cancel our facility;
4. accelerate our facility;
5. declare all parts of the loan together with accrued interest outstanding as immediately due and payable;
6. enforce security interest, and enter upon or take possession of the assets; and
7. take any legal action for the recovery of the outstanding amounts in accordance with the transaction documents.

II. *Key terms of our unsecured borrowings*

We have availed unsecured loans from certain Promoters, namely, (i) Bhanu Vyapaar and (ii) Suntrack Commerce, one of our Group Companies and a member of our Promoter Group, (iii) Prabhakar Viniyog, and another member of our Promoter Group, (iv) Emami Agrotech Limited. The tenor of such unsecured loans is typically for one year or more. As of August 31, 2018, the interest rate for our unsecured loans is 12% per annum of the loan amount.

SECTION VI – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

Except as stated in this section, there are no (i) outstanding criminal proceedings involving our Company, Group Companies, Promoters or Directors; (ii) outstanding actions taken by statutory or regulatory authorities involving our Company, Group Companies, Promoters or Directors; (iii) outstanding claims involving our Company, Group Companies, Promoters or Directors for any direct and indirect tax liabilities; (iv) any outstanding compounding of offences under the Companies Act by our Company; and (v) other legal proceedings involving our Company, Group Companies, Promoters or Directors as determined to be material by our Board, in accordance with the Materiality Policy.

In terms of the SEBI ICDR Regulations and the Materiality Policy for the purposes of (v) above, all pending litigation involving our Company, Group Companies, Promoters or Directors, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' if the monetary amount of claim by or against our Company, Group Companies, Promoters or Directors, as applicable, in any such pending litigation is in excess of 0.50% of the total income for the last audited fiscal for which Restated Financial Statements have been included in the Draft Red Herring Prospectus being Fiscal 2018 and such amount being ₹ 51.35 million or any such litigation, an adverse outcome of which would materially and adversely affect our Company's business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. LITIGATION INVOLVING OUR COMPANY

A. Pending action by statutory or regulatory authorities against our Company

Our Company had purchased 64 units of land from various persons in 2007 and 2008, for the setting up of the Risda Mining Unit, and our Company was entitled to avail exemption from payment of stamp duty in relation to the agreements for purchase of such lands pursuant to a certificate of exemption dated February 12, 2008 issued by the Director, Department of Commerce and Industry ("**Director, DCI**").

A letter dated July 20, 2016 was issued to us by the General Manager, District Commerce and Industrial Center, Baloda Bazar directing us to deposit the stamp duty along with the applicable interest on the ground that our Company had not fulfilled the necessary condition of starting commercial production at the Risda Mining Unit within five years from the date of issuance of the certificate of exemption. Subsequently, the Collector of Stamps, Baloda Bazar ("**Collector**") registered 64 cases against us in respect of all the sale deeds that had been entered into for the purchase of the aforementioned units of land and by orders dated January 12, 2018, held that we are liable to pay the stamp duty amounting to an aggregate of ₹ 4.43 million along with interest at 12.50% per annum.

Our Company filed a writ petition in the High Court of Chhattisgarh ("**Chhattisgarh High Court**") seeking to set aside the orders passed by the Collector. Pursuant to an order dated April 10, 2018, the Chhattisgarh High Court disposed of the matter and gave liberty to our Company to file a revision petition before the appropriate authority. Accordingly, our Company filed various revision petitions before the Board of Revenue, Principal Bench at Bilaspur, Chattisgarh ("**Board of Revenue**") seeking to set aside the orders passed by the Collector. The Board of Revenue, by an order dated July 5, 2018, stayed the operation of the aforementioned orders of the Collector.

B. Outstanding Material Litigation involving our Company

Material litigation by the Company

Our Company was issued a letter of intent ("**LoI**") for mining lease of limestone mineral on December 31, 2014 by the Mines (Group 2) Department, Government of Rajasthan, ("**Mines Department, Group 2**"), for an area admeasuring 989.50 hectares for setting up of a proposed mining unit in Nimbahera, Rajasthan. However, there was a difference in the area provided in the LoI and the actual mining land in the demarcation report prepared by the Assistant Mining Engineer, Department of Mines and Geology. The Indian Bureau of Mines ("**IBM**") refused to approve the mining plan due to such discrepancy.

In the meanwhile, by an order dated October 17, 2015, the Secretary, Mines Department directed the refusal of grant of the letters of intent that were issued by it on the grounds of lack of transparency. Further, the Mines Department, Group 2 by a separate letter dated October 27, 2015 ("**Cancellation Order**") addressed to our Company, cancelled the LoI issued to the Company in furtherance of the order dated October 17, 2015. The Company filed a revision petition before the Central Government against the Cancellation Order. The Cancellation Order was set aside by an order of the Central Government dated December 20, 2016 and remanded the matter to the Government of Rajasthan for taking necessary action.

The Company by letter dated December 30, 2016 requested the Secretary-Mines, Department of Mines, Government of Rajasthan to issue an amended LoI and subsequently, our Company filed a writ petition in the High Court of Rajasthan, Jaipur ("**Rajasthan High Court**") against the Union of India, through Secretary, Ministry of Mines; State of Rajasthan through Secretary, Mines Department ("**State Government**"); Joint Secretary, Mines (Group 2) Department (**"Joint Secretary, Mines**"); Controller General, Indian Bureau of Mines ("**IBM")** and others ("**Respondents**") seeking directions to be issued to the Respondents to: (i) issue an amended LoI for an area admeasuring 939.46 hectares; (ii) approve the mining plan and the mine closure plan for the purposes of grant of mining lease based on the modified LoI; (iii) issue an order for grant of mining lease and execute the mining lease before January 12, 2017; and (iv) a declaration that the LoI shall not stand lapsed/rejected on account of time limit prescribed under the Mines and Minerals (Development and Regulation) Act, 1957.

Additionally, our Company filed an interim application in the Rajasthan High Court seeking to restrain the Respondents from cancelling the LoI and directing the Respondents to grant the mining lease and execute the mining lease agreement along with completing all formalities for modification of the LoI during the pendency of the of the writ petition. The Rajasthan High Court, by an order dated January 11, 2017, has admitted the petition for hearing. However, the Rajasthan High Court did not grant the interim relief sought by our Company for directing the State Government to grant the mining lease in favour of the Company.

C. Tax proceedings involving our Company

Indirect tax proceedings

There is one indirect tax proceeding involving our Company and the amount involved in such proceeding (to the extent ascertainable) is ₹ 14.27 million.

D. Outstanding dues to creditors

In terms of our total trade payables as on June 30, 2018, we had 932 creditors (in respect of capital and operating purchases of goods and services). The aggregate amount outstanding to such creditors as on June 30, 2018 was ₹ 1,151.74 million. For further details, see *http://www.emamicement.com/investor.php*

As per the Materiality Policy, a creditor of the Company, shall be considered to be material for the purpose of disclosure in the offer documents, including this Draft Red Herring Prospectus, if amounts due to such creditor exceeds 5.00% of the total trade payables as on the date of the latest restated financial statements included in such offer documents. Based on the above, there is one material creditor of our Company as on June 30, 2018 to whom an amount of ₹ 90.90 million was outstanding on such date.

Further, there are no dues outstanding to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as on June 30, 2018.

Information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.emamicement.com, would be doing so at their own risk.

II. LITIGATION INVOLVING OUR GROUP COMPANIES

1. Emami Limited

A. Outstanding criminal proceedings involving Emami Limited

Criminal proceedings against Emami Limited

1. The Drug Inspector, Ramban ("**Drug Inspector**") issued a notice in 2012 and subsequently filed a complaint in the Court of the Chief Judicial Magistrate, Ramban ("**CJM, Ramban**") against Emami Limited under the provisions of the Drugs and Cosmetics Act, 1940 on the ground that a certain batch of tablets named 'Vigorex' did not meet the standard quality as it contained the chemical "Sildenafil Citrate". Emami Limited filed an application dated January 1, 2013 in the High Court of Jammu & Kashmir for quashing the complaint filed in the CJM, Ramban on the grounds that: (i) the Drug Inspector was appointed at Ramban District in the year 2013 and therefore did not have the authority to issue notice to Emami Limited in the year 2012; (ii) the present management of Emami Limited is not responsible, as the batch of the tablets in question were manufactured by Zandu Pharmaceutical Works Limited prior to its amalgamation with Emami Limited; and (iii) the batch of tablets in question had expired at the time of their testing.

2. The Drug Inspector, Bandra, Maharashtra ("**Drug Inspector, Bandra**") issued a notice dated June 3, 2013 to Emami Limited alleging that the advertisement and label of a product "Zandu Vigorex" were in violation of the provisions of Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954 ("**Drugs and Magic Remedies Act**"). Through its reply dated December 12, 2013, Emami Limited submitted that it had already made changes to the packaging and advertisement of the said product. Subsequently, the Drug Inspector, Bandra, filed a case in the Court of Metropolitan Magistrate, Mazegaon ("**CMM, Mazegaon**") against Emami Limited, Sushil Goenka and others ("**Defendants**") under the relevant provisions of Drugs and Magic Remedies Act. Pursuant to an order dated August 31, 2015, the CMM, Mazegaon issued directions to the Defendants for appearance before it. An application was filed in the CMM, Mazegaon seeking exemption from personal appearance of the Defendants, which was granted by an order dated September 15, 2017.

3. The Drug Inspector, Greater Mumbai, Maharashtra ("**Drug Inspector, Greater Mumbai**") issued a notice dated April 6, 2013 to Emami Limited alleging that the advertisement and label of a product "Zandu Vigorex" were in violation of the provisions of Drugs & Magic Remedies (Objectionable Advertisement) Act, 1954 ("**Drugs and Magic Remedies Act")**. Through its reply dated June 14, 2013, Emami Limited submitted that no violation was made by the Company. It also submitted that it had already made changes to the packaging and advertisement of the said product. Subsequently, Drug Inspector, Greater Mumbai filed a case in the Court of Metropolitan Magistrate, Mazegaon ("**CMM, Mazegaon**") against Emami Limited, Sushil Goenka and others ("**Defendants**") under the relevant provisions of Drugs and Magic Remedies Act. Pursuant to an order dated August 31, 2015, the CMM, Mazegaon issued directions to the Defendants for appearance before it. An application was filed in the CMM, Mazegaon seeking exemption from personal appearance which was granted by an order dated September 15, 2017.

Criminal proceedings by Emami Limited

1. Emami Limited has filed two criminal complaints under section 138 of the Negotiable Instruments Act, 1881 in the 15th Court of Metropolitan Magistrate at Calcutta for dishonour of two cheques aggregating to a total amount of ₹ 2.00 million.

2. Emami Limited has filed criminal complaints before the Deputy Commissioner, South Suburban Division on June 16, 2016 and in the Anandapur Police Station on June 16, 2016 against Petrochemical Private Limited and its management personnel alleging duplication and selling of products under the brand name "Kesh King". Subsequently, Emami Limited has also filed an application before the Additional Chief Judicial Magistrate, Alipore, ("**ACJM, Alipore**") against Petrochemical Private Limited and its management personnel under the relevant provisions of the Copyright Act, 1957, Trademarks Act, 1999, Drugs and Cosmetics Act, 1940 and Indian Penal Code alleging cheating, application of false trademark, infringement of copyright and manufacture and sale of duplicate products under the brand name 'Kesh King'. The ACJM, Alipore allowed the application by an order dated June 24, 2016 and held that the application be considered as an FIR and directed the concerned police station to commence investigation.

3. Zandu Pharmaceutical Works Limited ("**Zandu**") (now amalgamated with Emami Limited) filed a criminal complaint on July 7, 2005 against M. Satyanarayan before the Additional Chief Metropolitan Magistrate, Dadar Court, Mumbai ("**ACMM**") for alleged criminal breach of trust during his employment. It was alleged that M. Satyanarayan, being an employee of Zandu, purchased products manufactured by Zandu with an intention to avail certain benefits under a scheme formulated for the benefit of stockists, wholesalers, semi wholesalers and retailers only.

B. Tax proceedings involving Emami Limited

There are four direct tax proceedings pertaining to income tax involving Emami Limited and the amount involved in such proceedings (to the extent ascertainable) is ₹ 150.84 million.

There are 84 tax proceedings pertaining to value added tax ("**VAT**"), GST, entry tax and central excise and customs duty, incentive/subsidy and service tax involving Emami Limited and the aggregate amount involved in such proceedings (to the extent ascertainable) is ₹ 399.94 million.

In addition to matters stated above, Emami Limited has initiated various proceedings in relation to infringement of certain of its trademarks such as 'Emami', 'Himani', 'Thanda Thanda Cool Cool', 'Kesh King', in its ordinary course. Such matters are currently outstanding in the appropriate civil courts.

2. Emami Paper Mills

A. Tax proceedings involving Emami Paper Mills

There are 19 indirect tax proceedings pertaining to value added tax ("**VAT**"), central excise, sales tax, employee state insurance corporation tax, service tax and entry tax involving Emami Paper Mills and the aggregate amount involved in such proceedings, including the amount paid under protest (to the extent ascertainable) is ₹ 68.56 million.

3. Suraj Viniyog

A. Tax proceedings involving Suraj Viniyog

There is one direct tax proceeding pertaining to income tax involving Suraj Viniyog and the amount involved in such proceeding (to the extent ascertainable) is ₹ 0.07 million.

III. LITIGATION INVOLVING OUR PROMOTERS

A. Outstanding criminal litigation involving our Promoters

Criminal proceedings against Dr. Radhe Shyam Agarwal

A first information report dated December 9, 2011 was lodged by the Deputy Director of Fire Prevention Wing, West Bengal Fire and Emergency Services, West Bengal, with the Lake Police Station, Kolkata against various persons, who were accused of willfully not maintaining a fire fighting system or an evacuation management team, allegedly dumping combustible materials and inadequately responding to the fire which resulted in the death and injury of several persons. Subsequently, a charge sheet was filed against 16 persons, including certain of our Promoters and Directors, namely, Dr. Radhe Shyam Agarwal, Dr. Radhe Shyam Goenka, Manish Goenka and Aditya Vardhan Agarwal ("**Accused Persons**"), who were also the directors of AMRI Hospitals Limited ("**AMRI**") for various charges under provisions of Indian Penal Code, 1860, and the West Bengal Fire Services Act, 1950.

The Accused Persons filed applications before the Additional Sessions Judge, 3rd Court, Alipore Court ("**Trial Court**") praying for their discharge from the matter on the ground that no role could be attributed to them in their individual capacities that had resulted in the outbreak of the fire. However, the Trial Court rejected the aforementioned application ("**Rejection Order**") and framed charges for, amongst others, culpable homicide not amounting to murder, attempt to commit culpable homicide, under certain sections of the Indian Penal Code, 1860 and the West Bengal Fire Services Act, 1950.

However, prior to the framing of formal charges by the Trial Court, Dr. Mani Kumar Chhetri, the managing director of AMRI, who was one of the Accused Persons, had challenged the Rejection Order in the High Court of Calcutta ("**Calcutta High Court**") and by an judgement dated June 30, 2017, the Calcutta High Court partly allowed the revision petition filed by Dr. Mani Kumar Chhetri and quashed certain charges framed against him, under the Indian Penal Code, while directing the framing of fresh charges for, amongst others, causing death by negligence, causing hurt or causing grevious hurt by endangering life or personal safety of others under the Indian Penal Code. Consequently, the Trial Court on August 24, 2017, framed fresh charges against him. Pursuant to the aforesaid Calcutta High Court order, certain of the other Accused Persons, including our aforementioned Promoters and Directors, filed their respective petitions in the Trial Court for the alteration of the charges framed against them, which were dismissed. Subsequently, the Accused Persons, including our aforementioned Promoters and Directors, have approached the Calcutta High Court praying for a relief in consonance with the judgement dated June 30, 2017 passed in respect of Dr. Mani Kumar Chhetri.

Criminal proceedings against Dr. Radhe Shyam Goenka

Proceedings in relation to charges of culpable homicide not amounting to murder and attempt to commit culpable homicide are outstanding before the Additional District and Sessions Judge, 3rd Court, Alipore against various persons, including Dr. Radhe Shyam Goenka. For further details, see "- ***Litigation Involving our Promoters – Outstanding Criminal Litigation Involving our Promoters***" above.

Criminal proceedings against Manish Goenka

Proceedings in relation to charges of culpable homicide not amounting to murder and attempt to commit culpable homicide are outstanding before the Additional District and Sessions Judge, 3rd Court, Alipore against various persons, including Manish Goenka. For further details, see "- ***Litigation Involving our Promoters – Outstanding Criminal Litigation Involving our Promoters***" above.

Criminal proceedings against Aditya Vardhan Agarwal

Proceedings in relation to charges of culpable homicide not amounting to murder and attempt to commit culpable homicide are outstanding before the Additional District and Sessions Judge, 3rd Court, Alipore against various persons, including Aditya Vardhan Agarwal. For further details, see "- ***Litigation Involving our Promoters – Outstanding Criminal Litigation Involving our Promoters***" above.

B. Pending action by statutory or regulatory authorities against our Promoter

Pending action by statutory or regulatory authorities against Dr. Radhe Shyam Agarwal

A show cause notice dated June 7, 2016 was issued by SEBI alleging that a statement made by Dr. Radhe Shyam Agarwal in an article published in a media report dated April 3, 2010, in respect of his desire to acquire a company engaged in the fast moving consumer goods or pharmaceutical industry, impacted the share price of Amrutanjan Healthcare Limited ("**Amrutanjan**") as the statement made by him was in the nature of planting false and misleading news which may induce sale or purchase of securities, and in violation of certain provisions of SEBI (Prohibition of Fraudulent and Unfair Trade Practice relating to Securities) Regulations, 2003 and the SEBI Act.

While SEBI noted that no disproportionate gains or unfair advantage was made by Dr. Radhe Shyam Agarwal or any specific loss suffered by investors as a consequence of such disclosure, it imposed a penalty of ₹ 0.80 million by an order dated December 27, 2017 ("**Impugned Order**") as the statement made by him impacted the trading price of the shares of Amruntanjan, thereby violating regulations 3 and 4 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003.

Dr. Radhe Shyam Agarwal has challenged the Impugned Order by way of an appeal in the Securities Appellate Tribunal.

C. Tax proceedings involving our Promoters

Tax proceedings involving Bhanu Vyapaar

There is one direct tax proceeding pertaining to income tax involving Bhanu Vyapaar and the amount involved in such proceeding (to the extent ascertainable) is ₹ 3.03 million.

Tax proceedings involving Diwakar Viniyog

There is one direct tax proceeding pertaining to income tax involving Diwakar Viniyog and the amount involved in such proceeding (to the extent ascertainable) is ₹ 0.35 million.

Tax proceedings involving Suntrack Commerce

There are two direct tax proceeding pertaining to income tax involving Suntrack Commerce and the amount involved in such proceeding (to the extent ascertainable) is ₹ 31.90 million.

IV. LITIGATION INVOLVING OUR DIRECTORS

A. Outstanding criminal litigation involving our Directors

Criminal proceedings against Manish Goenka

Proceedings in relation to charges of culpable homicide not amounting to murder and attempt to commit culpable homicide are outstanding before the Additional District and Sessions Judge, 3rd Court, Alipore various persons, including Manish Goenka. For further details, see "***- Litigation Involving our Promoters – Outstanding Criminal Litigation Involving our Promoters***" above.

Criminal proceedings against Aditya Vardhan Agarwal

Proceedings in relation to charges of culpable homicide not amounting to murder and attempt to commit culpable homicide are outstanding before the Additional District and Sessions Judge, 3rd Court, Alipore against various persons, including Aditya Vardhan Agarwal. For further details, see "***- Litigation Involving our Promoters – Outstanding Criminal Litigation Involving our Promoters***" above.

Criminal proceedings against Anand Rathi

1. Bharat Bhushan Gupta, ("**Complainant**") a client of Anand Rathi Share and Stock Brokers Limited ("**ARSSBL**") filed an FIR dated March 13, 2009 before the Kotwali Police Station, Dehradun ("**Kotwali Police Station**") against one of our Independent Directors, Anand Rathi and others alleging criminal breach of trust and cheating and dishonestly inducing delivery of property and criminal intimidation. Pursuant to an investigation, the Kotwali Police Station filed the final report dated August 26, 2009 observing the matter to be of civil nature and that in the absence of any evidence, no offence is made out against the concerned persons. The Complainant filed a protest petition in the Court of Chief Judicial Magistrate, Dehradun ("**CJM, Dehradun**") praying to reject the final report and take cognizance of the matter. The CJM, Dehradun by an order dated July 16, 2011, issued summons to Anand Rathi and others for offence of criminal breach of trust and forgery of valuable security.

   The Complainant filed another FIR dated October 14, 2010 against Anand Rathi and others before the Kotwali Police Station alleging, criminal breach of trust and cheating and dishonestly inducing delivery of property. Subsequently, a charge sheet dated May 17, 2011 alleging offence of criminal breach of trust was filed before the Additional Chief Judicial Magistrate, Dehradun ("**ACJM, Dehradun**") which clubbed the aforementioned cases by an order dated August 13, 2013. Subsequently, Anand Rathi and others filed a discharge application which was dismissed by the ACJM, Dehradun by an order dated August 2, 2014. A criminal revision petition was filed by Anand Rathi and others before the IV Additional Sessions Judge, Dehradun ("**Sessions Judge, Dehradun**") to set aside the order dated August 2, 2014. The petition was partly allowed by the Sessions Judge, Dehradun, who issued directions to the ACJM, Dehradun to decide the discharge application on merits.

Thereafter, ACJM, Dehradun allowed the discharge application and discharged Anand Rathi by an order dated October 13, 2015 ("**Order**"). A revision petition was filed against the Order before the Additional Session Judge, Dehradun, by the Uttarakhand State Government. The Additional Sessions Judge, Dehradun by an order dated December 7, 2016 ("**Impugned Order**") confirmed the Order. The Complainant has challenged the Impugned Order before the High Court of Uttarakhand, at Nainital.

2. Amit Kumar Mishra, ("**Complainant**") a client of Anand Rathi Share and Stock Brokers Limited ("**ARSSBL**"), filed a criminal complaint in the Court of Additional Chief Judicial Magistrate, Farrukhabad, Uttar Pradesh ("**ACJM, Farrukhabad**") against a franchisee owner of ARSSBL, Rohan Agarwal, Anand Rathi and others ("**Accused Persons**") alleging criminal breach of trust and cheating pertaining to a sum amounting to ₹ 0.26 million. The ACJM, Farrukhabad by an order dated May 7, 2012 summoned Anand Rathi and others for the offences of, among others, criminal breach of trust, cheating and dishonestly inducing delivery of property and criminal conspiracy.

Subsequently, Anand Rathi filed a quashing petition before the High Court of Allahabad ("**Allahabad High Court**") against the criminal complaint. The Allahabad High Court, through an order dated January 27, 2014 observed that there is no direct evidence against Anand Rathi and no offence can be made out against him and held that if Anand Rathi filed an objection/discharge application within 30 days before appropriate forum, the same should be considered. Accordingly, an objection/discharge application was filed in the Court of Judicial Magistrate, Farrukhabad which was dismissed by an order dated August 27, 2014.

Anand Rathi filed a revision petition before the Additional Sessions Judge, Farrukhabad against the order dated August 27, 2014 which was dismissed by an order dated April 18, 2015 ("**Impugned Order**"). Subsequently, Anand Rathi filed a criminal miscellaneous writ petition before the Allahabad High Court challenging the Impugned Order, which stayed the proceedings by way of an interim order dated May 26, 2015 and directed that no coercive actions be taken against Anand Rathi.

3. Vishwanath Pujari, a client of Anand Rathi Share and Stock Brokers Limited and Anand Rathi Global Finance Limited has registered an FIR dated January 28, 2017 against Anand Rathi and others ("**Accused Persons**") with the Banashankari Police Station, Bengaluru, alleging, among others, criminal breach of trust, using as genuine a forged document or electronic record, criminal conspiracy, cheating and dishonestly inducing delivery of property and a loss amounting to ₹ 92.00 million to Vishwanath Pujari.

While the matter is currently under investigation with the Crime Investigation Department, Bengaluru, the Accused Persons had filed an application for anticipatory bail before the High Court of Karnataka, Bengaluru ("**Karnataka High Court**"). The Karnataka High Court by an order dated May 29, 2018 allowed the application subject to certain conditions.

Criminal proceedings against Sundaram Balasubramanian

R.T. Packaging Private Limited has filed a criminal complaint in the Court of Judicial Magistrate, Rewari ("**CJM, Rewari**") under the section 138 of the Negotiable Instruments Act, 1881 in 2016 against Sakthi Bhog Foods Limited and its directors, including one of our Independent Directors, Sundaram Balasubramanian alleging dishonour of cheque amounting to ₹ 0.60 million issued by Sakthi Bhog Foods Limited. By an order dated October 12, 2016, the CJM, Rewari issued summons to Sundaram Balasubramanian. Further, an application for bail was submitted which was granted on August 14, 2017 upon furnishing a security for a sum of ₹ 0.05 million.

Subsequently, Sundaram Balasubramanian filed an application before the High Court of Punjab and Haryana seeking to quash and set aside the order dated October 12, 2016. By an interim order dated January 23, 2018, the High Court of Punjab and Haryana granted an exemption from personal appearance before the CJM, Rewari.

Criminal proceedings against Ram Krishna Agarwal

The RoC has initiated criminal proceedings against Ram Krishna Agarwal in the High Court of Kolkata dated November 15, 2007 alleging gross negligence and non-compliance under section 227 (2) read with section 233 of the Companies Act 1956 for non-classification of dividend income in the annual accounts of Hindustan Motors Limited from trade/non-trade investment.

B. Pending action by statutory or regulatory authorities against our Directors

Pending action by statutory or regulatory authorities against Anand Rathi

Anand Rathi received summons dated July 15, 2016 from the Assistant Director, Directorate of Enforcement, Mumbai to appear in person in his capacity of director of Anand Rathi Commodities Limited ("**ARCL**"), which was a member of National Spot Exchange Limited ("**NSEL**"), along with requisite documents in connection with an ongoing investigation, bearing file numbers ECTR/14/MZO/2013 and ECIR/MB20/14/2013 against NSEL under the provisions of Prevention of Money Laundering Act, 2002. Pursuant to reply dated July 16, 2016, Anand Rathi has submitted that he has never been a director of ARCL and that he does not hold any position in ARCL and was therefore not fully conversant with the affairs of ARCL and communicated the details of the relevant person who was managing the day to day business affairs of ARCL.

C. Outstanding Material Litigation Involving our Directors

Material litigation against Sundaram Balasubramanian

Insolvency Resolution Professional of Jaypee Infratech Limited has filed a petition in the National Company Law Tribunal, Allahabad ("**NCLT, Allahabad**") against Jaiprakash Associates Limited, Jaypee Infratech Limited, its directors including Sundaram Balasubramanian (who has resigned as a director of Jaypee Infratech Limited as on the date of this Draft Red Herring Prospectus) and others, praying for cancellation of the mortgages executed in favour of certain banks by Jaypee Infratech Limited in respect of certain loans granted to its holding company, Jaiprakash Associates Limited. By an order dated May 16, 2018 ("**Impugned Order**"), the NCLT, Allahabad held that the directors of Jaypee Infratech had acted fraudulently in executing the aforementioned mortgages and consequently, cancelled the mortgages.

Subsequently, Axis Bank Limited, Standard Chartered Bank and ICICI Bank Limited filed an appeal in the National Company Law Appellate Tribunal ("**NCLAT**") against the Impugned Order. The NCLAT, by an order dated May 24, 2018, has stayed the operation of the Impugned Order.

Material litigation against Anand Rathi

Money Magnum Constructions ("**Plaintiff**") has filed a commercial summary suit dated August 12, 2016 against two of our Independent Directors, Anand Rathi and Charan Das Arha and certain other individuals and entities including Anand Rathi Financial Services Limited, Anand Rathi Commodities Limited and Deevee Commercials Limited (collectively, the "**Defendants**") in the Commercial Division of the High Court of Bombay, praying for a cumulative sum of ₹ 73.15 million with interest thereon against its unsettled trades at the National Spot Exchange Limited's platform, brokerage/carrying and forwarding charges and damages.

Material litigation against Charan Das Arha

Money Magnum Constructions has filed a commercial summary suit dated August 12, 2016 in the Commercial Division of Bombay High Court against various persons, including Charan Das Arha. For further details, see "***Outstanding Material Litigation Involving our Directors - Material litigation against Anand Rathi – Outstanding Material Litigation Involving our Directors***" above.

V. MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET DATE

Except as stated in "***Management's Discussion and Analysis of Financial Condition and Results of Operation - Significant Developments subsequent to June 30, 2018***" on page 326, no circumstances have arisen since June 30, 2018, the date of the last Restated Financial Statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect, our operations or earnings taken as a whole, the value of our consolidated assets or our ability to pay our material liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*Our Company can undertake the Offer and our Company can undertake our current business activities, 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 Offer or continue such business activities. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus. For further details in connection with the regulatory and legal framework within which we operate, see "**Key Regulations and Policies in India**" on page* 147.

A. ***Approvals relating to the Offer***

For details of approvals obtained in relation to the Offer, see "***Other Regulatory and Statutory Disclosures***" on page 343.

B. ***Corporate Approvals***

1. Certificate of incorporation dated June 13, 2007 issued to our Company by the RoC; and

2. Certificate of commencement of business dated July 3, 2007 issued to our Company by the RoC.

C. ***Approvals in relation to our general business activities***

Our Company is required to obtain approvals and licenses under various laws, rules and regulations in order to continue our general business activities in India which are set out below. 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.

1. Registrations under central and state tax legislations;

2. Registration under Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and Employee State Insurance Act, 1948 for our Company;

3. Registration under the West Bengal Shops and Establishment Rules, 1964 for the Registered Office of our Company;

4. Registration as an establishment employing contract labour under the Contract Labour (Regulation and Abolition) Act, 1970 for our Registered Office and our Manufacturing Plants;

5. Registration under the West Bengal Labour Welfare Fund Act, 1974 for our Company; and

6. Trade license for carrying on the business of manufacturing and selling cement granted by the State Municipal Corporation or the gram panchayat, as applicable.

D. ***Approvals in relation to our Manufacturing Plants and Mining Units***

As on the date of this Draft Red Herring Prospectus, we have a portfolio of:

(i) one integrated cement grinding and clinker manufacturing plant with an installed capacity of 3.20 MMTPA of clinker and 2.50 MMTPA of cement along with a 30 MW captive power plant (the "**CPP**") and a 9 MW waste heat recovery system (with provisions to scale up the generation of power upto 12 MW, subject to the receipt of necessary approvals) (the "**WHRS")** which is located at Risda, Chattisgarh (the "**Risda Manufacturing Plant**");

(ii) three cement grinding plants which are located at (a) Panagarh, West Bengal with an installed capacity of 2.50 MMTPA of cement (with current approvals for production of upto 2.00 MMTPA) (the "**Panagarh Manufacturing Plant**"); (b) Bhabua, Bihar with an installed capacity of 0.60 MMTPA of cement, which is in the process of being increased to 1.80 MMTPA (the "**Bhabua Manufacturing Plant**") and (c) Kalinganagar, Odisha with an installed capacity of 2.50 MMTPA of cement (the "**Kalinganagar Manufacturing Plant**"); and

(iii) two limestone Mining Units which are located at (a) Risda, Chattisgarh (the "**Risda Mining Unit**"); and (b) Guntur, Andhra Pradesh (the "**Guntur Mining Unit**"). In addition, we have received approvals from the Indian Bureau of Mines, GoI for mining plans submitted for two limestone mines in Nagaur, Rajasthan and are awaiting execution of the mining leases (the "**Proposed Nagaur Mining Unit**").

For further details about our Manufacturing Plants and Mining Units, see "***Business***" on page 128.

Manufacturing Plants

The Risda Manufacturing Plant, Panagarh Manufacturing Plant, and the Bhabua Manufacturing Plant (to the extent of the installed capacity of 0.60 MMTPA) are operational plants, while the Kalinganagar Manufacturing Plant is under construction and we are also in the process of expanding the installed capacity of the Bhabua Manufacturing Plant to 1.80 MMTPA. We require various approvals, licenses and registrations under several central or state-level acts, rules and regulations at various stages to operate our Manufacturing Plants in India. A list of the material approvals required by us for the operation of our Manufacturing Plants is provided below ("**Key Approvals**").

1. *Environment related approvals:*

Prior to commencing the construction of our Manufacturing Plants, we are required to obtain:

(i) Environmental clearance from the respective state pollution control boards in terms of the Environmental Impact Assessment Notification, dated September 14, 2006, including in respect of the CPP and WHRS at our Risda Manufacturing Plant; and

(ii) Consent to establish from the respective state pollution control boards under the Air (Prevention and Control of Pollution) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974, including in respect of the CPP and WHRS at our Risda Manufacturing Plant.

Upon completion of the construction of our Manufacturing Plants, and prior to commencing operations and in order to continue undertaking such operations, we are required to obtain:

(i) Consent to operate from the respective state pollution control boards under the Air (Prevention and Control) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974, including in respect of the CPP and WHRS at our Risda Manufacturing Plant;

(ii) Authorization to handle hazardous wastes from the respective state pollution control boards under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016; and

(iii) No objection certificate to draw groundwater from the Central Ground Water Authority under the Guidelines/Criteria for evaluation of Proposals/Requests for Groundwater Abstraction, 2015.

2. *Factory related approvals:*

Prior to commencing operations at our Manufacturing Plants, we are required to obtain a registration under the Factories Act, 1948 from the respective state factory departments, followed by a license to work a factory from the chief inspector of factories of the relevant state in order to continue our operations.

3. *Manufacturing process/product related approvals:*

(i) License for the possession, use, sale, transport, export and import of explosives from the chief controller of explosives or the controller of explosives under the Explosives Act, 1884;

(ii) License for the storage, transport and import of petroleum from the chief controller of explosives or the controller of explosives under the Petroleum Act, 1934;

(iii) Certificate for use of a boiler from the state boiler inspection department under the Indian Boiler Regulations, 1950; and

(iv) Certificate on the grade of cement from the BIS under the Cement (Quality Control) Order, 2003.

Further, in addition to the Key Approvals listed above, we are also required to obtain various other certifications and approvals including a fire safety certificate, certificate on weighing machine calibration.

Further, for the purposes of operating the CPP and the WHRS at the Risda Manufacturing Plant, we have also obtained permission for grid synchronization and parallel operation for generating power over and above the approved capacity of the CPP and connecting the captive power plant and waste heat recovery system to the state electricity grid.

Pending Key Approvals

Except as stated below, we have obtained all the Key Approvals in relation to our operational Manufacturing Plants. The details of the pending applications are set out below:

(i) application dated May 21, 2018 for obtaining an environmental clearance to the West Bengal Pollution Control Board, for the purposes of increasing the approval for cement production from 2.00 MMTPA to 2.50 MMTPA at our Panagarh Manufacturing Plant;

(ii) application dated April 12, 2018 for obtaining a consent to establish from the Chhattisgarh Environment Conservation Board for the purposes of increasing the approval for production of power at the WHRS at our Risda Manufacturing Plant from 9.00 MW to 15.00 MW; and

(iii) application dated June 9, 2018 for authorization to handle hazardous wastes from the Chhattisgarh Environment Conservation Board under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 for our Risda Manufacturing Plant.

Further, our Company acquired the Bhabua Manufacturing Plant in September 2018 from Eco Cements and has filed the following applications for the purposes of transferring these Key Approvals from Eco Cements to our Company:

(i) application dated September 14, 2018 for transfer of consent to operate (with approval for production of cement upto 1.00 MMTPA) under the Air (Prevention and Control) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974 to the Bihar State Pollution Control Board.

In addition, for our Bhabua Manufacturing Plant, we are yet to make applications for obtaining the following Key Approvals in our name (including those to be transferred from Eco Cements):

(i) transfer application for environmental clearance (with approval for production of cement upto 1.00 MMTPA) from the Bihar State Pollution Control Board, in terms of the Environmental Impact Assessment Notification, dated September 14, 2006;

(ii) transfer application for no objection certificate to draw groundwater under the Guidelines/Criteria for evaluation of Proposals/Requests for Groundwater Abstraction, 2015 from the Central Ground Water Authority;

(iii) transfer application made by Eco Cements for increasing the approval for production of cement under the environmental clearance from 1.00 MMTPA to 4.00 MMTPA, with the Bihar State Pollution Control Board, in terms of the Environmental Impact Assessment Notification, dated September 14, 2006; and

(iv) fresh application for authorization to handle hazardous wastes from the Bihar State Pollution Control Board under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016.

Further, in connection with our Kalinganagar Manufacturing Plant, which is presently under-construction, we have made applications for obtaining certain Key Approvals which are required for the purposes of carrying out operations at the Kalinganagar Manufacturing Plant:

(i) Applications dated September 3, 2018 and September 6, 2018 for obtaining certificates on the grade of cement in relation to two different categories of cement grade to the BIS; and

(ii) Application dated April 3, 2018 for grant of license for the possession and use of explosives to the Chief Controller of Explosives.

(iii) Application dated March 27, 2018 for obtaining a consent to operate for production of cement upto 2.00 MMTPA under the Air (Prevention and Control) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974 to the Odisha State Pollution Control Board.

Mining Units

The Risda Mining Unit is operational, while the Guntur Mining Unit and the Proposed Nagaur Mining Unit are under development. We require various approvals, licenses and registrations under several central or state-level acts, rules and regulations at various stages to operate our Mining Units in India. A list of the Key Approvals required for our Mining Units is provided below.

1. *Mining Lease related approvals:*

In terms of the Mineral Auction Rules framed under the Mines and Minerals (Development and Regulations) Act, 1957, a letter of intent is issued by the state government conveying its intention to grant our Company a mining lease (the "**Letter of Intent**"). Upon receipt of the Letter of Intent, we are required to submit a mining plan and seek approval from the state government for obtaining a mining lease (the "**Mining Plan Approval**"). Upon receipt of the Mining Plan Approval, a mining lease is executed by the state government in favour of our Company; pursuant to which our Company is permitted to access and mine the limestone quarries (the "**Mining Lease**").

2. *Environment related approvals:*

(i) Environmental clearance from the Ministry of Environment, Forest and Climate Change, GoI in terms of the Environmental Impact Assessment Notification, September 14, 2006.

(i) Consent to establish from the respective state pollution control boards under the Air (Prevention and Control of Pollution) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974;

(ii) Consent to operate from the respective state pollution control boards under the Air (Prevention and Control of Pollution) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974 and;

(iii) No objection certificate to draw groundwater under the Guidelines/Criteria for evaluation of Proposals/Requests for Groundwater Abstraction, 2015 from the Central Ground Water Authority.

3. *Mining process related approvals*:

Consent for the possession, use, sale, transport, export and import of explosives form the Chief Controller of Explosives of the respective zones prescribed under the Indian Explosives Rules, 2008.

Further, in addition to the Key Approvals listed above, we are also required to obtain various other certifications and approvals including approvals under the Legal Metrology Act, 2009 to ensure compliance with uniform standards of measurement and weight and heavy earth moving machinery under the Metalliferous Mines Regulations.

Pending Key Approvals

We have obtained all the Key Approvals required for undertaking our business operations for our operational Mining Unit, being the Risda Mining Unit. Additionally, our Company has made an application dated August 7, 2018 for a consent to operate, for the purposes of increasing the approval for limestone mining from 3.17 MMTPA to 5.50 MMTPA at our Risda Mining Unit.

Further, in connection with the Guntur Mining Unit which is under development, while we have obtained the environment clearances from the Ministry of Environment, Forest and Climate Change, GoI and consent to establish from the Andhra Pradesh Pollution Control Board under the Air (Prevention and Control of Pollution) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974 and entered into a mining lease with the government of Andhra Pradesh, we are yet to make applications for obtaining the other Key Approvals required in relation to our Guntur Mining Unit.

In respect of the Proposed Nagaur Mining Unit, we have obtained environment clearances from the Ministry of Environment, Forest and Climate Change, GoI and the approved mining plans from the Indian Bureau of Mines. We are awaiting the execution of the mining leases and accordingly applications for Key Approvals required for the purposes of the Proposed Nagaur Mining Unit are yet to be made.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

- Our Board has authorised the Offer and the Fresh Issue, subject to the approval of the Shareholders under Section 62(1)(c) of the Companies Act 2013 by a resolution dated August 9, 2018.

- Our Shareholders have, pursuant to a special resolution passed on August 28, 2018 under Section 62(1)(c) of the Companies Act 2013, authorised the Fresh Issue.

- Our Board has taken on record the Offer for Sale by the Selling Shareholders pursuant to its resolution dated September 24, 2018.

- Our IPO Committee has approved and adopted this Draft Red Herring Prospectus pursuant to its resolution dated October 12, 2018.

Approvals from the Selling Shareholders

The Selling Shareholders have approved the transfer of their respective portion of the Equity Shares pursuant to the Offer for Sale as set out below:

Sl. No.	Name of the Selling Shareholder	Date of board resolution/ resolution passed by the designated partners	Date of consent letter
Promoter Selling Shareholders			
1.	Dr. Radhe Shyam Agarwal	-	September 24, 2018
2.	Dr. Radhe Shyam Goenka	-	
3.	Aditya Vardhan Agarwal	-	
4.	Harsh Vardhan Agarwal	-	
5.	Bhanu Vyapaar	September 11, 2018	
6.	Diwakar Viniyog	September 6, 2018	
7.	Suntrack Commerce	September 5, 2018	
Other Selling Shareholders			
8.	Indu Goenka	-	September 24, 2018
9.	Jyoti Goenka	-	
10.	Magnificent Vyapaar LLP	September 14, 2018	
11.	Mansi Agarwal	-	
12.	Prabhakar Viniyog	September 11, 2018	
13.	Priti A Sureka	-	
14.	Puja Goenka	-	
15.	Rachana Goenka	-	
16.	Rashmi Goenka	-	
17.	Raviraj Viniyog	September 11, 2018	
18.	Richa Agarwal	-	
19.	Raj Kumar Goenka	-	
20.	Santosh Goenka	-	
21.	Shruti Goenka	-	
22.	Suraj Viniyog	September 6, 2018	
23.	Usha Agarwal	-	

Each Selling Shareholder, severally and not jointly, confirms in respect of itself that, as required under Regulation 26(6) of the SEBI ICDR Regulations, it has held the Equity Shares proposed to be offered and sold by it in the Offer for a period of at least one year prior to the date of this Draft Red Herring Prospectus. The Selling

Shareholders have also confirmed with respect to the Equity Shares held by them that they are the respective legal and beneficial owners of the Equity Shares being offered under the Offer for Sale.

In-principle listing approval

Our Company has received the in-principle approval from BSE and NSE for the listing of our Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by the SEBI, the RBI or governmental authorities

None of our Company, our Promoters, members of our Promoter Group, natural persons behind each of our corporate Promoters, our Directors or persons in control of our Company are prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI or any other regulatory or governmental authorities. Neither our Promoter, nor any of our Directors or persons in control of our Company were or are a promoter, director or person in control of any other company which is debarred from accessing or operating in the capital market under any order or directions made by the SEBI or any other governmental authorities. Further, except as disclosed below, there have been no violations of securities laws committed by any of them, proceedings in relation to which, are currently outstanding.

SEBI has imposed a penalty of ₹ 0.80 million on Radhe Shyam Agarwal, one of our Promoters and also the chairman of Emami Limited, for stating that Emami Limited is interested in buying the equity shares of a listed company, Amrutanjan Healthcare Limited ("**AHL**") to a journalist, without having discussed such intention with the board of directors of Emami Limited, which was subsequently published in the Kolkata edition of a newspaper. While SEBI, in its order dated Dated December 27, 2017, noted that no disproportionate gains or unfair advantage was made by Radhe Shyam Agarwal or any specific loss suffered by investors as a consequence of such statement, it was held that the trading price of the shares of AHL was impacted, which resulted in a violation of Regulations 3 and 4 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003. Radhe Shyam Agarwal has filed an appeal against the order passed by SEBI before the Securities Appellate Tribunal. For further details, see "***Outstanding Litigation and Other Material Developments***" on page 330.

Further, other than as disclosed below, there have been no violations of securities laws committed by any of them in the past.

In 2001, SEBI initiated an action against Anand Rathi, one of our Independent Directors, who was the then president of BSE, and certain of his associate entities, namely, Anand Rathi Securities Private Limited, Rathi Global Finance Limited, Rathi Capital and Securities Private Limited and Navratan Capital and Securities Private Limited for seeking some information from the Surveillance Department of BSE, in respect of the trading activities of certain brokers and foreign institutional investors. As a consequence, SEBI passed an order restraining Anand Rathi from holding any position of a director or trustee of any capital market related institutions/ entities for a period of two years, with effect from March 12, 2001 and the registration allowing certain of such entities undertaking stock broking business were suspended for a period of nine months, with effect from March 12, 2001. Anand Rathi preferred an appeal before the Securities Appellate Tribunal challenging the SEBI order. The Securities Appellate Tribunal, by an order dated February 28, 2002, modified SEBI's order and restrained him from holding any position as a member of the governing board or office bearer of any stock exchanges as well as in any capital market related public institutions for a period of one year with effect from March 12, 2001.

Other than as disclosed below, none of our Directors are in any manner associated with the securities market, including any securities market related business and no action has been taken by SEBI against our Directors or any entity with which our Directors are associated.

One of our Independent Directors, Anand Rathi, is associated with certain entities registered with SEBI in the capacity of a director and/or promoter. SEBI has imposed penalties on two such entities being (i) ₹ 3.00 million on Anand Rathi Shares and Stock Brokers Limited, a SEBI registered stock broker, for non-compliance with statutory requirements and non-exercise of due skill and care in conducting its business; and (ii) ₹ 0.50 million on Anand Rathi Advisors Limited, a SEBI registered merchant banker, for non-disclosure of material information in the offer document filed in connection with the initial public offering by Dr. Datsons Labs Limited (formerly known as Aanjaneya Lifecare Limited).

Each Selling Shareholder, severally and not jointly, confirms that it has not been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority. Further, each Selling Shareholder, severally and not jointly, confirms that it has not been declared as a Wilful Defaulter.

Neither our Company, nor our Group Companies, our Promoters or their relatives as defined under the Companies Act, nor any member of our Promoter Group nor our Directors, are declared as Wilful Defaulters, as defined by the SEBI ICDR Regulations.
The listing of securities of our Company has never been refused at any time by any stock exchange, in India or abroad.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 26(2) of the SEBI ICDR Regulations as described below:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) may make an initial public offer if the issue is made through the book-building process and the issuer undertakes to allot, at least seventy five percent of the net offer to public, to qualified institutional buyers and to refund full subscription money if it fails to make the said minimum allotment to qualified institutional buyers.*"

We are an unlisted company not complying with the conditions specified in Regulation 26(1) of the SEBI ICDR Regulations and are therefore required to meet the conditions detailed in Regulation 26(2) of the SEBI ICDR Regulations.

We undertake to comply with Regulation 26(2) of the SEBI ICDR Regulations, as at least 75% of the Net Offer is proposed to be Allotted to QIBs and in the event that we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith by our Company. If our Company does not Allot Equity Shares pursuant to the Offer within six Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders within the time period prescribed under the applicable law, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum or as per applicable law for the delayed period. For the avoidance of doubt, subject to applicable law, a Selling Shareholder shall not be responsible to reimburse any expenses towards refund or pay interest for any such delay, except to the extent such delay has been caused solely and directly by an act or omission attributable solely to such Selling Shareholder.

Our Company is in compliance with conditions specified in Regulation 4(2) of the SEBI ICDR Regulations to the extent applicable.

DISCLAIMER CLAUSE OF THE SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO THE SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY THE SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING IIFL HOLDINGS LIMITED, AXIS CAPITAL LIMITED, CLSA INDIA PRIVATE LIMITED, EDELWEISS FINANCIAL SERVICES LIMITED AND NOMURA FINANCIAL ADVISORY & SECURITIES (INDIA) PRIVATE LIMITED (THE "BRLMs") HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND EACH SELLING SHAREHOLDER WILL BE RESPONSIBLE FOR ONLY THE STATEMENTS AND UNDERTAKINGS CONFIRMED OR UNDERTAKEN BY IT IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, BEING IIFL HOLDINGS LIMITED, AXIS CAPITAL LIMITED, CLSA INDIA PRIVATE LIMITED, EDELWEISS FINANCIAL SERVICES LIMITED AND NOMURA FINANCIAL ADVISORY & SECURITIES (INDIA) PRIVATE LIMITED HAVE FURNISHED TO THE SEBI A DUE DILIGENCE CERTIFICATE DATED OCTOBER 12, 2018 WHICH READS AS FOLLOWS:

WE, THE BOOK RUNNING LEAD MANAGERS, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID OFFER;**
2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDERS, WE CONFIRM THAT:**

   A. **THIS DRAFT RED HERRING PROSPECTUS FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

   B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS ETC., FRAMED/ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   C. **THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THIS DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE SEBI AND UNTIL DATE SUCH REGISTRATIONS ARE VALID; - COMPLIED WITH AND NOTED FOR COMPLIANCE**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS - NOTED FOR COMPLIANCE;**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THIS DRAFT RED HERRING PROSPECTUS WITH THE SEBI UNTIL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THIS DRAFT RED HERRING PROSPECTUS – COMPLIED WITH AND NOTED FOR COMPLIANCE;**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS; - <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTER'S CONTRIBUTION WILL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER - <u>NOT APPLICABLE</u>;**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION; - <u>COMPLIED WITH TO THE EXTENT APPLICABLE</u>;**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER, THE COMPANY AND THE SELLING SHAREHOLDERS SPECIFICALLY CONTAINS THIS CONDITION - <u>NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE OFFER SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS PER SUB-SECTION 3 OF SECTION 40 OF THE COMPANIES ACT 2013</u>;**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE - <u>NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT 2013, EQUITY SHARES IN THE OFFER WILL BE ISSUED IN DEMATERIALISED FORM ONLY</u>;**

11. **WE CERTIFY THAT ALL APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION;**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS:**

    a. **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND**

b. **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE OFFER - NOTED FOR COMPLIANCE;**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S EXPERIENCE, ETC. - COMPLIED WITH;**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THIS DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY – COMPLIED WITH;**

16. **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGERS (WHO ARE RESPONSIBLE FOR PRICING THIS OFFER)', AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR – COMPLIED WITH;**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS - COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS OF THE COMPANY, REPORTED IN THE RESTATED FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS IN ACCORDANCE WITH ACCOUNTING STANDARD 18 OR INDIAN ACCOUNTING STANDARD 24, AS APPLICABLE, AND AS CERTIFIED BY AGRAWAL SANJAY & COMPANY, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 329088E), BY WAY OF A CERTIFICATE DATED OCTOBER 12, 2018; AND**

18. **WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THE SEBI ICDR REGULATIONS. (IF APPLICABLE). – NOT APPLICABLE.**

The filing of this Draft Red Herring Prospectus does not, however, absolve any person who has authorised the issue of this Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of 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 proposed Offer. SEBI further reserves the right to take up, at any point of time, with the BRLMs, any irregularities or lapses in this Draft Red Herring Prospectus.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, and 32 of the Companies Act 2013.

Price Information of past issues handled by the BRLMs

1. IIFL Holdings Limited

Price information of past issues handled by IIFL:

Sr. No.	Issue Name	Issue Size (in ₹ Mn)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % 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	ICICI Lombard General Insurance Company Limited	57,009.39	661.00	September 27, 2017	651.00	+3.3%, [+4.6%]	+19.0%, [+6.7%]	+15.4%, [+2.6%]
2	Indian Energy Exchange Limited	10,007.26	1,650.00	October 23, 2017	1,500.00	-5.6%, [+1.9%]	-1.8%, [+7.4%]	-0.7%, [+4.1%]
3	Reliance Nippon Life Asset Management Limited	15,422.40	252.00	November 06, 2017	295.90	+1.2%, [-3.9%]	+5.9%, [+2.9%]	-4.2%, [+1.6%]
4	HDFC Standard Life Insurance Company Limited	86,950.07	290.00	November 17, 2017	310.00	+31.5%, [+1.2%]	+49.0%, [+3.2%]	+71.6%, [+5.2%]
5	Shalby Limited	5,048.00	248.00	December 15, 2017	239.70	-4.2%, [+4.2%]	-11.7%, [+1.1%]	-29.3%, [+5.9%]
6	Future Supply Chain Solutions Limited	6,496.95	664.00	December 18, 2017	664.00	+4.1%, [+4.4%]	+6.9%, [-1.3%]	-5.2%, [+4.7%]
7	ICICI Securities Limited	35,148.49	520.00	April 04, 2018	435.00	-28.9%, [+3.6%]	-38.6%, [+4.4%]	-46.2%, [+7.5%]
8	Varroc Engineering Limited	19,551.75	967.00	July 06, 2018	1,015.00	+1.6%, [+5.7%]	-13.9%, [-1.4%]	NA
9	HDFC Asset Management Company Limited	28,003.31	1,100.00	August 6, 2018	1,726.25	+52.9%, [+1.0%]	NA	NA
10	Credit Access Grameen Limited	11,311.88	422.00	August 23, 201	390.00	-21.2%, [-3.8%]	NA	NA

Source: www.nseindia.com

Note: 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 30, 90 and 180 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. % change taken against closing CNX NIFTY Index a day prior to the listing date. NA means Not Applicable.

Summary statement of price information of past issues handled by IIFL:

Financial Year	Total No. of IPO's	Total Funds Raised (in Rs. Mn)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2016-17	5	92,062.31	-	-	1	2	1	1	-	-	-	3	1	1
2017-18	9	1,98,722.66	-	-	3	1	2	3	-	1	3	2	1	2
2018-19	4	94,015.43	-	1	1	1	-	1	-	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.

2. Axis Capital Limited

Price information of past issues handled by Axis:

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Ircon International Limited	4,667.03	475.00*	28-Sep-18	412.00	-	-	-

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
2	HDFC Asset Management Company Limited	28,003.31	1,100	06-Aug-18	1,726.25	57.43%, [+1.17%]	-	-
3	Sandhar Technologies Limited	5,124.80	332.00	02-Apr-18	346.10	+19.59%, [+4.96%]	+15.41%,[+4.36%]	-4.20%, [+7.04%]
4	Hindustan Aeronautics Limited	41,131.33	1,215.00!	28-Mar-18	1,152.00	-6.96%, [4.98%]	-25.84%, [+6.41%]	-28.24%, [+8.44%]
5	Bandhan Bank Limited	44,730.19	375.00	27-Mar-18	499.00	+31.81%, [3.79%]	+42.53%, [+5.68%]	+46.07%, [+7.69%]
6	Aster DM Healthcare Limited	9801.00	190.00	26-Feb-18	183.00	-13.66%, [-3.77%]	-5.39%, [+1.00%]	-8.16%, [+9.21%]
7	Khadim India Limited	5,430.57	750.00	14-Nov-17	730.00	-10.40%,[+0.06%]	-6.47%, [+3.47%]	+10.21%, [+6.09%]
8	The New India Assurance Company Limited	18,933.96	800$	13-Nov-17	750.00	-27.91%,[+0.15%]	-7.81%, [+3.08%]	-13.06%, [+5.69%]
9	Mahindra Logistics Limited	8,288.84	429^	10-Nov-17	429.00	+2.49%,[0.00%]	+9.48%,[+1.50%]	+21.00%, [+3.84%]
10	Reliance Nippon Life Asset Management Limited	15,422.40	252	06-Nov-17	295.90	+3.61%[-3.19%]	+8.12%,[+2.05%]	-4.21, [+1.59%]

Source: www.nseindia.com
** Offer Price was 465.00 per equity share to Retail Individual Bidders and Eligible Employees*
^Offer Price was ₹ 387.00 per equity share to Eligible Employees
$Offer Price was ₹ 770.00 per equity share to Retail Individual Bidders and Eligible Employees
! Offer Price was ₹1,190.00 per equity share to Retail Individual Bidders and 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 next 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.

Summary statement of price information of past issues handled by Axis:

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2018-2019*	3	37,795.14	-	-	-	1	-	1	-	-	1	-	-	-
2017-2018	18	492,662.22	-	1	9	1	3	4	-	2	7	3	3	3
2016-2017	10	111,252.85	-	-	1	4	2	3	-	-	-	7	1	2

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

3. CLSA India Private Limited

Price information of past issues handled by CLSA:

Sr. No.	Issue Name	Issue Size (Rs. million)	Issue Price (₹)	Listing Date	Opening Price on listing date (₹)	+/- % change in closing price, [+/- % change in closing benchmark[1]] - 30th calendar days from listing (2), (3)	+/- % change in closing price, [+/- % change in closing benchmark[1]] - 90th calendar days from listing (2), (3)	+/- % change in closing price, [+/- % change in closing benchmark[1]] - 180th calendar days from listing (2), (3)
1.	HDFC Asset Management Company Limited[2]	28,003.31	1,100.00	August 6, 2018	1,726.25	+58.04%, [+1.17%]	Not Applicable	Not Applicable

Sr. No.	Issue Name	Issue Size (Rs. million)	Issue Price (₹)	Listing Date	Opening Price on listing date (₹)	+/- % change in closing price, [+/- % change in closing benchmark[1]] - 30th calendar days from listing [(2), (3)]	+/- % change in closing price, [+/- % change in closing benchmark[1]] - 90th calendar days from listing [(2), (3)]	+/- % change in closing price, [+/- % change in closing benchmark[1]] - 180th calendar days from listing [(2), (3)]
2.	Lemon Tree Hotels Limited[2]	10,386.85	56.00	April 9, 2018	61.60	+30.18%, [+3.26%]	+30.09%, [+4.56%]	+19.46%, [-0.61%]
3.	ICICI Securities Limited[2]	35,148.49	520.00	April 4, 2018	435.00	-27.93%, [+5.44%]	-37.26%, [+5.22%]	-46.17%, [+8.69%]
4.	Future Supply Chain Solutions Limited[2]	6,496.95	664.00	December 18, 2017	664.00	+3.50%, [+3.00%]	+6.27%, [-2.83%]	-5.20%, [+4.13%]
5.	HDFC Standard Life Insurance Company Limited[2]	86,950.07	290.00	November 17, 2017	310.00	+30.16%, [+1.02%]	+48.93%, [+2.11%]	+74.66%, [+5.04%]
6.	Reliance Nippon Life Asset Management Limited[2]	15,422.40	252.00	November 6, 2017	295.90	+3.61%, [-3.19%]	+8.12%, [+2.05%]	-4.21%, [+1.59%]
7.	ICICI Lombard General Insurance Company Limited[2]	57,009.39	661.00	September 27, 2017	651.10	+3.62%, [+6.25%]	+18.97%, [+8.17%]	+15.36%, [+4.06%]
8.	Varun Beverages Limited[2]	11,125.00	445.00	November 8, 2016	430.00	-7.72%, [-5.17%]	-9.36%, [+3.01%]	+10.60%, [+9.02%]
9.	ICICI Prudential Life Insurance Company Limited[2]	60,567.91	334.00	September 29, 2016	330.00	-7.60%, [+0.54%]	-11.54%, [-6.50%]	+12.31%, [+5.28%]

Source: www.nseindia.com

Notes:

1. *The CNX NIFTY is considered as the Benchmark Index.*
2. *Price on NSE is considered for all of the above calculations.*
3. *In case 30th/90th/180th day is not a trading day, closing price on NSE of the next trading day has been considered.*
4. *Not applicable – where the relevant period has not been completed*

Summary statement of price information of past issues handled by CLSA:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. 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
2018-2019	3	73,538.64	-	1	-	1	1	-	-	1	-	-	-	1
2017-2018	4	165,878.81	-	-	-	-	1	3	-	-	2	1	-	1
2016-2017	2	71,692.91	-	-	2	-	-	-	-	-	-	-	-	2

Note:

1. *For 2018-19, the information is as on the date of this Offer Document*

2. *The Total number of IPOs and the Total amount of funds raised have been included for each financial year based on the IPO listed during such financial year*

4. Edelweiss Financial Services Limited

Price information of past issues handled by Edelweiss:

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	Aavas Financiers Limited	16,403.17	821.00	October 8, 2018	750.00	Not Applicable	Not Applicable	Not Applicable
2	Fine Organic Industries Limited	6,001.69	783.00	July 2, 2018	815.00	5.72% [6.56%]	36.58% [3.29%]	Not Applicable
3	ICICI Securities Limited	34,801.16	520.00	April 4, 2018	435.00	-27.93% [5.44%]	-37.26% [5.22%]	-46.17% [8.69%]
4	Galaxy Surfactants Limited	9,370.88	1,480.00	February 8, 2018	1,525.00	1.14% [-3.31%]	-0.85% [1.33%]	-14.68% [7.66%]
5	Amber Enterprises India Limited	6,000.00	859.00^^^	January 30, 2018	1,175.00	27.15% [-5.04%]	32.56% [-2.81%]	10.68% [2.44%]
6	Future Supply Chain Solutions Limited	6,496.95	664.00	December 18, 2017	664.00	3.50% [3.00%]	6.27% [-2.83%]	-5.20% [4.13%]
7	Shalby Limited	5,048.00	248.00	December 15, 2017	239.70	-3.57% [3.95%]	-11.51% [0.75%]	-28.51% [4.93%]
8	HDFC Standard Life Insurance Company Limited	86,950.07	290.00	November 17, 2017	310.00	30.16% [1.02%]	48.93% [2.11%]	74.66% [5.04%]
9	Reliance Nippon Life Asset Management Limited	15,422.40	252.00	November 6, 2017	295.90	3.61% [-3.19%]	8.12% [2.05%]	-4.21% [1.59%]
10	Prataap Snacks Limited	4,815.98	938.00^^	October 5, 2017	1,270.00	25.12% [5.70%]	31.82% [5.60%]	40.99% [3.27%]

Source: www.nseindia.com

^^^ *Amber Enterprises India Limited - employee discount of ₹ 85 per equity share to the offer price was offered to the eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹ 859 per equity share*

^^ *Prataap Snacks Limited - employee discount of ₹ 90 per equity share to the issue price was offered to the eligible employees bidding in the employee reservation portion. All calculations are based on the issue price of ₹ 938 per equity share*

Notes

1. *Based on date of listing.*
2. *% of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.*
3. *Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.*
4. *The Nifty 50 index is considered as the benchmark index*
5. *Not Applicable. – Period not completed*
6. *Disclosure in Table-1 restricted to 10 issues.*

Summary statement of price information of past issues handled by Edelweiss:

Fiscal Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-19*	3	57,206.02	-	1	-	-	-	1	-	1	-	-	-	-
2017-18	11	218,549.76	-	-	1	1	5	4	-	1	3	3	1	3
2016 -17	6	123,361.22	-	-	1	1	3	1	-	-	-	3	2	1

The information is as on the date of the document

1. *Based on date of listing.*
2. *Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.*
3. *The Nifty 50 index is considered as the Benchmark Index.*

* *For the financial year 2018-19 – 3 issues have been completed. 2 issues have completed 90 days and 1 issue has completed 180 days.*

5. Nomura Financial Advisory & Securities (India) Private Limited

Price information of past issues handled by Nomura:

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	HDFC Asset Management Company Limited	28,003.31	1,100	August 6, 2018	1,726.25	+58.04% [+1.17%]	Not applicable	Not applicable
2	Indostar Capital Finance Limited	18,440.00	572	May 21, 2018	600	-0.96% [+1.84%]	-15.87% [+9.84%]	Not applicable
3	Future Supply Chain Solutions Limited	6,496.95	664	December 18, 2017	664	+3.50% [+3.00%]	+6.27% [-2.83%]	-5.20% [+4.13%]
4	HDFC Standard Life Insurance Company Limited	86,950.07	290	November 17, 2017	310	+30.16% [+1.02%]	+48.93% [+2.11%]	+74.66% [+5.04%]
5	The New India Assurance Company Limited[1]	95,858.23	800	November 13, 2017	750	-27.91% [+0.15%]	-7.81% [+3.08%]	-13.06% [+5.69%]
6	Reliance Nippon Life Asset Management Limited	15,422.40	252	November 6, 2017	295.9	+3.61% [-3.19%]	+8.12% [+2.05%]	-4.21% [+1.59%]
7	Central Depository Services (India) Limited	5,239.91	149	June 30, 2017	250	+127.92% [+5.84%]	+128.86%, [+2.26%]	+146.71%, [+10.61%]
8	Tejas Networks Limited	7,766.88	257	June 27, 2017	257	+28.04%, [+5.35%]	+17.82%, [+3.80%]	+51.36%, [+10.73%]
9	Housing and Urban Development Corporation Limited[2]	12,097.77	60	May 19, 2017	73	+13.17%, [+2.44%]	+34.67%, [+4.98%]	+35.67%, [+8.05%]
10	BSE Limited	12,434.32	806	February 3, 2017	1,085	+17.52%, [+2.55%]	+24.41%, [+6.53%]	+34.43% [+15.72%]

Source: www.nseindia.com

1. *Price for retail individual investors and Eligible Employees bidding in the Employee Reservation Portion was INR770.00 per equity share*
2. *Price for retail individual bidders bidding in the retail portion and to eligible employees was INR58.00 per equity share*

Notes:

a. *The CNX NIFTY has been considered as the Benchmark Index.*
b. *Price on NSE is considered for all of the above calculations.*
c. *In case 30th/90th/180th day is not a trading day, closing price on NSE of the next trading day has been considered.*
d. *Not applicable – Period not completed*

Summary statement of price information of past issues handled by Nomura:

Financial Year	Total no. of IPOs	Total funds raised (₹ in millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2018-2019	2	46,443.31	-	-	1	1	-	-	-	-	-	-	-	-
2017-2018	7	229,832.21	-	1	-	1	2	3	-	-	3	3	1	-
2016-2017	1	12,434.32	-	-	-	-	-	1	-	-	-	-	1	-

***Source**: www.nseindia.com*

Notes:

a) *The information is as on the date of this Prospectus.*
b) *The information for each of the financial years is based on issues listed during such financial year.*
c) *2 issues were completed in the financial year 2018-19. However, 2 issues have not completed 180 days.*

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified under circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, see the websites of the BRLMs mentioned below.

BRLMs	Website
IIFL	www.iiflcap.com
Axis	www.axiscapital.co.in
CLSA	www.india.clsa.com
Edelweiss	www.edelweissfin.com
Nomura	www.nomuraholdings.com/company/group/asia/india/index.html

Caution – Disclaimer from our Company, our Directors, the Selling Shareholders, the BRLMs

Our Company, our Directors, the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website, www.emamicement.com, or any website of any of our Promoters, the members of our Promoter Group, or any affiliate of our Company or the Selling Shareholders, would be doing so at his or her own risk. Each Selling Shareholder, their respective directors, affiliates, associates and officers accept no responsibility for any statements made or undertakings provided other than those made by the respective Selling Shareholders, and only in relation to them and/or to the Equity Shares offered by such Selling Shareholder through the Offer for Sale and included in this Draft Red Herring Prospectus.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement entered into amongst the BRLMs, the Selling Shareholders and our Company and the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholders and the BRLMs to the Bidders and public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Neither our Company, the Selling Shareholders nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or the Selling Shareholders or their respective group companies, affiliates, associates or third parties for which they have received, and may in future receive agreed compensation.

Bidders that bid in the Offer will be required to confirm, and will be deemed to have represented to our Company, the Selling Shareholders, 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 applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, 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.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, Hindu Undivided Families ("**HUFs**"), companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), or trusts under the applicable trust laws, and who are authorised 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, systemically important non-banking financial companies and pension funds and, to permitted non-residents including Eligible NRIs, AIFs, FPIs and QIBs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to the Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at Mumbai, 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 Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft 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 Draft 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 or in the affairs of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

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.

Our Company, the Selling Shareholders and the BRLMs will not be responsible for loss, if any, incurred by and Bidder, on account of conversion of foreign currency.

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.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to BSE. The disclaimer clause as intimated by BSE to us shall be included in the Red Herring Prospectus prior to filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to NSE. The disclaimer clause as intimated by NSE to us shall be included in the Red Herring Prospectus prior to filing with the RoC.

Filing

A copy of this Draft Red Herring Prospectus will be filed with the SEBI at Corporate Finance Department, Plot No. C4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India. Further, the soft copy of the DRHP in ".PDF" format will be uploaded on the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in line with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018.

A copy of the Red Herring Prospectus, along with the documents required to be filed, will be delivered for registration to the RoC in accordance with Section 32 of the Companies Act 2013, and a copy of the Prospectus required to be filed under Sections 26 and 32 of the Companies Act 2013 will be delivered for registration to the RoC situated at the address mentioned below.

Nizam Place, 2nd MSO Building
2nd Floor, 234/4, A.J.C. Bose Road
Kolkata 700 020
West Bengal, India
Tel: +91 33 2287 7390
Fax: +91 33 2290 3795

Listing

Applications have been made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being offered and sold in the Offer and [●] is the Designated Stock Exchange, with which the Basis of Allotment will be finalised for the Offer.

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 the 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/Offer Closing Date or such other time prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Offer within six Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by 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 or such other rate prescribed under the applicable law.

The Selling Shareholders severally, and not jointly undertake to provide such reasonable support and extend reasonable co-operation as may be requested by our Company, to the extent such support and cooperation is required from such party to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within six working days from the Bid/Offer Closing Date or such other time prescribed by SEBI.

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 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.

Consents

Consents in writing of (a) the Selling Shareholders, our Directors, the Chief Financial Officer, the Company Secretary and Compliance Officer of our Company, the Auditors, the legal counsels, the bankers to our Company, lenders (where such consent is required), industry sources, third party chartered accountants, industry experts, the chartered engineer, the BRLMs and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Monitoring Agency and Bankers to the Offer to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 and 32 of the Companies Act 2013. Further, such consents have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus and shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and the Prospectus with the SEBI and RoC, as applicable.

Experts

Our Company has received a written consent from our Statutory Auditors namely Agrawal Sanjay & Company, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as "expert", as defined under Section 2(38) of the Companies Act 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of their (i) examination report dated September 24, 2018 on our Restated Financial Statements; and (ii) the Statement of Tax Benefits dated October 9, 2018 and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received a written consent dated October 9, 2018 from AMK & Associates, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of their certificate dated October 9, 2018 on key performance indicators and certain other information related to the Company.

Our Company has received a written consent dated October 1, 2018 from S.K. Bhatia, Chartered Engineer, to include his name in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of his certificate dated October 1, 2018 on our Manufacturing Plants and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received written consents (i) dated September 18, 2018 from Sripad Pujar and BVR Achar, on behalf of Chaithanya Geo Lynx, Mining, Geology, Survey and Environmental Consultants; and (ii) dated September 17, 2018 from Synergy Geotech Private Limited, to include their names in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of the mining plan dated July 2016 and geological report dated August 2014, respectively, for the Risda Mining Unit and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received written consents dated (i) September 20, 2018 from Global Environment and Mining Services (Consulting Engineers, Mine Designers, Geologists and Surveyors); and (ii) September 17, 2018 from Synergy Geotech Private Limited, to include their name in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of the mining plan for the Guntur Mining Unit and the geological report for the Guntur Mining Unit and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received written consents each dated September 19, 2018 from (i) Shailendra Singh Bisht, on behalf of Udaipur Mi-Tech Private Limited and (ii) S.K. Soni, to include their names in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of the mining plans dated April 2017 and August 2017, respectively, for the Proposed Nagaur Mining Unit and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus.

However, the term "expert" shall not be construed to mean an "expert" as defined under the Securities Act.

Offer related Expenses

For details of Offer related expenses, see "***Objects of the Offer - Offer related Expenses***" on page 91.

Except listing fees which shall be borne by our Company, the fees and expenses relating to the Offer shall be borne by our Company and the Selling Shareholders in the proportion of the Equity Shares sold by them respectively pursuant to this Offer and in accordance with applicable law. However, for ease of operations, expenses of the Selling Shareholders may, at the outset, be borne by our Company on behalf of the Selling Shareholders, and the Selling Shareholders agree that they will reimburse our Company all such expenses.

Fees, Brokerage and Selling Commission

The total fees payable to the BRLMs and Syndicate Members (including underwriting and selling commissions), and reimbursement of their out of pocket expenses, will be in accordance with the Syndicate Agreement.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer, including fees for processing of Bid cum Application Forms, data entry, printing of Allotment Advice, refund order, preparation of refund data on magnetic tape and printing of bulk mailing register, will be as per the Registrar Agreement, a copy of which shall be made available for inspection at our Registered Office, from 10.00 a.m. to 4.00 p.m from the date of filing of the Red Herring Prospectus and until the Bid/ Offer Closing Date.

Particulars regarding Public or Rights Issues during the Last Five Years

There have been no public issues, including any rights issues to the public of any specified securities as defined under the SEBI ICDR Regulations, undertaken by our Company during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Commission or Brokerage on Previous Issues

Since this is the initial public offering of the Equity Shares of our Company, 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, since the incorporation of our Company.

Previous Issues Otherwise than for Cash

Our Company has not issued any Equity Shares for consideration otherwise than for cash.

Capital Issues by our Company in the Preceding Three Years

Except as disclosed in "***Capital Structure - Notes to Capital Structure - History of equity share capital of our Company***" on page 76, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Capital Issues by our listed Group Companies in the Preceding Three Years

Except as disclosed in "***Group Companies – Details of top five Group Companies***", our listed Group Companies have not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis Objects

Our Company has not undertaken any public issues, including any rights issues to the public of any specified securities as defined under the SEBI ICDR Regulations, in the 10 years immediately preceding the date of this Draft Red Herring Prospectus.

Performance vis- à-vis Objects: Last Issue of Group Companies

None of our Group Companies have made any public issues, including rights issues to the public, of any specified securities as defined under the SEBI ICDR Regulations, in the 10 years immediately preceding the date of this Draft Red Herring Prospectus.

Outstanding Debentures, Bonds or Redeemable Preference Shares

Our Company does not have any outstanding debentures, bonds or redeemable preference shares, as on the date of this Draft Red Herring Prospectus.

Partly Paid-Up Shares

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft 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 Offer 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 Offer for redressal of their grievances.

Investors may contact the Company Secretary and Compliance Officer of our Company and/ or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances 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 refunds by electronic mode or unblocking of ASBA accounts etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid-cum Application 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, date of ASBA Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, 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.

Our Company, the BRLMs and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Syndicate Members, CRTAs, Registered Brokers and CDPs, including any defaults in complying with their 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 Offer 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 not received any investor grievances during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Our Company has appointed Debendra Banthiya as our Compliance Officer and he may be contacted in case of any pre-Offer or post-Offer related grievances and the contact details have been included in "***General Information – Company Secretary and Compliance Officer***" on page 68.

The Selling Shareholders have authorised the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Further, our Board has constituted a Stakeholders' Relationship Committee comprising our Directors, Aditya Vardhan Agarwal, Manish Goenka, Vivek Chawla and Mamta Binani which is responsible for redressal of grievances of the security holders of our Company. For more information, see "***Management – Corporate Governance – Stakeholders' Relationship Committee***" on page 171.

Disposal of investor grievances by listed Group Companies

Other than Emami Limited and Emami Paper Mills, none of our Group Companies are listed on any stock exchange in India or overseas. As on the date of this Draft Red Herring Prospectus, there are no investor complaints pending against them.

Changes in Auditors

Except for appointment of Agrawal Sanjay & Company, Chartered Accountants on September 18, 2017 on account of completion of term of S.K. Agrawal & Co. as statutory auditors of our Company, there has been no change in our statutory auditors during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Capitalization of Reserves or Profits

Our Company has not capitalised its reserves or profits at any time during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Revaluation of Assets

Our Company has not revalued its assets at any time since its incorporation.

SECTION VII – OFFER RELATED INFORMATION
OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹ 10 each, at an Offer Price of ₹ [●] per Equity Share for cash, including a premium of ₹ [●] per Equity Share, aggregating up to ₹ 10,000.00 million and is being made through the Book Building Process. The Offer comprises a Fresh Issue of [●] Equity Shares by our Company aggregating to ₹ 5,000.00 million and an Offer for Sale of [●] Equity Shares aggregating up to ₹ 5,000.00 million by the Selling Shareholders. The Offer comprises the Net Offer to the public of up to [●] Equity Shares and the Employee Reservation Portion of up to [●] Equity Shares (which shall not exceed 5% of the post-Offer equity share capital of our Company). In terms of Rule 19(2)(b) of the SCRR, the Offer and the Net Offer will constitute [●]% and [●]% of the post-Offer paid up equity share capital of our Company.

The Offer is being made through Book Building Process.

	Eligible Employees	**QIBs***	**Non-Institutional Investors**	**Retail Individual Investors**
Number of Equity Shares available for allocation**	Not more than [●] Equity Shares	At least [●] Equity Shares	Not more than [●] Equity Shares	Not more than [●] Equity Shares
Percentage of Offer size available for allocation	Up to [●]% of the post-Offer equity share capital of our Company	At least 75% of the Net Offer size shall be Allotted to QIBs. Up to 5% of the net 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	Not more than 15% of the Net Offer or the Net Offer less allocation to QIBs and Retail Individual Investors shall be available for allocation	Not more than 10% of the Net Offer or the Net Offer less allocation to QIBs and Non Institutional Investors shall be available for allocation
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 allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000. For details, see "***Offer Procedure – Part A – Bids by Eligible Employees***" on page 373.	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 allocation as per (a) above	Proportionate	Proportionate, subject to minimum Bid Lot. For details, see "***Offer Procedure – Part B – Allotment Procedure and Basis of Allotment – Allotment to RIIs***" on page 405.
Mode of Bidding	Through ASBA process only (except Anchor Investors)			
Minimum Bid	[●] Equity Shares	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	[●] Equity Shares

	Eligible Employees	QIBs*	Non-Institutional Investors	Retail Individual Investors
			that the Bid Amount exceeds ₹ 200,000	
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 500,000	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer, 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	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] 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, FPIs (other than category III FPIs), 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 development corporations, systemically important non-banking financial companies, 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	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, scientific institutions societies and trusts and any category III FPIs registered with SEBI, which is a foreign corporate or foreign individual for Equity Shares such that the Bid Amount exceeds ₹ 200,000 in value	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs applying for Equity Shares such that the Bid Amount does not exceed ₹ 200,000 in value

	Eligible Employees	QIBs*	Non-Institutional Investors	Retail Individual Investors
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 (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			

** Our Company, in consultation with the BRLMs may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, 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.*

*** This Offer is being made in accordance with Rule 19(2)(b) of the SCRR, through the Book Building Process and in compliance with Regulation 26(2) of the SEBI ICDR Regulations wherein at least 75% of the Net Offer will be Allotted to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. If at least 75% of the Net Offer cannot be Allotted to QIBs, the entire application money shall be refunded forthwith. Further, not more than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price. Further, not more than 10% of the Net Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public. In case of under-subscription in the Net Offer, spill-over to the extent of under-subscription shall be permitted from the Employee Reservation Portion to the Net Offer.*

****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. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

***** 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 Anchor Investors and the Anchor Investor Offer 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 Selling Shareholders, 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.

Withdrawal of the Offer

Our Company and the Selling Shareholders in consultation with the BRLMs, reserve the right to not proceed with the Offer at any time after the Bid/Offer Opening Date but before Allotment. If our Company and the Selling Shareholders withdraw the Offer, our Company will issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days from the Bid/Offer Closing Date or such time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, will instruct the SCSBs 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-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If the Company and the Selling Shareholders, in consultation with the BRLMs, withdraw the Offer after the Bid/Offer 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.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) 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/Offer Closing Date; and (ii) the final RoC approval of the Prospectus after it is filed and/or submitted with the RoC and the Stock Exchanges.

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/Offer Period at the Bidding Centers, except that on the Bid/Offer Closing Date (which for QIBs may be a day prior to the Bid/Offer Closing Date), 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, Non-Institutional Investors and the Eligible Employees Bidding under the Employee Reservation Portion; 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 Bids by Eligible Employees Bidding in the Employee Reservation Portion. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors and from Eligible Employees Bidding in 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/Offer Closing Date, Bidders are advised to submit Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/Offer Closing Date. If a large number of Bids are received on the Bid/Offer 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 Offer. 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, the Selling Shareholders and the members of Syndicate will not be responsible for any failure in uploading Bids due to faults in any hardware/software system or otherwise. Bids will be accepted only on Working Days. Investors may please note that as per the letter dated July 3, 2006, issued by BSE, Bids and any revisions in Bids shall not be accepted on Saturdays and public holidays as declared by BSE.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations, 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/Offer Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges by issuing a press release and by indicating the change on the websites of the BRLMs and terminals of the Syndicate Members. 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.

TERMS OF THE OFFER

The Equity Shares offered and Allotted in the Offer will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, 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 Offer. 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 the SEBI, GoI, the 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 Offer.

Ranking of Equity Shares

The Equity Shares being offered and allotted in the Offer will be subject to the provisions of the Companies Act, the Memorandum of Association and the Articles of Association and will rank *pari passu,* in all respects, with the existing Equity Shares of our Company, including in respect of dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For more information, see "***Main Provisions of Articles of Association***" on page 415.

Mode of Payment of Dividend

Our Company will pay dividend, if declared, to our Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, our 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 (including pursuant to the transfer of Equity Shares from the Offer for Sale) in this Offer, will be received by the Allottees, subject to and in accordance with applicable law. For more information, see "***Dividend Policy***" and "***Main Provisions of Articles of Association***" on pages 195 and 415.

Face Value and Price Band

The face value of each Equity Share is ₹ 10 and the Offer Price is ₹ [●] per Equity Share. The Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●]. The Anchor Investor Offer Price is ₹ [●] per Equity Share. At any given point of time there will be only one denomination for the Equity Shares.

The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs and published at least five Working Days prior to the Bid/Offer Opening Date (or such other period as prescribed under the applicable law), in [●] edition of [●] (a widely circulated English national daily newspaper), [●] edition of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Bengali newspaper, Bengali being the regional language of West Bengal where our Registered Office is located), and shall be made available to the Stock Exchanges for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the websites of the Stock Exchanges.

Rights of our Shareholders

Subject to applicable law and our Articles of Association, our 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 and 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, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "***Main Provisions of Articles of Association***" on page 415.

Market Lot and Trading Lot

In terms of Section 29 of the Companies Act 2013, the Equity Shares will be Allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of our Equity Shares will only be in dematerialized form.

Since trading of our Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialized form in multiples of one Equity Share after a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "***Offer Procedure***" on page 368.

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, as amended, 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, as amended, will, on the production of such evidence as may be required by our 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, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer 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/Offer Period

BID/OFFER OPENS ON*	[●]
BID/OFFER CLOSES ON**	
FINALIZATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	[●]
INITIATION OF REFUNDS FOR ANCHOR INVESTORS, IF ANY/UNBLOCKING OF FUNDS FROM ASBA ACCOUNTS	[●]
CREDIT OF EQUITY SHARES TO DEMAT ACCOUNTS	[●]
COMMENCEMENT OF TRADING OF EQUITY SHARES ON THE STOCK EXCHANGES	[●]

** 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/Offer Opening Date.*
*** Our Company may, in consultation with the BRLMs, decide to close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date.*

The above timetable is indicative in nature and does not constitute any obligation or liability on our Company, the Selling Shareholders 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/Offer Closing Date, the timetable may be subject to change for various reasons, including extension of Bid/Offer period due to revision of the Price Band, any delays in receipt of final listing and trading approval 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. Each Selling Shareholder confirms that it shall extend reasonable cooperation required by our Company, the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date.

Minimum Subscription

If our Company (i) does not receive the minimum subscription of 90% of the Fresh Issue, including through the devolvement to the Underwriters, as applicable; or (ii) if at least 75% of the Net Offer cannot be Allotted to QIBs, our Company shall forthwith refund the entire subscription amount received within the timelines prescribed under applicable laws, failing which, the directors of our Company who are officers in default shall jointly and severally be liable to repay that money with interest at the rate of 15% per annum or at such other rate as may be prescribed under the applicable law. This is further subject to the compliance with Rule 19(2)(b)(iii) of the SCRR. Further in terms of Regulation 26(4) of the SEBI ICDR Regulations, our Company will ensure that the number of Bidders to whom the Equity Shares are Allotted in the Offer 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

Except for lock-in of pre-Offer equity shareholding, minimum Promoters' contribution, and Anchor Investor lock-in in the Offer, as detailed in *"**Capital Structure**"* on page 76 and as provided in our Articles of Association as detailed in "***Main Provisions of Articles of Association***" on page 415, there are no restrictions on transfers and transmission of shares and on their consolidation/splitting.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Offer Expenses

For details on Offer Expenses, see "***Objects of the Offer – Offer Related Expenses***" on page 91.

OFFER PROCEDURE

*All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, notified by SEBI ("**General Information Document**") included below under section titled " – **Part B - General Information Document**", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations and provisions of the Companies Act 2013, to the extent applicable to a public issue and any other enactments and regulations. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. All Designated Intermediaries in relation to the Offer should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.*

Our Company, the Selling Shareholders and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of the Red Herring Prospectus and the 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 the Red Herring Prospectus and the Prospectus.

PART A

Book Building Procedure

The Offer is through the Book Building Process and in compliance with Regulation 26(2) of the SEBI ICDR Regulations, wherein at least 75% of the Net Offer shall be Allotted to QIBs, provided that the Company may, in consultation with BRLMs, 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 is to 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. If at least 75% of the Net Offer cannot be Allotted to QIBs, the entire application money shall be refunded forthwith. Further, 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Net Offer 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 Offer Price. The Offer includes a reservation of up to [●] Equity Shares under the Employee Reservation Portion for cash at a price of ₹ [●] per Equity Share, aggregating to ₹ [●] million subject to valid Bids being received from Eligible Employees at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the ASBA process, and shall provide details of their respective bank account in which the Bid Amount will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process.

Any unsubscribed Equity Shares in the Employee Reservation Portion shall be added to the Net Offer to the public. Under-subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the the BRLMs and the Designated Stock Exchange. In case of under-subscription in the Net Offer, spill-over to the extent of under-subscription shall be permitted from the Employee Reservation Portion to the Net Offer.

In accordance with Rule 19(2)(b) of the SCRR, the Offer will constitute [●]% of the post-Offer paid-up equity share capital of our Company.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, 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 Office. The Bid cum Application Forms will also be available for download on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date. The Bid cum Application Forms for Eligible Employees Bidding in the Employee Reservation Portion will be available only at our Registered Office.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

All Bidders (other than Anchor Investors) must provide bank account details and authorisation by the ASBA bank holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such detail are liable to be rejected.

Further, such Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid-cum-Application Forms) and Bid cum Application Forms not bearing such specified stamp maybe liable for rejection. Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis^	White
Non-Residents including FPIs, Eligible NRIs, FVCIs and registered bilateral and multilateral institutions applying on a repatriation basis^	Blue
Anchor Investors**	White
Eligible Employees Bidding under the Employee Reservation Portion ***	Pink

* *Excluding electronic Bid cum Application Forms*
** *Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLMs.*
*** *The Bid cum Application Forms for Eligible Employees will be available only at our Registered Office.*
^ *Electronic Bid cum Application Forms will also be available for download on the websites the Stock Exchanges.*

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

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 Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank.

Who can Bid?

In addition to the category of Bidders set forth under the section "***General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue***" on page 383, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- scientific and/or industrial research organisations authorised in India to invest in the Equity Shares; and
- any other persons eligible to Bid in the Offer under the laws, rules, regulations, guidelines and policies applicable to them.

Participation by associates and affiliates of the BRLMs and the Syndicate Members, Promoter, Promoter Group and persons related to Promoters/Promoter Group

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the 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.

The Promoters, Promoter Group, BRLMs and any persons related to the BRLMs (except Mutual Funds sponsored by entities related to the BRLMs) and any persons related to our Promoters and Promoter Group cannot apply in the Offer under the Anchor Investor Portion.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason therefore. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund 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 Bid cum Application Form from the Designated Intermediaries. Eligible NRIs applying on a repatriation basis should authorise their SCSBs 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 to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Bids by FPIs

In terms of the Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations 2014 ("**SEBI FPI Regulations**"), investment in the Equity Shares by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) shall be below 10% of our post-Offer equity share capital. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions specified by the Government of India from time to time.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the 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.

In terms of applicable FEMA regulations and the SEBI FPI Regulations, investments by FPIs in the capital of an Indian company under the SEBI FPI Regulations is subject to certain limits, i.e. the individual holding of an FPI or investor group is restricted to below 10% of the capital of the company and the aggregate limit for FPI investment is capped at 24% of the capital of the company (unless such cap on aggregate FPI investment is increased up to the applicable sectoral cap by passing a board resolution, followed by a special resolution by the Shareholders of such company). In case the holding of an FPI or investor group increases to 10% or more of the total paid-up equity capital, on a fully diluted basis, the total investment made by such FPI will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard and compliance by the company and the investor with applicable reporting requirements.

To ensure compliance with the above, pursuant to circular dated July 13, 2018, SEBI 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 foreign portfolio investor; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure that there has been no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

Our Board passed a resolution on August 9, 2018, followed by a Shareholders' resolution passed on August 28, 2018, increasing the aggregate limit for investments by FPIs to 49% of our Company's paid-up equity share capital.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The SEBI VCF Regulations and the SEBI AIF Regulations *inter-alia* prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI.

The holding of any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an IPO.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A category I AIF, cannot invest more than one-third of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Post the repeal of the SEBI (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.

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.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, 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 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company, including overseas investments, cannot exceed 20% of the investee company's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars (CIR/CFD/DIL/12/2012 and CIR/CFD/DIL1/2013) 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 IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, the Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "**IRDA Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the 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 and with the Selling Shareholders 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 Eligible Employees under the Employee Reservation Portion

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 on a net basis. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000.

Bids under the Employee Reservation Portion shall be subject to the following:

- Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion.
- The sole/ First Bidder shall be an Eligible Employee.
- Only those Bids, which are received at or above the Offer Price, would be considered for allocation under this category.
- The Bids 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 subject to a maximum Bid Amount of ₹ 500,000 on a net basis. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price.
- Bids by Eligible Employees in Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids.
- Only those Bids, which are received at or above the Offer Price, would be considered for Allotment under this category.
- If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand
- Under-subscription, if any, in any category including the Employee Reservation Portion, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, in consultation with the Book Running Lead Managers and the Designated Stock Exchange.
- Bids being made only in the prescribed Bid cum Application Form or Revision Form.
- Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form.

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 allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000.

For the method of proportionate basis of allocation, see "***Offer Procedure – Part B – Allotment Procedure and Basis of Allotment***" on page 404.

Bids by Anchor Investors

For details in relation to Bids by Anchor Investors, see the section entitled "***Offer Procedure – Part B – General Information Document for Investing in Public Issues***" on page 380.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by systemically important non-banking financial companies, 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. Systemically important non-banking financial companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limits for systemically important non-banking financial companies shall be as prescribed by RBI from time to time.

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 reserves the right to reject any Bid, without assigning any reason therefor.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that 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 regulation or as specified in the Red Herring Prospectus and the Prospectus.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company will, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Bengali newspaper, Bengali being the regional language of West Bengal where our Registered Office is located). Our Company shall, in the pre-Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the finalisation of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer 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 can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

6. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form;

7. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

9. 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;

10. 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;

11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of 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 Income Tax 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;

14. Ensure that the Demographic Details are updated, true and correct in all respects;

15. 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;

16. 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;

17. 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;

18. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

19. Bidders should 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 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. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;

20. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors) is submitted to a Designated Intermediary in a Bidding Centre and 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);

21. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB 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;

22. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with; and

23. Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer.

24. Eligible Employees Bidding under the Employee Reservation Portion should ensure that their Bid Amounts do not exceed ₹ 500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;
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 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. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
8. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer/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 the Red Herring Prospectus;
11. Do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;
12. If you are a QIB, do not submit your Bid after 3.00 p.m. on the Bid/Offer Closing Date for QIBs;
13. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
14. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Investors);
15. Do not submit the General Index Register (GIR) number instead of the PAN;
16. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

17. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account;
18. Do not submit more than five Bid cum Application Forms per ASBA Account;
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 submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise; and
22. 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).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

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 Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT). The payment instruments for payment into the Escrow Accounts should be drawn in favor of:

(i) In case of resident Anchor Investors: "[●]"

(ii) In case of non-resident Anchor Investors: "[●]"

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among the Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated September 8, 2018 among NSDL, the Company and the Registrar to the Offer.
- Tripartite Agreement dated September 25, 2018 among CDSL, the Company and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

(i) That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 15 days from the Bid/Offer Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Bidders at the rate of 15% per annum or at such other rate as may be prescribed under the applicable law, 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/Offer Closing Date;

(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 Offer 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/ Offer 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 as disclosed in "***Capital Structure***" on page 76, no further issue of Equity Shares shall be made until the Equity Shares offered through the 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 or the Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall also be informed promptly;

(viii) That if our Company and the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with the SEBI, in the event our Company or the Selling Shareholders subsequently decides to proceed with the Offer;

(ix) That the allotment of securities/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 the Stock Exchanges.

Undertakings by the Selling Shareholders

Each Selling Shareholder, severally and not jointly, confirms and undertakes the following in respect of itself and the Equity Shares being offered by it pursuant to the Offer for Sale:

(i) The Equity Shares offered pursuant to the Offer for Sale are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or encumbrances and have been held by the Selling Shareholders for a period of at least one year prior to the date of this Draft Red Herring Prospectus;

(ii) The Selling Shareholders are the legal and beneficial owners of and have full title to their respective Equity Shares being offered through the Offer for Sale.

(iii) The Selling Shareholders will not have recourse to the proceeds of the Offer for Sale, until approval for trading of the Equity Shares from the Stock Exchanges has been received;

(iv) The Selling Shareholder will deposit the Equity Shares offered by it in the Offer in an escrow account opened with the Share Escrow Agent at least two Working Days days prior to filing of the Red Herring Prospectus with the RoC;

(v) The Selling Shareholder shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

(vi) The Selling Shareholder will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer; and

(vii) The Selling Shareholders will take all such steps as may be required by our Company and the BRLMs to ensure that the Equity Shares being sold by them in the Offer for Sale are available for transfer in the Offer for Sale for completion of the Allotment, dispatch of the Allotment Advice and CAN, if required, and refund orders (if applicable) to the requisite extent of its respective portion of the Equity Shares offered in the Offer for Sale.

The Selling Shareholders have authorized the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale for completion of the Allotment.

Utilization of Net Proceeds

Our Board certifies that:

(i) details of all monies utilised out of the Fresh Issue referred to in sub item (i) shall be disclosed and continue to be disclosed until the time any part of the Net Proceeds remains unutilised, under an appropriate separate head in the balance-sheet of our Company indicating the purpose for which such monies had been utilised; and

(ii) details of all unutilised monies out of the Fresh Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

Our Company and the Selling Shareholders, respectively, confirm and declare that all monies received from the Fresh Issue and the Offer for Sale shall be transferred to separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act 2013.

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PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Offer, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Offer.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the SEBI ICDR Regulations.

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Offer are set out in the Red Herring Prospectus ("**RHP**")/ Prospectus filed by the Issuer with the Registrar of Companies, West Bengal at Kolkata ("**RoC**"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **BRLM(s)** to the Offer and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act 2013 (to the extent notified and in effect), the Companies Act 1956 (to the extent applicable), the SCRR, industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Offer Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Offer ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-offer advertisement was given at least five Working Days before the Bid/Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Offer Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

2.5 OFFER PERIOD

The Offer may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Offer Period. Details of Bid/Offer Period are also available on the website of the Stock Exchange(s).

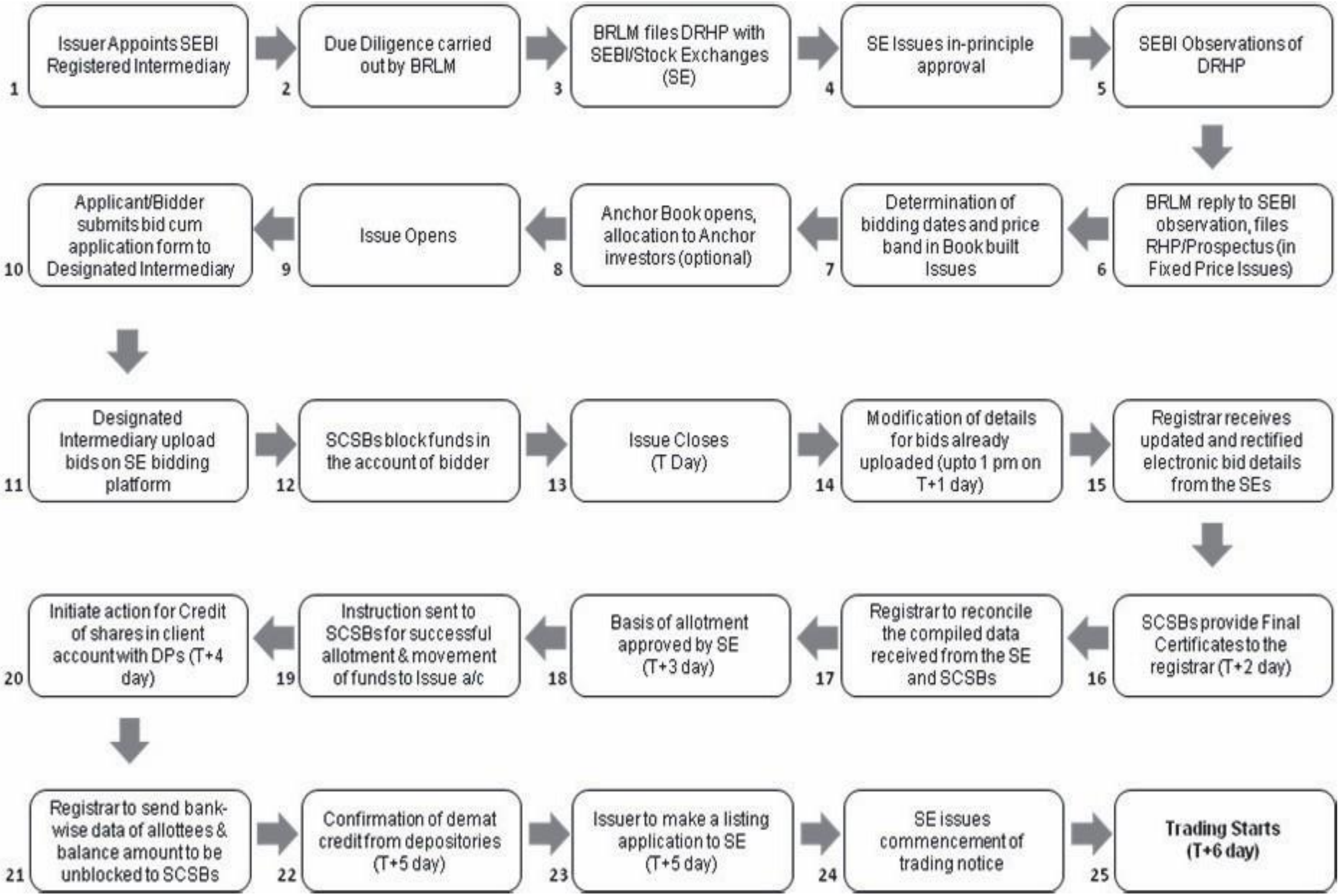
In case of a Book Built Issue, the Issuer may close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Offer Period may be extended by at least three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Offer other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

  i. Step 7 : Determination of Offer Date and Price
  ii. Step 10: Applicant submits Bid cum Application Form with Designated Intermediaries.



1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built Issues
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits bid cum application form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding platform
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details from the SEs
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE and SCSBs
18 Basis of allotment approved by SE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement of funds to Issue a/c
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to hold and invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares; Scientific and/or industrial research organisations in India, authorised to invest in equity shares;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Offer.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form bearing stamp of a Designated Intermediary as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus. For Anchor Investors, Bid cum Application Forms shall be available at the offices of the BRLM.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the Designated Intermediary as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, their sub-accounts (other than sub-accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders/Applicants Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form – For Residents

TEAR HERE

COMMON BID CUM APPLICATION FORM | **XYZ LIMITED - INITIAL PUBLIC ISSUE - R** Address : .... Contact Details: .... CIN No .... | **FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS**

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	Bid Price 3 | 2 | 1	Retail Discount 3 | 2 | 1	Net Price 3 | 2 | 1	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please specify) - OTH

* HUF should apply only through Karta (Application by HUF would be treated on par with individual)

7. PAYMENT DETAILS | PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date : ....

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures) | Bank & Branch | Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

ASBA Bank A/c No.
Bank & Branch

Acknowledgement Slip for Bidder

Bid cum Application Form No.

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Application Form – For Non – Residents

TEAR HERE

COMMON BID CUM APPLICATION FORM | **XYZ LIMITED - INITIAL PUBLIC ISSUE - NR** Address : .... Contact Details: .... CIN No .... | **FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS**

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

6. INVESTOR STATUS

NRI	Non-Resident Indian(s) (Repatriation basis)
FII	FII or Sub-account not a Corporate/Foreign Individual
FIISA	FII Sub-account Corporate/Individual
FVCI	Foreign Venture Capital Investor
FPI	Foreign Portfolio Investors
OTH	Others (Please Specify)______

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date :	3)	

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.
Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications(including letters notifying the unblocking of the bank accounts of Bidders (other than Anchor Investors) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.

(c) **Joint Bids/Applications**: In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation**: Attention of the Bidders/Applicants 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 includes imprisonment for a term which shall not be 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.

(e) Nomination Facility to Bidder/Applicant: Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT

(a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted

Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants 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.

(d) Bid cum Application Forms/Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondence(s) related to an Offer.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

4.1.4 FIELD NUMBER 4: BID OPTIONS

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of Rs. 10,000 to Rs.15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed Rs. 200,000.

In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to Rs. 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at ‘Cut-off Price’.

(d) RII may revise or withdraw their bids until Bid/Offer Closing Date. QIBs and NII’s cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to Rs. 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least Rs.10 crores. 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 being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Offer size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e)).

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5 : CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Offer is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorization provided in the Bid cum Application Form. If the Discount is applicable in the Offer, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) RIIs who Bid at Cut-off price shall be blocked on the Cap Price.

(c) All Bidders (except Anchor Investors) can participate in the Offer only through the ASBA mechanism.

(d) Bid Amount cannot be paid in cash, cheque, demand draft, through money order or through postal order.

4.1.7.1. **Instructions for Anchor Investors:**

(a) Anchor Investors may submit their Bids with a Book Running Lead Manager.

(b) Payments should be made either by NACH, RTGS or NEFT.

(c) The Escrow Bank(s) shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2. **Payment instructions for Bidders (other than Anchor Investors)**

(a) Bidders may submit the Bid cum Application Form either

i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

ii. in physical mode to any Designated Intermediary.

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Bidders should submit the Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.

(g) **Bidders bidding through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

(h) **Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public OfferAccount, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.1.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Offer Closing Date.

4.1.7.2 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Offer may block for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.

(c) The signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided 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/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form.

(b) All communications in connection with Bids/Applications made in the Offer should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, unblocking of funds, the Bidders/Applicants should contact the Registrar to the Issue.

ii. In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

iii. In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.

iv. In case of queries relating to uploading of Bids by a Designated Intermediary, the Bidders/Applicants should contact the relevant Designated Intermediary.

v. Bidder/Applicant may contact the Company Secretary and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Issue.

(c) The following details (as applicable) should be quoted while making any queries –

i. full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

ii. name and address of the Designated Intermediary, where the Bid was submitted or

iii. Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

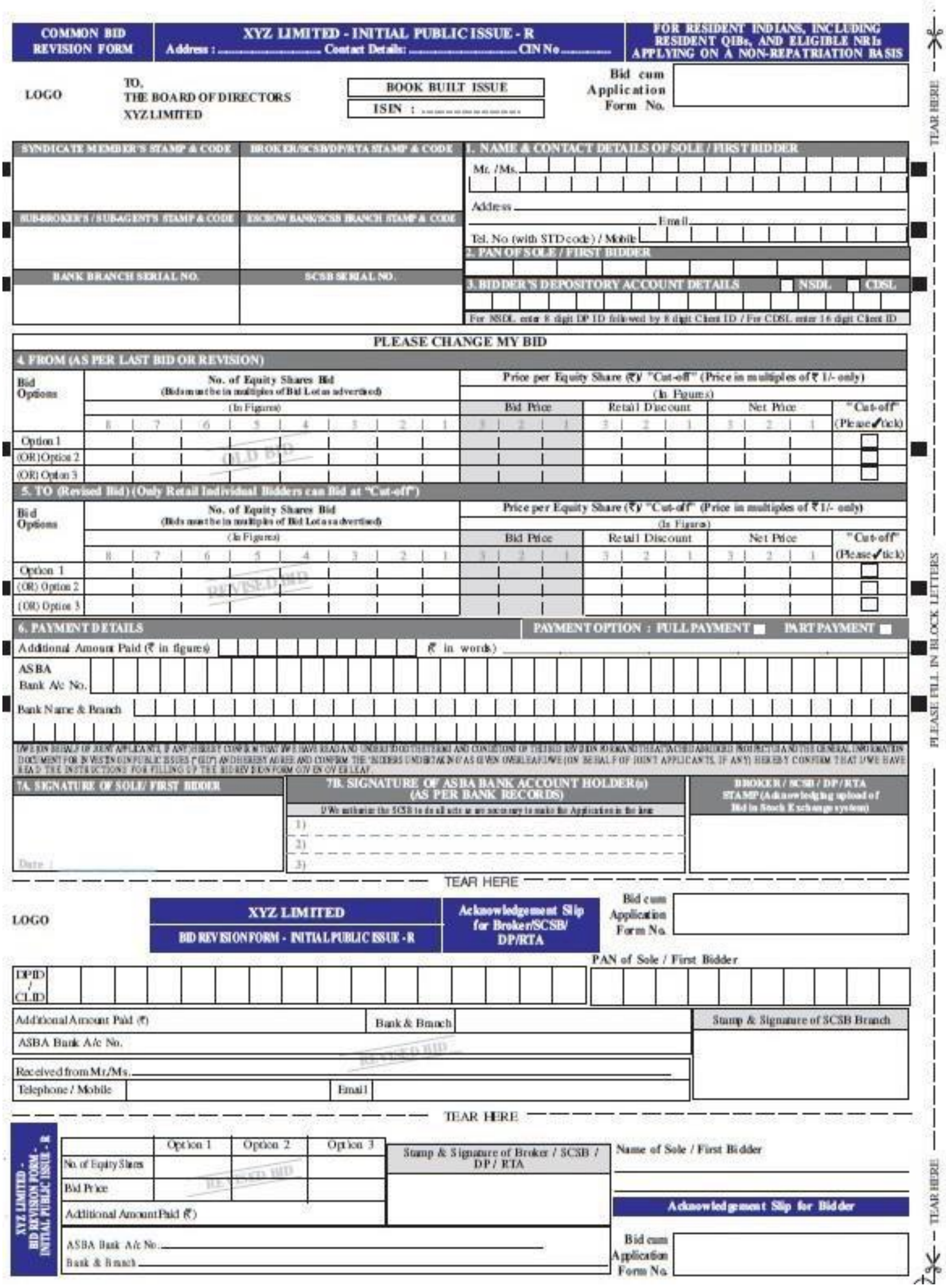
(a) During the Bid/Offer Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise their Bids or withdraw their bids until Bid/Offer Closing date.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/ Offer Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:



COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No ....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

OLD BID

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

REVISED BID

6. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Additional Amount Paid (₹) | Bank & Branch

Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

REVISED BID

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed Rs. 200,000. In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 on a net basis. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 (which will be less Employee Discount) only in the event of an under-subscription in the Employee Reservation Portion and 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 (which will be less Employee Discount).

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds Rs. 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding will be unblocked.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorize blocking of the full Bid Amount (less Discount (if applicable) at the time of submitting the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidder/Applicant, Bidder/Applicant may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that no additional amount is required for blocking Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Manager to the Offer (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of Rs. 10,000 to Rs.15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs**,** Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed Rs. 200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Offer size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.

ii. For applications from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Offer portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

iii. Applications by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and Allotment in the Offer are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Offer

(b) Application Amount cannot be paid in cash, cheques or demand drafts through money order or through postal order or through stock invest.

4.3.5.1 **Payment instructions for Applicants**

(a) Applicants may submit the Application Form in physical mode to the Designated Intermediaries.

(b) Applicants must specify only such Bank Account number maintained with the SCSB in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Application to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Offer may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Offer Closing Date.

4.3.5.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.4.1 **Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form
All Applications (other than Anchor Investors)	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the Collecting RTAs at the Designated RTA Locations or the CDPs at the Designated CDP Locations (b) To the Designated Branches of the SCSBs where the ASBA Account is maintained

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Offer Price and filing of the Prospectus with the RoC, the Bid-cum-Application Form will be considered as the application form.

SECTION 5: OFFER PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Offer Period, ASBA Bidders/Applicants may approach any of the Designated Intermediary to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager to register their Bid.

(b) In case of Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 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/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.

(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 day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/Offer Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Offer Period.

5.4 WITHDRAWAL OF BIDS

(a) RIIs can withdraw their Bids until Bid/Offer Closing Date. In case a RII wishes to withdraw the Bid, the same can be done by submitting a request for the same to the concerned Designated Intermediary, who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalization of basis of Allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to

i. the Bids accepted by the Designated Intermediary;

ii. the Bids uploaded by the Designated Intermediary; and

iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

(b) The BRLM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLM and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 **GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications of Bidders (other than Anchor Investors) accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders' ASBA Account maintained with an SCSB;

(c) Bids/Applications by OCBs;

(d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/Application Form;

(f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(h) Bids/Applications by persons in the United States;

(i) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(j) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(k) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(l) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(m) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;

(n) Bids/Applications at Cut-off Price by NIIs and QIBs;

(o) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(p) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(q) Submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;

(r) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(s) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(t) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Offer Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(u) Bank account mentioned in the Bid cum Application Form may not be an account maintained by SCSB. Inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/Application Amount in the bank account;

(v) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Bank;

(w) Where no confirmation is received from SCSB for blocking of funds;

(x) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

(y) Bid cum Application Form submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Escrow Bank (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Offer;

(z) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(aa) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in any category (except QIB category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

(c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.*

Bidders can bid at any price within the price band. For instance, assume a price band of Rs. 20 to Rs. 24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of equity shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The issuer, in consultation with the book running lead managers, may finalise the Offer Price at or below such cut-off price, i.e., at or below Rs. 22.00. All bids at or above this Offer Price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (**"Alternate Book Building Process"**).

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: OFFER PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Offer Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (**"ASBA Account"**). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Net Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Offer Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot **("Maximum RII Allottees"**). The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Offer Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Offer Price will be at the discretion of the issuer subject to compliance with the following requirements:

i. not more than 60% of the QIB Category will be allocated to Anchor Investors;

ii. 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 being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to Rs.10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs. 10 crores and up to Rs. 250 crores subject to minimum allotment of Rs. 5 crores per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs. 250 crores and an additional 10 Anchor Investors for every additional Rs. 250 crores or part thereof, subject to minimum allotment of Rs. 5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the** Offer **Price is higher than the Anchor Investor** Offer **Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Offer Price is lower than the Anchor Investor Offer Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid Lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Accounts, as per the terms of the Cash Escrow Agreement, into the Public Offer Account with the Bankers to the Offer. The balance amount after transfer to the Public Offer Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Cash Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Offer shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Offer.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/ Offer Closing Date. The Issuer also ensures the credit of shares to the successful Applicant’s depository account is completed within five Working Days from the Bid/Offer Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date. The Registrar to the Offer may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within six Working Days of the Bid/Offer Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act 2013, the Issuer may be punishable with a fine which shall not be less than Rs. 5 lakhs but which may extend to Rs. 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith may take steps to refund, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not refunded to Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, as applicable, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Offer Closing Date and repay, without interest, all moneys received from Anchor Investors. This is further subject to the compliance with Rule 19(2)(b) of the SCRR. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of prescribed time period under applicable laws, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations comes for an Offer under Regulation 26(2) of SEBI (ICDR) Regulations but fails to Allot at least 75% of the Net Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

1. **In case of ASBA Bids:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.

2. **In case of Anchor Investors:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

3. In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Bid cum Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection

Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

i. **NACH —** National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Bidders/Applicants having an account at any of the centres specified by the RBI where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Bidders/Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where the Bidder/Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;

ii. **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine- digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

iii. **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account; and

iv. **RTGS**—Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI and whose refund amount exceeds ₹ 0.2 million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding IFSC. Charges, if any, levied by the Escrow Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Bidders/Applicants may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working Days of the Bid/Offer Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Offer Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time. In case of inconsistency in the description of a term mentioned herein below and the description ascribed to such term in the Draft Red Herring Prospectus, the description as ascribed to such term in the Draft Red Herring Prospectus shall prevail.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. 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 is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Offer/ Escrow Bank(s)/Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/ Offer Date by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Closing Date
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Opening Date

Term	Description
Bid/Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/ Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges
BRLM(s)/Book Running Lead Manager(s)/Lead Manager/LM	The Book Running Lead Manager to the Offer as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agents or Collecting 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
Cut-off Price	Offer Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant’s address, name of the Applicant’s father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)

Term	Description
Designated Date	The date on which funds are transferred by the Escrow Bank from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries /Collecting Agent	Syndicate Members, sub-syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and Collecting RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the Collecting RTAs where Bidders can submit the Bid cum Application Forms to Collecting RTAs. The details of such Designated RTA Locations, along with names and contact details of the Collecting RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Escrow Account	Account opened with the Anchor Collection Bankand in whose favour the Anchor Investors may transfer money through NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Manager(s), the Escrow Bank and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Bank	Refer to definition of Banker(s) to the Offer
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996

Term	Description
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NACH	National Automated Clearing House
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
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
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Offer Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act 2013 after the Pricing Date, containing the Offer Price, the size of the Offer and certain other information
Public Offer Account	An account opened with the Banker to the Offer to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations
RTGS	Real Time Gross Settlement

Term	Description
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/ Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NACH, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTO	The Registrar to the Offer as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Offer reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offers the facility of ASBA and the list of which is available on the website of the http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Stock Exchanges	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s)	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Any day, other than Saturdays or Sundays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Bid/Offer Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

SECTION VIII – MAIN PROVISIONS OF 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 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below.

ARTICLES OF ASSOCIATION

Share capital and variation of rights

Article 3 provides that "Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the Company and the securities for the time being shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 54 of the Act) at a discount and at such time as they may from time to time think fit with the sanction of the company in the 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 Directors think fit."
Article 11 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 such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act."
Article 12 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 13 provides that "Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act."

Further issue of shares

Article 14 provides that "(1) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to –
(a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be made in proportion, as near as circumstances admit, to the capital paid up on these shares at the date;
(b) by a notice specifying the number of shares offered limiting a time not less than thirty days from the date of the offer and if not accepted, will be deemed to be declined.
(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them in favour of any other person and the notice referred to in sub-clause (b) hereof shall contain a statement of the right to renounce. Provided that the directors may decline, without assigning any reason to allot any shares to any person in whose favour any member may renounce the shares offered to him.
(d) After the expiry of the time specified in the aforesaid notice, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose off them in such manner and to such person(s) as they may think in their sole discretion, fit.
Notwithstanding anything contained in sub-clause (1) thereof, the further shares aforesaid may be offered to any persons, whether or not those persons include the persons referred to in in sub-clause 1 (a) above in manner whatsoever, provided:
(a) If a special resolution to that effect is passed by the Company in General Meeting, or
Nothing mentioned in sub-clause 1 (c) hereof, shall be deemed:
(i) to extend the time within which the offer should be accepted or;
(ii) to authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(2) Notwithstanding the above, subject to provisions of section 62 and rules made thereunder, a Company by obtaining the shareholders' approval through ordinary resolution may issue and allot shares to its employees under employee stock option scheme or such other scheme as may be permissible from time to time."

Commission

Article 10 provides that "(1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
(2) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules."

Lien

Article 15 provides that "(1) The Company shall have a first and paramount lien upon all the shares (not being fully paid shares) standing registered in the name of each member (whether solely or jointly with others), and upon the proceeds of sale thereof for all monies (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. The Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
(2) The Company's lien, if any, on a share (other than fully paid-up shares) shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.
(3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien."
Article 16 provides that "The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:
Provided that no sale shall be made—
(a) unless a sum in respect of which the lien exists is presently payable; or
(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.
To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
(a) unless a sum in respect of which the lien exists is presently payable; or
(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise."

Calls on shares

Article 21 provides that "(1) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
(2) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares."
(3) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.
(4) A call may be revoked or postponed at the discretion of the Board."
Article 22 provides that "(1) 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 23 provides that "The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof."
Article 24 provides that "(1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board."
(2) The Board shall be at liberty to waive payment of any such interest wholly or in part."
Article 25 provides that "Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these 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."
Article 26 provides that "The Board may if it thinks fit, subject to provisions of Section 50 of the Act –
(a) may, if it thinks fit, agree to and receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon the amount all or any of the monies so paid or satisfied in advanced, or so much thereof from time to time exceeds the amount of calls then made upon the shares in respect of which such advance has been made, the Company may (until the same would, but for such advance, become presently payable) pay interest at such rate as the member paying such sum in advance and the Board agree upon, provided that money paid in advance of calls may be fixed by the Board. Nothing contained in this clause shall not confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him; until the same would, but for such payment, become presently payable by him."

Article 28 provides that "All calls shall be made on a uniform basis on all shares falling under the same class."

Transfer and transmission of shares

Article 31 provides that "A common form of transfer shall be used and the instrument of transfer of any share in the Company shall be in writing, and shall be duly executed by or on behalf of both the transferor and transferee. Notwithstanding the above, all provisions of Section 56 of the Act and any other applicable law, including the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations, 2015, shall be duly complied with in respect of all transfer of shares and registration thereof."

Article 32 provides that "The Board may, subject to the right of appeal conferred by the Act decline to register –
(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
(b) any transfer of shares on which the Company has a lien.

Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956 the Board may at its absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not. The right of refusal by the Board, shall not be affected by the circumstances that the proposed transferee is already a member of the Company but in such cases, the Directors shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer.
Provided that registration of 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 when the Company has lien on the shares. Transfer of shares/debentures in whatever lot shall not be refused."
Article 33 provides that "In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless –
(a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
(c) the instrument of transfer is in respect of only one class of shares."

Article 37 provides that "(1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.

(2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons."

Article 38 provides that "(1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –
(a) to be registered himself as holder of the share; or
(b) to make such transfer of the share as the deceased or insolvent member could have made.

(2) 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.

(3) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer."

Article 39 provides that "(1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

(2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share."

Article 40 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 meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with."

Forfeiture of Shares

Article 42 provides that "If a member fails to pay any call, or instalment of a call or any money due in respect of any share, 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 or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment."
Article 44 provides that "If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect."
Article 49 provides that "(1) 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, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
(2) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.
(3) 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."

Alteration of Capital

Article 55 provides that "Subject to the provisions of the Act, the Company may, by ordinary resolution –
(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; Provided that any consolidation, division and sub-division shall require the sanction of the Company in its General Meeting;
(c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person."

Article 57 provides that "The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, —
(a) its share capital; and/or
(b) any capital redemption reserve account; and/or
(c) any securities premium account; and/or
(d) any other reserve in the nature of share capital."

Capitalisation of Profits

Article 59 provides that "The Company may, upon recommendation of the Board, resolve that any amount standing to the credit of the Capital Redemption Reserve Account or Securities Premium Account of the Company or to the credit of its free reserves be capitalised ("capitalised fund") and distributed amongst such of the shareholders of the Company as would be entitled to receive the same if distributed by way of dividend and in the same proportions and on the footing that they become entitled thereto as capital and that all or any part of such

capitalised fund be applied on behalf of such shareholders in issuing and paying up in full any unissued shares, debentures or debenture-stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.
The sum aforesaid shall not be paid in cash but shall be applied either in or towards:

(A) paying up any amount for the time being unpaid on any shares held by such members respectively;
(B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B)."

Article 60 provides that "(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall –
(a) make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
(b) generally do all acts and things required to give effect thereto.

(2) The Board shall have power—
(a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions;
and
(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.

(3) Any agreement made under such authority shall be effective and binding on such members."

General Meetings

Article 74 provides that "All general meetings other than annual general meeting shall be called extraordinary general meeting. In case of meetings other than Annual General Meeting, all business shall be deemed special."

Article 75 provides that "The Board may, whenever it thinks fit, call an extraordinary general meeting."

Proceedings at General Meetings

Article 77 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 business."

Article 81 provides that "On any business at any general meeting, in case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall have a second or casting vote."

Article 85 provides that "(1) The Chairman may, with the consent of the meeting, adjourn the meeting from time to time and from place to place.
(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
(4) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting."

Vote of members

Article 91 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 92 provides that "No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien."

Proxy

Article 94 provides that "(1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting."

(2) The instrument appointing a proxy and the power-of- attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid."

Article 96 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 adjourned meeting at which the proxy is used."

Directors

Article 97 provides that "Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (Three) and shall not be more than 15 (Fifteen)."

Article 98 provides that "The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation."

Article 99 provides that "(1) Subject to the provisions of Section 197 of the Act, a Director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.
Provided that where the Company takes a Directors' Liability Insurance, specifically pertaining to a particular Director, then the premium paid in respect of such insurance, for the period during which a Director has been proved guilty, will be treated as part of remuneration paid to such Directors.

(2) Subject to the provisions of the Act and Rules made thereunder, the fees payable to a Director for attending the meetings of the Board or Committee thereof shall be such sum as may be decided by the Board of Directors from time to time within the limits prescribed under the Act. Fee, at may be determined by the Board, may also be paid for attending any separate meeting of the Independent Directors of the Company in pursuance of any provision of the Act.

(3) The Board may allow any payment to any director who is not a bonafide resident of the place where the meetings of the Board are ordinarily held and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified; and if any Director be called upon to go or resided out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any traveling or other expenses incurred in connection with business of the Company."

Article 100 provides that "(1) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

(2) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act."

Article 103 provides that "(1) The Company shall appoint such number of Independent Directors as may be required under the Act and other Laws and the Company and Independent Directors are required to abide by the provisions specified in Schedule IV of the Act.

(2) Any casual vacancy in the post of an Independent Director caused by way of removal, resignation, death, vacation of office under the Act and Law, removal from Directorship pursuant to any court order or due to disqualification under Section 164 of Act shall be filled by following the process laid down in the Act and rules

made thereunder. No such casual vacancy shall prejudice the functioning of the Board during the intervening period.

(3) An Independent Director shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

(4) The provisions relating to retirement of Directors by rotation shall not be applicable to appointment of Independent Directors."

Article 104 provides that "The Company shall appoint such number of Woman Directors as may be required under the Act and the Rules."

Proceedings of the Board

Article 107 provides that "(1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(2) The Chairman or any one Director with the previous consent of the Chairman may, or the company secretary on the direction of the Chairman shall, at any time, summon a meeting of the Board.

(3) The quorum for a Board meeting shall be as provided in the Act.

(4) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law."

Article 109 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 111 provides that "(1) 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.

(2) 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.

(3) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law."

Article 114 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 there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director."

Powers of directors and company secretary and compliance officer

Article 116 provides that "(a) Subject to the provisions of the Act,—
A chief executive officer, Managing Director, Whole time Director, Manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.
(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer."

Managing Director

Article 117 provides that "(1) Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its member or members as Managing Director(s)/ Whole-time

Director(s) for fixed term and upon such terms and conditions as the Board thinks fit and subject to the provisions of these Articles the Board may by resolution vest in such Managing Director(s) / Whole-time Director(s) such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine.

(2) Subject to the Article above, the powers conferred on the Managing Director/ Whole-time Director shall be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as the Board may think fit and it may confer such powers either collateral with or to the exclusion of and in substitution of all or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers."

Article 118 provides that "A Managing or whole time Director may be paid such remuneration, whether by way of monthly payment, fee for each meeting or participation in profits, or by any or all these modes, or any other mode not expressly prohibited by the Act, as the Board of Directors may determine."

Dividends and reserves

Article 122 provides that "The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board."

Article 123 provides that "Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit."

Article 124 provides that "(1) 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 applied 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.

(2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve."

Article 125 provides that "(1) 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.

(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

(3) 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.

(4) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall, within seven (7) days from the date of expiry of the said period of thirty (30) 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.

(5) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under section 125 of the Act. Any person claiming to be entitled to an amount may apply to the authority constituted by the Central Government for the payment of the money claimed. No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by law."

Article 126 provides that "(1) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

(2) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares."

Article 127 provides that "(1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made."

Article 129 provides that "No dividend shall bear interest against the Company."

Article 130 provides that "The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board."

Winding Up

Article 141 provides that "Subject to the applicable provisions of the Act and the Rules made thereunder -
(a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability."

Indemnity and insurance

Article 142 provides that "Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably."

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 the Draft 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 the Red Herring Prospectus delivered to the RoC for registration, and also the documents for inspection referred to hereunder may be inspected at our Registered Office, from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except such agreements executed after the Bid/Offer Closing Date).

Material Contracts to the Offer

1. Offer Agreement dated October 12, 2018 entered into among our Company, the Selling Shareholders, the BRLMs.

2. Registrar Agreement dated October 10, 2018, entered into among our Company, the Selling Shareholders and the Registrar to the Offer.

3. Escrow Agreement dated [●] to be entered into among our Company, the Selling Shareholders, the BRLMs, the Syndicate Members, Escrow Bank(s), and the Registrar to the Offer.

4. Share Escrow Agreement dated [●] to be entered into among the Selling Shareholders, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated [●] to be entered into among the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer.

6. Underwriting Agreement dated [●] to be entered into among our Company, the Selling Shareholders, BRLMs and Syndicate Members.

7. Monitoring Agency Agreement dated [●] to be entered into between our Company and the Monitoring Agency.

Other Material Contracts in relation to our Company

1. Business transfer agreement dated April 20, 2018, executed by and among, Eco Cements Limited and our Company.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association as amended until date.

2. Certificate of incorporation dated June 13, 2007.

3. Board resolution and Shareholders' resolution, dated August 9, 2018 and August 28, 2018, respectively, authorizing the Offer and other related matters.

4. Consent letters and Board resolutions, as applicable, of each of the Selling Shareholders authorizing their respective portions of the Offer for Sale.

5. Copies of annual reports for the last five Fiscals.

6. Agreement dated May 14, 2018 entered into by our Company with Manish Goenka for his appointment as the Executive Chairman.

7. Agreement dated January 12, 2017 entered into by our Company with Vivek Chawla for his appointment as a Whole-time Director and a Board resolution dated September 24, 2018 in respect of his remuneration.

8. Consent from our Auditors namely Agrawal Sanjay & Company, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as "expert", as defined under Section 2(38) of the Companies Act 2013, to the extent and in their capacity as Statutory Auditors and in respect of their (i) examination report dated September 24, 2018 on our Restated Financial Statements; and (ii) the Statement of Tax Benefits dated October 9, 2018.

9. (i) Examination report dated September 24, 2018 on our Restated Financial Statements; and (ii) the Statement of Tax Benefits dated October 9, 2018.

10. Consent dated dated October 9, 2018 from AMK & Associates, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of their certificate dated October 9, 2018 on key performance indicators and certain other information related to the Company.

11. Consent from S.K. Bhatia, Chartered Engineer, to include his name in this Draft Red Herring Prospectus as "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of his certificate dated October 1, 2018 on our Manufacturing Plants.

12. Consents dated (i) September 20, 2018 from Global Environment and Mining Services (Consulting Engineers, Mine Designers, Geologists and Surveyors); and (ii) September 17, 2018 from Synergy Geotech Private Limited, to include their name in this Draft Red Herring Prospectus as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of the mining plan for the Guntur Mining Unit and the geological report for the Guntur Mining Unit, respectively.

13. Consents dated (i) September 18, 2018 from Sri Sripad Pujar and Sri BVR Achar, on behalf of Chaithanya Geo Lynx, Mining, Geology, Survey and Environmental Consultants; and (ii) dated September 17, 2018 from Synergy Geotech Private Limited, to include their name in this Draft Red Herring Prospectus as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of the mining plan for the Risda Mining Unit and the geological report for the Risda Mining Unit, respectively.

14. Consents dated (i) September 19, 2018 from Shailendra Singh Bisht, on behalf of Udaipur Mi-Tech Private Limited; and (ii) September 19, 2018 from S.K. Soni, to include their name in this Draft Red Herring Prospectus as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of the mining plan for the Proposed Nagaur Mining Unit.

15. Consents in writing of (a) the Selling Shareholders, our Directors, the Chief Financial Officer, the Company Secretary and Compliance Officer of our Company, the Auditors, the legal counsels, the Bankers to our Company, lenders (where such consent is required), industry sources, third party chartered accountants, industry experts, the chartered engineer, the BRLMs and Registrar to the Offer; and (b) the Syndicate Members, Monitoring Agency, Bankers to the Offer/ Escrow Bank and Refund Bank.

16. In-principle listing approval dated [●] from BSE.

17. In-principle listing approval dated [●] from NSE.

18. Tripartite Agreement dated September 8, 2018 among our Company, NSDL and the Registrar to the Offer.

19. Tripartite Agreement dated September 25, 2018 among our Company, CDSL and the Registrar to the Offer.

20. Consent of CRISIL to rely on and reproduce part or whole of the report on "Cement Market Assessment for India and Eastern Region" dated October 2018 and include their name in this Draft Red Herring Prospectus.

21. Industry report titled "Cement Market Assessment for India and Eastern Region" dated October 2018 by CRISIL

22. Scheme of demerger for the Proposed Demerger

23. Due diligence certificate to SEBI from the BRLMs, dated October 12, 2018.

24. Deed of corporate guarantee dated April 28, 2017, which was subsequently modified by a deed of guarantee dated August 19, 2017 for enhancement of the guaranteed sum, executed by Diwakar Viniyog in favour of RBL Bank Limited in connection with the bank guarantee, rupee term loan and other facilities as may be agreed from time to time, for an aggregate principal amount not exceeding ₹ 1,600.00 million sanctioned to our Company by RBL Bank Limited.

25. Deed of guarantee dated January 22, 2016, executed by Bhanu Vyapaar in connection with rupee term loan facilities for an aggregate principal amount of ₹ 145.00 million and a deed of guarantee dated July 29, 2011 executed by Bhanu Vyapaar in connection with external commercial borrowings for an aggregate principal amount of USD 26.00 million sanctioned to our Company by ICICI Bank Limited.

26. Letter of continuing guarantee dated September 25, 2017 in favor of IndusInd Bank Limited in connection with a rupee term facility for an aggregate principal amount of ₹ 1,750.00 million sanctioned to our Company by IndusInd Bank.

27. SEBI final observation letter dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, 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 statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Manish Goenka **(Executive Chairman)**	**Aditya Vardhan Agarwal** **(Non-executive Director)**
Vivek Chawla **(Whole time Director and Chief Executive Officer)**	**Ram Krishna Agarwal** **(Non-executive Director)**
Mamta Binani **(Independent Director)**	**Charan Das Arha** **(Independent Director)**
Anand Rathi **(Independent Director)**	**Sundaram Balasubramanian** **(Independent Director)**
Rajiv Mundhra **(Independent Director)**	

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Rajiv Ranjan Thakur

Date: October 12, 2018

Place: Kolkata

DECLARATION

I, Dr. Radhe Shyam Agarwal, hereby certify that all statements and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself and the Equity Shares offered by me through the Offer for Sale in this Draft Red Herring Prospectus, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other disclosures, including, any of the disclosures made by or relating to the Company or any other Selling Shareholder in this Draft Red Herring Prospectus.

Signed by Dr. Radhe Shyam Agarwal

Date: October 12, 2018

DECLARATION

I, Dr. Radhe Shyam Goenka, hereby certify that all statements and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself and the Equity Shares offered by me through the Offer for Sale in this Draft Red Herring Prospectus, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other disclosures, including, any of the disclosures made by or relating to the Company or any other Selling Shareholder in this Draft Red Herring Prospectus.

Signed by Dr. Radhe Shyam Goenka

Date: October 12, 2018

DECLARATION

I, Aditya Vardhan Agarwal, hereby certify that all statements and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself and the Equity Shares offered by me through the Offer for Sale in this Draft Red Herring Prospectus, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other disclosures, including, any of the disclosures made by or relating to the Company or any other Selling Shareholder in this Draft Red Herring Prospectus.

Signed by Aditya Vardhan Agarwal

Date: October 12, 2018

DECLARATION

I, Harsh Vardhan Agarwal, hereby certify that all statements and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself and the Equity Shares offered by me through the Offer for Sale in this Draft Red Herring Prospectus, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other disclosures, including, any of the disclosures made by or relating to the Company or any other Selling Shareholder in this Draft Red Herring Prospectus.

Signed by Harsh Vardhan Agarwal

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Date: October 12, 2018

DECLARATION

We, Bhanu Vyapaar Private Limited, Diwakar Viniyog Private Limited, Suntrack Commerce Private Limited, Indu Goenka, Jyoti Goenka, Magnificent Vyapaar LLP, Mansi Agarwal, Prabhakar Viniyog Private Limited, Priti A Sureka, Puja Goenka, Rachana Goenka, Rashmi Goenka, Raviraj Viniyog Private Limited, Richa Agarwal, Raj Kumar Goenka, Santosh Goenka, Shruti Goenka, Suraj Viniyog Private Limited and Usha Agarwal, severally certify that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus about us or in relation to ourselves as Selling Shareholders and the Equity Shares offered by us in the Offer for Sale are true and correct. We assume no responsibility for any other disclosures, including, any of the disclosures made by or relating to the Company or any other Selling Shareholder in this Draft Red Herring Prospectus.

For and on behalf of Bhanu Vyapaar Private Limited, Diwakar Viniyog Private Limited, Suntrack Commerce Private Limited, Indu Goenka, Jyoti Goenka, Magnificent Vyapaar LLP, Mansi Agarwal, Prabhakar Viniyog Private Limited, Priti A Sureka, Puja Goenka, Rachana Goenka, Rashmi Goenka, Raviraj Viniyog Private Limited, Richa Agarwal, Raj Kumar Goenka, Santosh Goenka, Shruti Goenka, Suraj Viniyog Private Limited and Usha Agarwal, acting through Manish Goenka, duly appointed power of attorney holder.

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Name: Manish Goenka

Date: October 12, 2018