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DRAFT RED HERRING PROSPECTUS
Dated: August 1, 2026
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

ENCUBE ETHICALS LIMITED

Corporate Identity Number: U24230MH1995PLC092485

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
803, B Wing, HDIL Kaledonia, Sahar Road, Andheri East, Mumbai City, Mumbai 400 069, Maharashtra, India	Parineeta S Poonja *(Company Secretary and Compliance Officer)*	**Email:** compliance.cs@encubeethicals.com **Tel:** +91 22 62288000	www.encubeethicals.com

THE PROMOTER OF OUR COMPANY IS MEHUL MADHUSUDAN SHAH

DETAILS OF THE OFFER TO THE PUBLIC

TYPE	FRESH ISSUE SIZE	SIZE OF THE OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATIONS
Offer for Sale	Not applicable	Up to [●] Equity Shares of face value ₹1 each aggregating up to ₹ 30,000 million	Up to [●] Equity Shares of face value ₹1 each aggregating up to ₹30,000 million	The Offer is being made in terms of Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 418. For details in relation to share reservation among Qualified Institutional Bidders ("**QIBs**"), Non-Institutional Bidders ("**NIBs**"), Retail Individual Bidders ("**RIBs**") and Eligible Employees (*defined hereinafter*), see "*Offer Structure*" beginning on page 442.

DETAILS OF THE OFFER FOR SALE

NAMES OF THE SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED/ AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE OF FACE VALUE OF ₹1 EACH (IN ₹)*
Mehul Madhusudan Shah	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹20,000 million	0.08
Frontier Investment Holdings Pte. Ltd.	Investor Selling Shareholder	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹10,000 million	199.31

**As certified by Manian & Rao, Chartered Accountants (FRN: 001983S), by way of their certificate dated August 1, 2026.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of each Equity Share is ₹1. The Floor Price, Cap Price and Offer Price as determined by our Company in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" beginning on page 126 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/ or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" beginning on page 21.

ABSOLUTE RESPONSIBILITY OF OUR COMPANY AND SELLING SHAREHOLDERS

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that 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, accepts responsibility for and confirms only such statements specifically made or confirmed by such Selling Shareholder, in this Draft Red Herring Prospectus, in relation to the extent of information specifically pertaining to itself and its respective portion of the Offered Shares under the Offer for Sale and assumes responsibility and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. None of the Selling Shareholder assume any responsibility for any other statement, disclosure or undertaking in this Draft Red Herring Prospectus, including but not limited to any of the statements, disclosures or undertakings made by or relating to our Company or our Company's business or any other person(s) or the other Selling Shareholder.

LISTING			
The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" and together with BSE, the "**Stock Exchanges**"). For the purposes of the Offer, the Designated Stock Exchange shall be [●].			
BOOK RUNNING LEAD MANAGERS			
NAME AND LOGO OF THE BRLM		**CONTACT PERSON**	**TELEPHONE AND E-MAIL**
JM Financial	**JM Financial Limited**	Prachee Dhuri	**Telephone:** +91 22 6630 3030 **E-mail**: encube.ipo@jmfl.com
AXIS CAPITAL	**Axis Capital Limited**	Devika Kanani/ Pavan Naik	**Telephone:** +91 22 4325 2183 **E-mail:** encube.ipo@axiscap.in
kotak® Investment Banking	**Kotak Mahindra Capital Company Limited**	Ganesh Rane	**Telephone:** +91 22 4336 0000 **E-mail:** encube.ipo@kotak.com
REGISTRAR TO THE OFFER			
NAME AND LOGO OF THE REGISTRAR	**CONTACT PERSON**		**TELEPHONE AND E-MAIL**
MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)	Shanti Gopalkrishnan		**Telephone**: +91 810 811 4949 **E-mail**: encubeethicals.ipo@in.mpms.mufg.com

BID/ OFFER PROGRAMME					
ANCHOR INVESTOR BID/ OFFER OPENS AND CLOSES ON[(1)]	**[●]**	**BID/ OFFER OPENS ON**	**[●]**	**BID/ OFFER CLOSES ON[(2)(3)]**	**[●]**

(1) *Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.*

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

(3) *The UPI mandate end time and date shall be at 5.00 p.m. on the Bid/ Offer Closing Date.*

DRAFT RED HERRING PROSPECTUS
Dated: August 1, 2026
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

ENCUBE ETHICALS LIMITED

Our Company was originally incorporated as 'Encube Ethicals Private Limited' as a private limited company under the Companies Act, 1956, at Mumbai, Maharashtra, pursuant to a certificate of incorporation dated September 7, 1995, issued by the Additional Registrar of Companies, Maharashtra. Subsequently, our Company was converted to a public limited company and the name of our Company changed to 'Encube Ethicals Limited' pursuant to a Shareholders' resolution dated May 22, 2026, and a fresh certificate of incorporation dated June 29, 2026, was issued by the Registrar of Companies, Central Processing Centre. For further details in relation to change in name and registered office of our Company, see "*History and Certain Corporate Matters*" beginning on page 268.

Registered and Corporate Office: 803, B Wing, HDIL Kaledonia, Sahar Road, Andheri East, Mumbai City, Mumbai 400 069, Maharashtra, India
Tel: +91 22 6228 8000; **Website**: www.encubeethicals.com; **Contact person**: Parineeta S Poonja (*Company Secretary and Compliance Officer*);
E-mail: compliance.cs@encubeethicals.com; **Corporate Identity Number**: U24230MH1995PLC092485

THE PROMOTER OF OUR COMPANY IS MEHUL MADHUSUDAN SHAH

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH ("EQUITY SHARES") OF ENCUBE ETHICALS LIMITED ("OUR COMPANY" OR "THE COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ 30,000 MILLION (THE "OFFER") THROUGH AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹ 20,000 MILLION BY MEHUL MADHUSUDAN SHAH (THE "PROMOTER SELLING SHAREHOLDER") AND UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹ 10,000 MILLION BY FRONTIER INVESTMENT HOLDINGS PTE. LTD. (THE "INVESTOR SELLING SHAREHOLDER", AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDER, THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES SO OFFERED, THE "OFFERED SHARES", AND SUCH OFFER, THE "OFFER FOR SALE"). THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●]% OF THE POST OFFER PAID UP PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (*DEFINED HEREINAFTER*) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND NET OFFER SHALL CONSTITUTE [●] % AND [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY. OUR COMPANY, IN CONSULTATION WITH THE BRLMs, MAY OFFER A DISCOUNT OF UP TO [●] % TO THE OFFER PRICE (EQUIVALENT TO ₹ [●] PER EQUITY SHARE) TO ELIGIBLE EMPLOYEES (*AS DEFINED HEREINAFTER*) BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").

THE FACE VALUE OF EQUITY SHARES IS ₹1 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, EMPLOYEE DISCOUNT AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN [●] EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, [●] EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER AND THE [●] EDITION OF [●], A MARATHI DAILY NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company and the Selling Shareholders, in consultation with the BRLMs, may, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks, Designated Intermediaries and the Sponsor Banks (*defined hereinafter*) as applicable.

This is an Offer in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. This Offer is being made through the Book Building Process in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs (such portion the "**QIB Portion**") provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which 40% shall be reserved as under: (i) 33.33% for domestic Mutual Funds; and (ii) 6.67% for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds, at or above the price at which Equity Shares will be allocated to the Anchor Investors ("**Anchor Investor Allocation Price**"), in accordance with the SEBI ICDR Regulations. Any under-subscription in the reserved category specified in clause (ii) above, may be allocated to domestic Mutual Funds. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (excluding the Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to NIBs, of which (a) one third portion shall be reserved for NIBs with application size of more than ₹ 200,000 and up to ₹ 1 million; and (b) two-thirds of the portion shall be reserved for NIBs with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of NIBs in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price ("**Retail Portion**"). Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees (*as defined hereinafter*) bidding under the Employee Reservation Portion, subject to valid Bids being received from them at or above the Offer Price (net of Employee Discount, if any). All Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID (in case of UPI Bidders using the UPI Mechanism), in which case the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion of the Offer through the ASBA process. For details, see "*Offer Procedure*" beginning on page 446.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of each Equity Share is ₹1. The Floor Price, Cap Price and Offer Price as determined by our Company in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" beginning on page 126 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/ or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" beginning on page 21.

ABSOLUTE RESPONSIBILITY OF OUR COMPANY AND SELLING SHAREHOLDERS

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that 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, accepts responsibility for and confirms only such statements specifically made or confirmed by such Selling Shareholder, in this Draft Red Herring Prospectus, in relation to the extent of information specifically pertaining to itself and its respective portion of the Offered Shares under the Offer for Sale and assumes responsibility and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. None of the Selling Shareholders assume any responsibility for any other statement, disclosure or undertaking in this Draft Red Herring Prospectus, including but not limited to any of the statements, disclosures or undertakings made by or relating to our Company or our Company's business or any other person(s) or the other Selling Shareholder.

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●]. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered to the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 487.

BOOK RUNNING LEAD MANAGERS TO THE OFFER			REGISTRAR TO THE OFFER
JM Financial	AXIS CAPITAL	kotak® Investment Banking	MUFG MUFG Intime
JM Financial Limited 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025, Maharashtra, India **Telephone:** +91 22 6630 3030 **E-mail**: encube.ipo@jmfl.com **Investor grievance e-mail:** grievance.ibd@jmfl.com **Website:** www.jmfl.com **Contact person:** Prachee Dhuri **SEBI registration no.:** INM000010361	**Axis Capital Limited** Axis House, 1st Floor Pandurang Bhudkar Marg, Worli Mumbai 400 025 Maharashtra, India **Telephone:** +91 22 4325 2183 **E-mail:** encube.ipo@axiscap.in **Investor Grievance e-mail:** complaints@axiscap.in **Website:** www.axiscapital.co.in **Contact person:** Devika Kanani/ Pavan Naik **SEBI registration no.:** INM000012029	**Kotak Mahindra Capital Company Limited** 27 BKC, 1st Floor, Plot No. C – 27, "G" Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India **Telephone:** +91 22 4336 0000 **E-mail:** encube.ipo@kotak.com **Investor grievance e-mail:** kmccredressal@kotak.com **Website:** https://investmentbank.kotak.com **Contact person:** Ganesh Rane **SEBI registration no.:** INM000008704	**MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)** C-101, Embassy 247 L B S Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India **Telephone:** +91 810 811 4949 **E-mail:** encubeethicals.ipo@in.mpms.mufg.com **Investor grievance e-mail:** encubeethicals.ipo@in.mpms.mufg.com **Website:** www.in.mpms.mufg.com **Contact person:** Shanti Gopalkrishnan **SEBI registration no:** INR000004058

BID/ OFFER PROGRAMME

ANCHOR INVESTOR BID/ OFFER OPENS AND CLOSES ON[(1)]	[●]	BID/ OFFER OPENS ON	[●]	BID/ OFFER CLOSES ON[(2)(3)]	[●]

(1) Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.
(2) Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations
(3) The UPI mandate end time and date shall be at 5.00 p.m. on the Bid/ Offer Closing Date.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies shall be to such legislations, acts, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time, under such provision. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined below). In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

The words and expressions used in this Draft Red Herring Prospectus, but not defined herein shall, to the extent applicable, have the same meanings ascribed to such terms under the SEBI ICDR Regulations, the SEBI Listing Regulations, the Companies Act, the SCRA and the Depositories Act, read with the rules and regulations notified thereunder (defined hereinafter).

Notwithstanding the foregoing, the terms not defined herein but used in the sections titled "Capital Structure", "Objects of the Offer", "Basis for Offer Price", "Statement of Possible Special Tax Benefits", "Industry Overview", "Our Business", "Key Regulations and Policies", "History and Certain Corporate Matters", "Restated Consolidated Financial Information", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Group Companies", "Other Regulatory and Statutory Disclosures", "Offer Procedure" and "Description of Equity Shares and Terms of Articles of Association" beginning on pages 98, 123, 126, 152, 167, 224, 254,268, 299, 400, 402, 414, 417, 446 and 468, respectively, shall have the meanings ascribed to them in the relevant section.

General Terms

Term	Description
"our Company" or "the Company"	Encube Ethicals Limited, a public limited company incorporated under the Companies Act, 1956, and having its Registered and Corporate Office at 803, B Wing, HDIL Kaledonia, Sahar Road, Andheri East, Mumbai City, Mumbai 400 069, Maharashtra, India
"we" or "us" or "our"	Unless the context otherwise indicates or implies, our Company together with our Subsidiaries and Associate, on a consolidated basis, as on the date of this Draft Red Herring Prospectus

Company Related Terms

Term	Description
"Articles of Association" or "AoA" or "Articles"	The articles of association of our Company, as amended from time to time
Associate	The associate company of our Company, namely Intact Therapeutics Inc For further details of our Associate, see "*History and Certain Corporate Matters – Our Associate*" on page 274
Audit Committee	The audit committee of our Board, as described in "*Our Management – Committees of the Board – Audit Committee*" on page 283
"Auditors" or "Statutory Auditors"	The current statutory auditors of our Company, namely Walker Chandiok & Co LLP, Chartered Accountants (FRN: 001076N/N500013)
"Board" or "Board of Directors"	The board of directors of our Company, as described in "*Our Management – Board of Directors*" on page 277
Chairman and Managing Director	The chairman and managing director of the Board of our Company, namely Mehul Madhusudan Shah and as described in "*Our Management –Board of Directors*" on page 277
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Parineeta S Poonja and as described in "*Our Management – Key Managerial Personnel and Senior Management- – Key Managerial Personnel*" on page 290
Committee(s)	Duly constituted committee(s) of our Board, as described in "*Our Management – Committees of the Board*" on page 283
"Chief Executive Officer" or "CEO"	The chief executive officer of our Company, namely Pratik Haresh Kamani and as described in "*Our Management – Key Managerial Personnel and Senior Management – Key Managerial Personnel*" on page 290
"Chief Financial Officer" or "CFO"	The chief financial officer of our Company, namely Chinnadharavaram Sundaresan Muralidharan and as described in "*Our Management – Key Managerial Personnel and Senior Management – Key Managerial Personnel*" on page 290
Corporate Social Responsibility	The corporate social responsibility committee of our Board, as described in *"Our Management –*

Term	Description
Committee	*Committees of the Board – Corporate Social Responsibility Committee"* on page 287
Director(s)	The directors on our Board, as appointed from time to time and as described in "*Our Management – Board of Directors*" on page 277
Dividend Policy	The dividend distribution policy approved and adopted by our Board on July 29, 2026, as amended from time to time
Equity Shares	The equity shares of our Company having face value ₹1 each
"ESOP 2020" or "ESOP Plan"	The employee stock option plan of our Company, namely, Encube ESOP 2020, as amended from time to time and as described in "*Capital Structure – Employee Stock Option Scheme"* on page 117
Executive Director(s)	The executive directors on our Board, as described in "*Our Management – Board of Directors*" on page 277
"Founder" or "Promoter"	The founder and promoter of our Company, namely Mehul Madhusudan Shah, as described in "*Our Promoter and Promoter Group – Details of our Promoter*" on page 295
Group Companies	Group companies of our Company, identified in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations and as described in *"Group Companies"* beginning on page 414
Independent Directors	Independent directors on our Board, as described in "*Our Management – Board of Directors*" on page 277
IPO Committee	The IPO Committee of our Board to facilitate the process of the Offer comprising, Mehul Madhusudan Shah, Pratik Haresh Kamani, Dr. Amit Varma and Pallavi Pratap Gokhale
Investor Selling Shareholder	The investor selling shareholder to the Offer, namely Frontier Investment Holdings Pte. Ltd.
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, as described in "*Our Management – Key Managerial Personnel and Senior Management – Key Managerial Personnel*" on page 290
Material Subsidiary	The material subsidiary of our Company, namely Encube Ethicals Inc
"Memorandum of Association" or "MoA"	Memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "*Our Management – Committees of the Board – Nomination and Remuneration Committee*" on page 285
Non-Executive Director(s)	Non-executive directors (other than the Independent Directors) on our Board, as described in "*Our Management – Board of Directors*" on page 277
Promoter Group	The individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in "*Our Promoter and Promoter Group – Promoter Group*" on page 297
Promoter Selling Shareholder	The promoter selling shareholder to the Offer, namely Mehul Madhusudan Shah
Registered and Corporate Office	The registered and corporate office of our Company located at 803, B Wing, HDIL Kaledonia, Sahar Road, Andheri East, Mumbai City, Mumbai 400 069, Maharashtra, India
"Registrar of Companies" or "RoC"	Registrar of Companies, Mumbai – I at Mumbai
Restated Consolidated Financial Information	Restated consolidated financial information of our Company and our Subsidiaries (together referred to as the "**Group**"), and our Associate as at and for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024, comprising the restated consolidated statement of assets and liabilities as of March 31, 2026, March 31, 2025 and March 31, 2024, the restated consolidated statement of profit and loss (including other comprehensive income) and the restated consolidated statement of cash flows and restated consolidated statement of changes in equity for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, the material accounting policies and explanatory notes, derived from the audited consolidated financial statements for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, prepared to comply in all material respects with Ind AS as specified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013, and restated in terms of the requirements of Section 26 of Part I of Chapter III to the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time.
Risk Management Committee	The risk management committee of our Board, as described in "*Our Management – Committees of the Board – Risk Management Committee*" on page 287
Selling Shareholders	The selling shareholders to the Offer being the Investor Selling Shareholder and the Promoter Selling Shareholder
"Senior Management" or "SMP"	Members of the senior management of our Company identified in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as described in "*Our Management – Key Managerial Personnel and Senior Management – Members of the Senior Management*" on page 290
"SHA" or "Shareholders' Agreement"	Shareholders' agreement dated May 26, 2021, entered into amongst our Company, Mehul Madhusudan Shah, Niti Shah, Madhusudan Shah, Chandra Shah and Frontier Investment Holdings Pte. Ltd., as amended by the SHA Waiver cum Amendment Agreement dated July 31, 2026, as described in "*History and Certain Corporate Matters – Shareholders' agreements and other material agreements – Shareholders' agreements*" on page 270

Term	Description
SHA Waiver cum Amendment Agreement	Waiver cum amendment agreement dated July 31, 2026 to the Shareholders' Agreement entered into amongst Company, Mehul Madhusudan Shah, Niti Shah, Madhusudan Shah and Frontier Investment Holdings Pte. Ltd. as described in "*History and Certain Corporate Matters – Shareholders' agreements and other material agreements – Shareholders' agreements*" on page 270
Shareholder(s)	The holders of equity shares of our Company from time to time
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Board, as described in "*Our Management – Committees of the Board – Stakeholders Relationship Committee*" on page 286
"Subsidiary" or "our Subsidiary" or "Subsidiaries"	The subsidiaries of our Company as on the date of this Draft Red Herring Prospectus, namely the following: ***Direct subsidiaries*** (a) Encube Ethicals Inc ***Step-down subsidiaries*** (b) Enzen Therapeutics Inc; and (c) Tioga Research Inc For further details of our Subsidiaries, see "*History and Certain Corporate Matters – Our Subsidiaries*" on page 272

Offer Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by SEBI in this regard
Acknowledgement Slip	The slip or document to be issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the transfer of Offered Shares pursuant to the Offer for Sale to successful Bidders
Allotment Advice	The note or advice or intimation of Allotment sent to each of the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Bidder, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors during the Anchor Investor Bid Period in terms of the Red Herring Prospectus and the Prospectus, which will be determined by our Company, in consultation with the BRLMs
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus
"Anchor Investor Bidding Date" or "Anchor Investor Bid/ Offer Period"	The day, being one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to 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 equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be determined by our Company, in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than one Working Day after the Bid/ Offer Closing Date and no later than the time on such day specified in the revised CAN
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. 40% of the Anchor Investor Portion shall be reserved as under: (i) 33.33% for domestic Mutual Funds; and (ii) 6.67% for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. Any under-subscription in the reserved category specified in clause (ii) above, may be allocated to domestic Mutual Funds

Term	Description
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder in which the Bid Amount is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder(s)	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis	Axis Capital Limited
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Bank(s) and the Refund Bank(s), as the case may be
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" beginning on page 446
Bid(s)	An indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to the Equity Shares at a price within the Price Band, including all revisions and modifications thereto, as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	In relation to each Bid, the highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut Off Price and the Bid amount shall be Cap Price (net of the Employee Discount, if any), multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000 (net of the Employee Discount, if any). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (net of the Employee Discount, if any). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹ 200,000 (net of the Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000 (net of the Employee Discount, if any).
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value ₹1 each and in multiples of [●] Equity Shares of face value ₹1 thereafter
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be published in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation. Our Company and the Selling Shareholders, may, in consultation with the BRLMs consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the revised Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the BRLMs and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be published in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation

Term	Description
Bid/ Offer Period	Except in relation to Bids received from the Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company and the Selling Shareholders, in consultation with the BRLMs may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations
"Bidder" or "Applicant"	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, and includes an ASBA Bidder and Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, namely, JM Financial, Axis and Kotak
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) from time to time
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
Cash Escrow and Sponsor Bank(s) Agreement	The agreement to be entered amongst our Company, the Selling Shareholders, the BRLMs, Syndicate Members, the Banker(s) to the Offer and Registrar to the Offer for, *inter alia*, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, remitting refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars
Client ID	Client identification number maintained with one of the Depositories in relation to dematerialised account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act and registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the SEBI ICDR Master Circular and other applicable circulars issued by SEBI as per the list available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time and the UPI Circulars
Cut-off Price	The Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only RIBs Bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and NIBs are not entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidder's address, name of the Bidders' father/ husband, investor status, occupation, bank account details, PAN and UPI ID, wherever applicable
Designated CDP Locations	Such locations of the CDPs where ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank(s)) for the transfer of the relevant amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account and/ or are unblocked, as the case may be, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted to successful Bidders in the Offer

Term	Description
Designated Intermediary(ies)	Collectively, the Syndicate Members, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation Portion by authorising an SCSB to block the Bid Amount in the ASBA Account and NIBs Bidding with an application size of up to ₹ 500,000 (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders (except Anchor Investors) can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with the names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Abridged Prospectus	The memorandum dated August 1, 2026, containing such salient features of this Draft Red Herring Prospectus as may be specified by SEBI in this regard
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated August 1, 2026 issued by our Company in relation to the Offer, in accordance with the SEBI ICDR Regulations and filed with SEBI and the Stock Exchanges which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible Employees	Permanent employees of our Company and our Subsidiaries (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of filing the Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company or our Subsidiaries until the submission of the ASBA Form and is based, working and present in India or abroad as on the date of submission of the ASBA Form; and a Director of our Company, whether whole time or not, who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the Bid cum Application Form, but not including the (i) Promoter; (ii) persons belonging to the Promoter Group; and (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000 (net of the Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (net of the Employee Discount, if any). Only in the event of an under-subscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000 (net of the Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (net of the Employee Discount, if any).
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or purchase the Equity Shares
Employee Discount	Our Company may, in consultation with the BRLMs, offer a discount of up to [●]% to the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least two Working Days prior to the Bid / Offer Opening Date
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares of face value ₹ 1 each aggregating up to ₹ [●] million, available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post Offer Equity Share capital of our Company.

Term	Description
	The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of the Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of the Employee Discount, if any). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of the Employee Discount, if any).
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Bidders (excluding ASBA Bidders) will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with SEBI as banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●]
"First Bidder" or "Sole Bidder"	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fraudulent Borrower	A company or person, as the case may be, categorised as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrowers issued by RBI as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
F&S	Frost & Sullivan (India) Private Limited
"F&S Report" or "Industry Report"	The industry report titled "*Independent Market Assessment of the Global Topical Pharma Market and Contract Services*" dated August 1, 2026, prepared and issued by F&S, which has been commissioned by and paid for by our Company exclusively for the purposes of the Offer, pursuant to engagement letter dated April 13, 2026. The F&S Report is available on the website of our Company at https://www.encubeethicals.com/investors and has been included in "*Material Contracts and Documents for Inspection – Material Documents*" on page 487
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
"General Information Document" or "GID"	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
"Independent Chartered Accountant" or "ICA"	Manian & Rao, Chartered Accountants (FRN: 001983S), the independent chartered accountants appointed by our Company in connection with the Offer
Independent Chartered Engineer	Sharjeel Aslam Faiz, the independent chartered engineer appointed by our Company in connection with the Offer
Intellectual Property Consultant	S Majumdar & Co., the intellectual property consultant, appointed by our Company in connection with the Offer
JM Financial	JM Financial Limited
Kotak	Kotak Mahindra Capital Company Limited
Life Insurance Company	An entity registered with the Insurance Regulatory and Development Authority of India under the provisions of the Insurance Act, 1938, as amended
Materiality Policy	The policy adopted by our Board in its meeting dated July 29, 2026, in relation to the Offer for (i) identification of material outstanding legal proceedings involving our Company, Subsidiaries, Promoter and Directors; (ii) determination of companies considered to be material to be disclosed as Group Companies; (iii) approach on disclosure of outstanding litigation involving the Group Companies; and (iv) identification of material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations and for disclosure in this Draft Red Herring Prospectus
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 and the Securities and Exchange Board of India (Mutual Funds) Regulations, 2026, as applicable
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares of face value ₹1 each 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 Employee Reservation Portion
Net QIB Portion	The QIB Portion less the number of Equity Shares allocated to the Anchor Investors
"Non-Institutional Bidders" or "NIBs"	All Bidders, that are not QIBs (including Anchor Investors) or RIBs or Eligible Employees 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 Portion	The portion of the Offer being not less than 15% of the Net Offer comprising [●] Equity Shares of face value ₹1 each Shares which shall be available for allocation to NIBs, subject to valid Bids being

<table>
<tr><th>Term</th><th>Description</th></tr>
<tr><td></td><td>received at or above the Offer Price, in the following manner:

(a) one-third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹ 200,000 and up to ₹ 1 million; and
(b) two third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹ 1 million.

Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to Bidders in the other sub-category of NIBs, in accordance with the SEBI ICDR Regulations</td></tr>
<tr><td>“Non-Resident” or “Non-Resident Indians” or “NRI(s)”</td><td>A non-resident Indian, as defined under FEMA Rules</td></tr>
<tr><td>“Overseas Citizen of India” or “OCI”</td><td>An overseas citizen of India, as defined under FEMA Rules</td></tr>
<tr><td>Offer</td><td>The initial public offer of up to [●] Equity Shares of face value of ₹1 each for cash consideration at a price of ₹ [●] each (including a share premium of ₹ [●] per Equity Shares of face value of ₹1 each), aggregating up to ₹ 30,000 million, comprising the Offer for Sale</td></tr>
<tr><td>Offer Agreement</td><td>The agreement dated August 1, 2026 entered into amongst our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements have been agreed to in relation to the Offer</td></tr>
<tr><td>Offer for Sale</td><td>The offer for sale of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹ 30,000 million being offered for sale by the Selling Shareholders for cash at a price of ₹ [●] per Equity Share in the Offer, as set out below:

<table><tr><th>Name of Selling Shareholder</th><th>Number of Equity Shares offered/ amount</th></tr><tr><td>Mehul Madhusudan Shah</td><td>Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹20,000 million</td></tr><tr><td>Frontier Investment Holdings Pte. Ltd.</td><td>Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹10,000 million</td></tr></table></td></tr>
<tr><td>Offer Price</td><td>The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company, in consultation with the BRLMs in terms of the Red Herring Prospectus and the Prospectus.

The Offer Price will be decided by our Company, in consultation with the BRLMs on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.

A discount of up to [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) may be offered to Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required. The Employee Discount, if any, will be decided by our Company, in consultation with the BRLMs and shall be announced at least two Working Days prior to the Bid / Offer Opening Date.</td></tr>
<tr><td>Offer Proceeds</td><td>The proceeds of Offer which shall be available to the respective Selling Shareholder in proportion to their respective portion of Offered Shares. For further information, see “Objects of the Offer – Offer for Sale” on page 123</td></tr>
<tr><td>Offered Shares</td><td>Up to [●] Equity Shares of face value ₹1 each aggregating up to ₹30,000 million being offered for sale by the Selling Shareholders in the Offer for Sale</td></tr>
<tr><td>Pension Fund</td><td>A fund registered with the Pension Fund Regulatory and Development Authority under the provisions of the Pension Fund Regulatory and Development Authority Act, 2013, as amended</td></tr>
<tr><td>Practicing Company Secretary</td><td>Mehta & Mehta, Company Secretaries, the practicing company secretaries appointed by our Company in connection with the Offer</td></tr>
<tr><td>Price Band</td><td>Price band ranging from a minimum price of ₹[●] per Equity Share (i.e., the Floor Price) and the maximum price of ₹[●] per Equity Share (i.e., the Cap Price) including any revisions thereof.

The Price Band, Employee Discount (if any) and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/Offer Opening Date, in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites</td></tr>
<tr><td>Pricing Date</td><td>The date on which our Company, in consultation with the BRLMs will finalise the Offer Price</td></tr>
<tr><td>Prospectus</td><td>The prospectus to be filed with the RoC and issued by our Company in relation to the Offer, on or after the Pricing Date, in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, inter alia, the Offer Price, the size of the Offer and certain other information,</td></tr>
</table>

Term	Description
	including any addenda or corrigenda thereto
Public Offer Account(s)	The 'no-lien' and 'non-interest bearing' account to be opened with the Public Offer Account Bank, under Section 40(3) of the Companies Act to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Offer Account Bank(s)	The bank(s) which are a clearing member and registered with SEBI under the SEBI BTI Regulations, as a banker to an issue and with which the Public Offer Account will be opened for collection of Bid Amounts from the Escrow Account and ASBA Accounts on the Designated Date, in this case being [●]
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer consisting of [●] Equity Shares of face value of ₹1 each, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs up to a limit of 60% of the QIB Portion), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors)
"Qualified Institutional Bidders" or "QIB(s)" or "QIB Bidders"	Qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date
Refund Account(s)	The 'no lien' and 'non-interest bearing' account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The bank(s) which are clearing members registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	The stock brokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 2026, as amended with SEBI and the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of the SEBI ICDR Master Circular and the UPI Circulars
Registrar Agreement	The agreement dated August 1, 2026 entered into, amongst 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
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the SEBI RTA Master Circular, as per the list available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), and the UPI Circulars
"Registrar to the Offer" or "Registrar"	MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)
"Retail Individual Bidder(s)" or "RIB(s)"	Individual Bidders, whose Bid Amount for the Equity Shares 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
"Resident Indian" or "RI"	A person resident in India, as defined under FEMA
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer consisting of up to [●] Equity Shares of face value ₹1 aggregating up to ₹[●] million, which shall be available for allocation to RIB in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot (subject to availability in the Retail Portion), subject to valid Bids being received at or above the Offer Price
Revision Form	The forms used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and NIBs are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date
SCORES	Securities and Exchange Board of India Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI
"Self-Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, which offer the facility: (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable and updated from time to time and at such other websites as may be prescribed by SEBI from time to time; and

Term	Description
	(ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and the SEBI ICDR Master Circular. UPI Bidders may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=4 0) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.
Share Escrow Agent	Share escrow agent to be appointed pursuant to the Share Escrow Agreement being, [●]
Share Escrow Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the respective portion of the Offered Shares by each Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Specified Security(ies)	Specified securities means 'equity shares' and 'convertible securities' as defined under Regulation 2(1)(eee) of the SEBI ICDR Regulations
Sponsor Bank(s)	[●] and [●] being the banker(s) to the Offer, appointed by our Company to act as conduits between the Stock Exchanges and NPCI in order to push the mandate collect requests and/ or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
Stock Exchanges	Together, BSE and NSE
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the Book Running Lead Managers and the Syndicate Members, to collect ASBA Forms and Revision Forms
"Syndicate" or "Members of the Syndicate"	Together, the BRLMs and the Syndicate Members
Syndicate Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders, the BRLMs, the Registrar to the Offer and the Syndicate Members, in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Intermediaries (other than BRLMs) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter, namely, [●]
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders, the Registrar to the Offer and the Underwriters on or after the Pricing Date but prior to filing of the Prospectus with the RoC in accordance with Regulation 40(3) of the SEBI ICDR Regulations
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidder(s)	Collectively, individual investors applying as (i) RIBs in the Retail Portion, (ii) Eligible Employees in the Employee Reservation Portion; and (iii) NIBs with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and RTAs. Pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues may use UPI and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 (to the extent not rescinded by the SEBI RTA Master Circular), SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI ICDR Master Circular, along with the circulars issued by the NSE having reference no. 23/2022 dated July 22, 2022 and having reference no. 25/2022 dated August 3, 2022, and the circulars issued by BSE having reference no. 20220722-30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and the Stock Exchanges in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI

Term	Description
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by UPI Bidders in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day(s)	All the days on which commercial banks in Mumbai, Maharashtra are open for business. In respect of announcement of Price Band and Bid/ Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai, Maharashtra are open for business. In respect of the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays in India, as per circulars issued by SEBI, including the UPI Circulars

Technical, Industry and Business-Related Terms or Abbreviations

Term	Description
3PL	Third-party logistics
AAEC	Appreciable adverse effect on competition
ACL	Advanced Characterization Laboratory
ANDA(s)	Abbreviated New Drug Application(s)
Anti-kickback laws	Anti-kickback, marketing and pricing laws
Anti-Kickback Statute	The U.S. federal anti-kickback statute
API(s)	Active pharmaceutical ingredient(s)
ASM	Additional Surveillance Measures
AVD	Alternate vendor development
B2B	Business-to-business
B2C	Business-to-consumer
BNSS	The Bharatiya Nagarik Suraksha Sanhita, 2023
BSA	The Bharatiya Sakshya Adhiniyam, 2023
CCI	The Competition Commission of India
CDMO	Contract development and manufacturing organization
CFAs	Carrying and forwarding agents
CHC	Consumer healthcare
Civil Code	The Code of Civil Procedure, 1908
Competition Act	The Competition Act, 2002, as amended
Confira	Confira Laboratories Private Limited
CSR	Corporate social responsibility
Data Protection Act or DPDP Act	The Digital Personal Data Protection Act, 2023
DPCO	Drugs (Prices Control) Order, 2013
DPDP Rules	The Digital Personal Data Protection Rules, 2025
EDQM	European Directorate for the Quality of Medicines & HealthCare
e-QMS	Electronic Quality Management Systems
FCA	False Claims Act
FTS	Failure to supply
Global CDMO	Our global contract development and manufacturing organization business
Global Generics	Our global generics business
GMP	Good Manufacturing Practice
GPO	Group purchasing organizations
GSM	Graded Surveillance Measures
HHS	United States Department of Health and Human Services
HIPAA	Health Insurance Portability and Accountability Act of 1996, as amended
India Branded Formulations	Our India branded formulations business
IRA	United States Inflation Reduction Act of 2022
IT	Information technology
ITA 2025	The Income-tax Act, 2025
IT Rules 2026	The Income Tax Rules, 2026

Term	Description
IVPT	In vitro permeation testing
IVRT	In vitro release testing
Labour Codes	Collectively, the Code on Social Security, 2020, the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019
LIMS	Laboratory information management system
MES	Manufacturing Execution System
NPPA	National Pharmaceutical Pricing Authority
OAI	Official Action Indicated
OTC	Over-the-counter
Patents Act	The Patents Act, 1970
SKUs	Stock keeping units
Social Security Code	The Code on Social Security, 2020
STT	Securities transaction tax
U.K. MHRA	United Kingdom's Medicines and Healthcare Products Regulatory Agency
USFDA	United States Food and Drug Administration

Key Performance Indicators

Term	Description
Revenue from operations	Revenue from operations is as appearing in the Restated Consolidated Financial Information
Revenue from global generics	Revenue from global generics is calculated as the aggregate of revenue from generic topical formulation products that are commercialized through our own front-end
Revenue from global CDMO	Revenue from global CDMO is calculated as the aggregate of revenue generated from topical formulation development and manufacturing services to global and Indian pharmaceutical companies
Revenue from India branded formulations	Revenue from India branded formulations is calculated as revenue generated from domestic branded and generic products which includes sales from Soframycin
Revenue from operations growth rate	Growth in revenue from operations is calculated as revenue from operations for the relevant fiscal minus the revenue from operations for the corresponding previous fiscal as a percentage of revenue from operations for the corresponding previous fiscal
Revenue from global generics growth rate	Growth in revenue from global generics is calculated as revenue from global generics for the relevant fiscal minus the revenue from global generics for the corresponding previous fiscal as a percentage of revenue from global generics for the corresponding previous fiscal
Revenue from global CDMO growth rate	Growth in revenue from global CDMO is calculated as revenue from global CDMO for the relevant fiscal minus the revenue from global CDMO for the corresponding previous fiscal as a percentage of revenue from global CDMO for the corresponding previous fiscal
Revenue from India branded formulations growth rate	Growth in revenue from India branded formulations is calculated as revenue from India branded formulations for the relevant fiscal minus the revenue from India branded formulations for the corresponding previous fiscal as a percentage of revenue from India branded formulations for the corresponding previous fiscal
Material profit	Material profit is calculated as revenue from operations less (i) cost of materials consumed, (ii) purchases of stock-in-trade, (iii) changes in inventories of finished goods, work-in-progress and stock-in-trade
Material margin	Material margin is calculated as material profit as a percentage of revenue from operations
EBITDA	EBITDA is calculated as restated profit before tax plus (i) finance costs, (ii) depreciation and amortization expenses, and (iii) impairment charges; less other income
EBITDA growth rate	Growth in EBITDA is calculated as EBITDA for the relevant fiscal minus the EBITDA for the corresponding previous fiscal as a percentage of EBITDA for the corresponding previous fiscal
EBITDA margin	EBITDA margin is calculated as EBITDA as a percentage of revenue from operations
EBITDA pre-R&D	EBITDA pre-R&D is calculated as restated profit before tax plus (i) finance costs, (ii) depreciation and amortisation expenses, and (iii) impairment charges, (iv) research & development expenditure recognised as an expense; less other income
EBITDA pre-R&D margin	EBITDA pre-R&D margin is calculated as EBITDA pre-R&D as a percentage of revenue from operations
PAT	Profit for the year (PAT) is restated profit for the year as appearing in the Restated Consolidated Financial Information
PAT margin	PAT Margin is calculated as profit for the year (PAT) as a percentage of revenue from operations
Return on equity	ROE is calculated as PAT for the relevant fiscal as a percentage of average total equity. Total equity is as appearing in restated consolidated financial information. Average total equity is calculated as the average of total equity for the relevant fiscal and the total equity of the corresponding previous fiscal
Return on capital employed	Return on capital employed or RoCE is calculated as EBIT as a percentage of capital employed. EBIT is calculated as the aggregate of restated profit before tax and finance costs for the relevant fiscal. Capital employed is calculated as the aggregate of (i) tangible net worth (which is total

Term	Description
	equity less (a) intangible assets, (b) intangible assets under development and (c) deferred tax assets, (ii) total debt (which includes (a) long-term borrowings, (b) short-term borrowings, (c) non-current lease liabilities and (d) current lease liabilities), and (iii) deferred tax liability as appearing in the Restated Consolidated Financial Information for the relevant fiscal
Adjusted return on capital employed	Adjusted RoCE is calculated as EBIT for the relevant fiscal divided by adjusted capital employed. Adjusted capital employed is calculated as the aggregate of (i) total equity and (ii) total debt
Cash flow from operations	Cash flow from operations is net cash flows generated from operating activities as appearing in the Restated Consolidated Financial Information
Debt/EBITDA	Debt/ EBITDA is calculated as total debt divided by EBITDA
Debt/Equity	Debt/ Equity is calculated as total debt divided by total equity
Net Working capital days	Net working capital days is calculated as net working capital divided by revenue from operations multiplied by 365. Net working capital is calculated as (total current assets as appearing in the restated consolidated financial information less (i) cash and cash equivalents, (ii) bank balance other than cash and cash equivalents and (iii) current investments) minus (total current liabilities as appearing in the Restated Consolidated Financial Information less (i) short-term borrowings and (ii) short-term lease liabilities)
R&D expenses	R&D expenses is the research & development expenditure recognised as an expense as appearing in the Restated Consolidated Financial Information
R&D expenses/ revenue	R&D expenses/ revenue is calculated as R&D expenses as a percentage of revenue from operations
Capital expenditure	Capital expenditure is the aggregate of additions to property, plant and equipment, additions to intangible assets, additions to right of use assets, net additions to capital work in progress (CWIP) and net additions to intangible assets under development for the relevant fiscal. Net additions is calculated as additions less capitalised as appearing in the Restated Consolidated Financial Information
ANDAs filed per year	The number of ANDAs filed with the USFDA in the relevant fiscal include (i) ANDAs developed in-house and submitted for approval, and (ii) ANDAs acquired from third parties that were already approved by the USFDA as at the date of acquisition and for which a post-approval supplement has been filed during the relevant fiscal. In the case of acquired ANDAs, the filing refers to the post-approval supplement and not to the original ANDA, which is required to add the Company's facility as an approved manufacturing site
ANDAs approved per year	The number of ANDAs approved by the USFDA in the relevant fiscal include (i) in-house ANDAs approved during the fiscal, and (ii) acquired ANDAs in the fiscal in which both (a) technology transfer to our facility is complete and (b) the USFDA approves the post-approval supplement adding the Company's facility as an approved manufacturing site. An acquired ANDA is counted here in the fiscal of such supplement approval, notwithstanding that the underlying ANDA was approved by the USFDA prior to acquisition.
Cumulative ANDAs filed	The cumulative number of ANDAs filed with the USFDA as at the end of the relevant fiscal, determined on the same basis as "ANDAs filed per year"
Cumulative ANDAs approved	The cumulative number of ANDAs approved by the USFDA as at the end of the relevant fiscal, determined on the same basis as "ANDAs approved per year"
Cumulative ANDAs commercialised	The cumulative number of USFDA-approved ANDAs that have generated revenue as at the end of the relevant fiscal
R&D employees	R&D employees is the count of employees in R&D. These include employees in all R&D Functions along with the dedicated QA team at R&D

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." or "Rupees" or "INR"	Indian Rupees
AGM	Annual general meeting
AIFs	Alternative Investment Funds, as defined in, and registered under the SEBI AIF Regulations
Banking Regulation Act	Banking Regulation Act, 1949
"Bn" or "bn"	Billion
BSE	BSE Limited
CAGR	Compound annual growth rate
Calendar Year	Unless stated otherwise, the period of 12 months ending December 31 of that particular year
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations

Term	Description
Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CBDT	Central Board of Direct Taxes
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956, read with the relevant rules, regulations, clarifications and modifications made thereunder
"Companies Act" or "Companies Act, 2013"	Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications and modifications made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020, and any modifications thereto or substitutions thereof issued from time to time
CGST Act	The Central Goods and Services Tax Act, 2017
CSR	Corporate social responsibility
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EGM	Extraordinary general meeting
EPS	Earnings per equity share
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIR	First information report
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations
FRN	Firm registration number
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
"GoI" or "Government" or "Central Government"	Government of India
GST	Goods and services tax
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	The Income-tax Act, 2025
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Indian Accounting Standards) Rules, 2015
India	Republic of India
"Indian GAAP" or "IGAAP"	Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Accounting Standards) Rules, 2014
IPO	Initial public offering
ISIN	International Securities Identification Number
IST	Indian Standard Time
IT	Information technology
IT Act	The Information Technology Act, 2000
KPI(s)	Key Performance Indicators
KYC	Know Your Customer
LLP	Limited Liability Partnership
MCA	Ministry of Corporate Affairs, Government of India
"Mn" or "mn"	Million
"N/A" or "NA"	Not applicable
NACH	National Automated Clearing House
National Investment Fund	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
NAV	Net asset value
NBFC	Non-Banking Financial Companies
NCLT	National Company Law Tribunal

Term	Description
NEFT	National Electronic Fund Transfer
NI Act	Negotiable Instruments Act, 1881
NOC	No objection certificate
NPCI	National Payments Corporation of India
NRE	Non- Resident External
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" or "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.a.	Per annum
P/E Ratio	Price to earnings ratio
PAN	Permanent Account Number
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on net worth
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI FUTP Regulations	Securities and Exchange Board of India (Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
SEBI ICDR Master Circular	SEBI master circular bearing number HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 9, 2026
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 2026
SEBI RTA Master Circular	SEBI master circular bearing number HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026
SEBI SBEB & SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The government of a state in India
STT	Securities transaction tax
"Systemically Important NBFC" or "NBFC-SI"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction account number
U.S. GAAP	Generally accepted accounting principles of the United States of America
U.S. QIBs	"qualified institutional buyers", as defined in Rule 144A
U.S. Securities Act	United States Securities Act of 1933, as amended
"U.S." or "USA" or "United States"	United States of America including its territories and possessions, any State of the United States, Puerto Rico, U.S. Virgin Islands and the District of Columbia
"USD" or "US$"	United States Dollars
VCFs	Venture capital funds as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references to the "Government", "Indian Government", "GOI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references to:

- "US", "USA" or "United States" are to the United States of America and its territories and possessions; and
- "Europe" shall refer to Europe and its territories and possessions.

Unless stated otherwise:

- all information in this Draft Red Herring Prospectus is as of the date of this Draft Red Herring Prospectus;
- all references to page numbers in this Draft Red Herring Prospectus are to the corresponding page numbers of this Draft Red Herring Prospectus;
- any time mentioned in this Draft Red Herring Prospectus is in IST; and
- all references to a year in this Draft Red Herring Prospectus are to a Calendar Year.

Financial Data

Our Company's Financial Year commences on April 1 and ends on March 31 of the next year. Unless stated otherwise, all references in this Draft Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year are to the 12 months period ended March 31 of such year.

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from our Restated Consolidated Financial Information. For further information, see "*Restated Consolidated Financial Information*" and "*Other Financial Information*" beginning on pages 299 and 361 respectively.

Restated consolidated financial information of our Company and our Subsidiaries (together referred to as the "**Group**"), and our Associate as at and for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024, comprising the restated consolidated statement of assets and liabilities as of March 31, 2026, March 31, 2025 and March 31, 2024, the restated consolidated statement of profit and loss (including other comprehensive income) and the restated consolidated statement of cash flows and restated consolidated statement of changes in equity for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, the material accounting policies and explanatory notes, derived from the audited consolidated financial statements for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, prepared to comply in all material respects with Ind AS as specified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013, and restated in terms of the requirements of Section 26 of Part I of Chapter III to the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time. For further information, see "*Summary of Restated Consolidated Financial Information*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 83, 299 and 363, respectively.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "*Risk Factors – 49. We have in this Draft Red Herring Prospectus included certain non-GAAP measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the industry we operate.*" on page 65. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with

Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, or ratios as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 21, 224 and 363, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Consolidated Financial Information.

Non-GAAP Financial Measures

Certain non-GAAP measures such as, *inter alia*, EBITDA, EBITDA margin, EBITDA pre-R&D, EBITDA pre-R&D margin, material profit, material margin, profit after tax margin, return on equity, return on capital employed, adjusted return on capital employed, debt to EBITDA, debt to equity, return on net worth and working capital days, have been included in this Draft Red Herring Prospectus and are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS or US GAAP. These non-GAAP financial measures and other information relating to financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and, therefore, a comparison of similarly titled non-GAAP Measures or other information relating to operations and financial performance between companies may not be possible. Other companies may calculate the non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although the non-GAAP measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful information in relation to our business and financial performance. For further details, see "*Risk Factors – 49. We have in this Draft Red Herring Prospectus included certain non-GAAP measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the industry we operate."* and "*Management's Discussion and Analysis of Financial Position and Results of Operations – Non-GAAP Financial Measures*" on pages 65 and 393, respectively.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupees, the official currency of the Republic of India;
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America;
- "Euro" or "€" are to Euro, the official currency of certain member states of Europe;
- "GBP" or "£" are to the British pound sterling, the official currency of the United Kingdom.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million", "billion" and "trillion" units or in whole numbers where the numbers have been too small to represent in millions or billions or trillions. One million represents 1,000,000, one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000. Figures sourced from third-party industry sources may be expressed in denominations other than millions and such figures have been expressed in this Draft Red Herring Prospectus in such denominations as provided in such respective sources.

In this Draft Red Herring Prospectus, all figures in Indian Rupees derived from our Restated Consolidated Financial Information (other than per share and percentage figures or otherwise specifically stated) have been presented in ₹ million and, unless otherwise stated, have been rounded off to the nearest whole ₹ million. However, certain figures which are too small to be meaningfully presented in whole ₹ million have been presented in absolute figures, unless otherwise stated. Further, all other figures in decimals have been rounded off and all percentage figures have been rounded off to two decimal places. In certain instances, due to rounding off, (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.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and other foreign currencies:

(in ₹, unless otherwise specified)

Currency	Exchange rate as at		
	March 31, 2026	March 31, 2025	March 31, 2024
1 USD	94.65	85.58	83.37
1 Euro	109.01	92.32	90.22
1 GBP	125.63	110.73	105.29

Source: www.fbil.org.in and www.oanda.com

Notes:

1. *Exchange rate is rounded off to two decimal points.*
2. *In the event that any of the aforementioned date is a public holiday, the previous calendar day not being a public holiday has been considered.*

Industry and Market Data

Unless stated otherwise, information pertaining to the industry in which our Company operates in, contained in this Draft Red Herring Prospectus is derived from the F&S Report which has been exclusively commissioned and paid for by our Company, pursuant to an engagement letter dated April 13, 2026 for the purpose of understanding the industry in connection with this Offer. Unless indicated otherwise, all financial, operational, industry and other related information derived from the F&S Report and included in this Draft Red Herring Prospectus with respect to any particular year, refers to such information for the relevant calendar year. Further, F&S has, pursuant to consent letter dated August 1, 2026, accorded its no objection and consent to use the F&S Report in connection with the Offer and has also confirmed that it is an independent agency and is not, in any manner, related to our Company, Subsidiaries, Associate, Directors, Promoter, members of the Promoter Group, Key Managerial Personnel, members of Senior Management or the Book Running Lead Managers.

The F&S Report is subject to the following disclaimer:

"*Frost & Sullivan has taken due care and caution in preparing the F&S Report titled 'Independent Market Assessment of the Global Topical Pharma Market and Contract Services' based on the information obtained by Frost & Sullivan from sources which it considers reliable ("**Data**"). The F&S Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of 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. Without limiting the generality of the foregoing, nothing in the Report is to be construed as Frost & Sullivan providing or intending to provide any services in jurisdictions where Frost & Sullivan does not have the necessary permission and/or registration to carry out its business activities in this regard. Encube Ethicals Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the F&S Report or part thereof outside India. No part of this Frost & Sullivan Report may be published/reproduced in any form without Frost & Sullivan's prior written approval*."

The F&S Report is available on the website of our Company at https://www.encubeethicals.com/investors from the date of this Draft Red Herring Prospectus until the Bid/ Offer Closing Date and has also been included in "*Material Contracts and Documents for Inspection – Material Documents*" on page 487.

The IQVIA data in the F&S Report is subject to the following disclaimer:

IQVIA data, where indicated, shall include information derived from IQVIA MIDAS quarterly market research information for the period MAT March 2026, reflecting estimates of real-world activity provided by IQVIA and its affiliated companies. IQVIA market research information is proprietary to IQVIA and available on a confidential basis by subscription from IQVIA. IQVIA market research information reflects estimates of marketplace activity and should be treated accordingly.

IQVIA national audits and MIDAS reflect local industry standard source of pack prices, which might be list price or average invoice price, depending upon the country and the available information; they do not reflect net prices realised by the manufacturers. Sales values reflected in these IQVIA audits are calculated by applying such relevant pricing to the product volume data collected for, and reflected in, such audits.

The statements, findings, conclusions, views, and opinions contained and expressed herein are not necessarily those of IQVIA or any of its affiliated or subsidiary entities. Any analysis is independently arrived at by Frost & Sullivan (India)

Private Limited, on the basis of information from various sources.

The above material includes information based on MIDAS Quarterly market research information licensed from IQVIA for the period MAT March 2026, reflecting estimates of real-world activity. All rights reserved.

IQVIA does not carry on regulated activity under Section 23 of the Financial Services and Markets Act 2000, the Securities Exchange Board of India (Investment Advisers) Regulations, 2013 (or the equivalent legislation in the relevant jurisdiction) and accordingly any IQVIA data used in this DRHP does not amount to "investment advice" as specified therein. IQVIA data used in the DRHP, in part or in whole, is not intended to constitute financial, investment or tax advice, and is not a recommendation to purchase or not purchase, an endorsement of or an opinion as to the value of, any security or any investment instrument of any entity. In this disclaimer the terms IQVIA shall be deemed to include its affiliated companies, directors, officers, employees, and agents. Any IQVIA data used in this DRHP is not a comprehensive evaluation of the industry and at best should be deemed as expressions of opinion which are subject to change without notice. IQVIA shall not be liable for any expressions of opinion, evaluations or forecasts contained within the IQVIA data.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable, but accuracy, completeness and underlying assumptions of such third-party sources are not guaranteed. Although the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been re-classified for the purposes of presentation, however, no material data in connection with the Offer has been omitted. Data from these sources may also not be comparable.

Such industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. 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 information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – 47. Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.*" on page 63.

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" beginning on page 126 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein. Accordingly, no investment decision should be made solely on the basis of such information.

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The offer and sale of the Equity Shares in the Offer have not been and will not be registered under the United States Securities Act of 1933, as amended ("**U.S. Securities Act**") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the U.S. except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) within the U.S. only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "**U.S. QIBs**"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "**QIBs**") in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act; and (b) outside of the U.S. in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur. See "***Other Regulatory and Statutory Disclosures – Eligibility and Transfer Restrictions***" on page 421.

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.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain forward-looking statements. All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "can", "continue", "could", "expect", "estimate", "intend", "likely to", "seek to", "shall", "objective", "plan", "project", "propose", "will", "will continue", "will pursue", "seek to", "strive to", "will achieve", "will likely" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements regarding our Company, whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions, expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statements, including but not limited to, regulatory changes pertaining to the industry in which we operate 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 and globally, 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 and international laws, regulations and taxes, incidence of any natural calamities and/or violence and changes in competition in our industry.

For discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Industry Overview*", "*Our Business*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 21, 167, 224, and 363, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

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

For discussion of factors that could cause the actual results to differ from our expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 21, 224 and 363, respectively.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Selling Shareholders, our Directors, our Promoter, our KMP, our members of Senior Management, the BRLMs, 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 the requirements of the SEBI ICDR Regulations, our Company shall ensure that Bidders in India are informed of material developments from the date of this Draft Red Herring Prospectus in relation to the statements and undertakings made by our Company in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

In accordance with the requirements of SEBI ICDR Regulations, each of the Selling Shareholders shall severally and not jointly (solely to the extent of statements specifically made or confirmed by the respective Selling Shareholder in relation to themselves and their respective portion of the Offered Shares in this Draft Red Herring Prospectus), ensure that the Company and the BRLMs are informed of material developments from the date of this Draft Red Herring Prospectus until the date of grant of listing and trading permission by the Stock Exchanges for this Offer. Further, only statements and undertakings which are specifically confirmed or undertaken by each of the Selling Shareholders to the extent of information pertaining to it and/ or its respective portion of the Offered Shares, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder, as of the date of this Draft Red Herring Prospectus.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider the risks described below as well as other information as may be disclosed in this Draft Red Herring Prospectus before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations and financial condition as of the date of this Draft Red Herring Prospectus. The risks set out in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future and may also impair our business. If any or a combination of the following risks or other risks that are not currently known or are now deemed immaterial actually occur, our business, prospects, results of operations and financial condition, cash flows, could suffer, the trading price and the value of your investment in our Equity Shares could decline and you may lose all or part of your investment. In order to obtain an understanding of our Company and our business and operations, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Key Regulations and Policies", "Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Outstanding Litigation and Material Developments" on pages 167, 224, 254, 299, 363 and 402, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

Unless specified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks mentioned below. Any potential investor in the Equity Shares 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 in India which may differ significantly from that in other jurisdictions. In making an investment decision, prospective investors must rely on their own examinations of us and the terms of the Offer, including the merits and the risks involved. You should consult your tax, financial and legal advisors about the potential consequences for you of investing in our Equity Shares.

This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results may 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 21. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. See "Financial Information" on page 299.

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

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Independent Market Assessment of the Global Topical Pharma Market and Contract Services" dated August 1, 2026 (the "**F&S Report**") prepared and released by Frost & Sullivan (India) Private Limited and exclusively commissioned and paid for by our Company in connection with the Offer, pursuant to an engagement letter dated April 13, 2026. A copy of the F&S Report is available on the website of our Company at https://www.encubeethicals.com/investors. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "— Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 63.*

INTERNAL RISK FACTORS

1. ***We derive a substantial portion of our revenue from operations from our Global Generics business vertical (46.61%, 40.43% and 32.36% of our total revenue from operations in Fiscals 2026, 2025 and 2024, respectively) and Global CDMO business vertical (42.34%, 47.81% and 54.35% of our total revenue from operations in Fiscals 2026, 2025 and 2024, respectively). Any downturn or reduction in demand in either of these businesses could have an adverse effect on our business, results of operations, cash flows and financial condition.***

We are a global pharmaceutical formulations platform primarily operating under three business verticals being Global Generics (development, manufacture and commercialization of generic topical pharmaceutical products through our own

front-end sales and distribution channel), Global CDMO (end-to-end topical formulation development and manufacturing services to global and Indian multinational pharmaceutical companies) and India Branded Formulations (branded topical formulations platform in India). For further details, see "*Our Business – Description of our Business*" on page 238. In Fiscals 2026, 2025 and 2024, we derived a substantial portion of our revenue from our Global Generics and Global CDMO business verticals. Set out below are details of our revenue from operations for each of our business verticals for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Global Generics	8,617	46.61%	5,437	40.43%	3,513	32.36%
Global CDMO	7,828	42.34%	6,430	47.81%	5,902	54.35%
India Branded Formulations	1,658	8.97%	1,318	9.80%	1,146	10.55%
Other operating revenue*	384	2.08%	263	1.96%	298	2.74%
Total revenue from operations	**18,487**	**100.00%**	**13,448**	**100.00%**	**10,859**	**100.00%**

** Other operating revenue primarily comprises government grants, export incentives, freight and insurance, miscellaneous income, and proceeds from sale of scrap and raw materials.*

Any downturn or reduction in demand within our Global Generics and Global CDMO business verticals, or a temporary or permanent discontinuation in our manufacturing operations for certain products within these businesses, could have an adverse effect on our business, results of operations, cash flows and financial condition.

With respect to our Global Generics business verticals, our revenues may be adversely affected by increased price erosion resulting from a greater number of abbreviated new drug application ("**ANDA**") approvals for competing generic products, consolidation among major U.S. wholesalers and pharmacy chains increasing their purchasing leverage, regulatory actions by the U.S. Food and Drug Administration ("**USFDA**") (including Official Action Indicated ("**OAI**"), warning letters, import alerts or facility-level enforcement actions) that could disrupt our ability to supply to the U.S. market, changes in U.S. federal or state drug pricing legislation or reimbursement policies that could compress margins on generic pharmaceutical products, changes in foreign trade policies, imposition of tariffs or delayed regulatory approval. Also see "- *If we are unable to introduce our generic products in a timely manner, or if the regulatory approval process for our product candidates is delayed, our business, results of operations, cash flows and financial condition could be materially and adversely affected*" on page 42.

With respect to our Global CDMO business vertical, our revenues may be adversely affected by the loss of or reduction in orders from customers, delays or failures in technology transfer for new product mandates, underutilization of manufacturing capacity or capacity constraints, increased competition from contract manufacturers offering more competitive pricing, pricing pressure resulting from customer negotiations or increased competition, regulatory non-compliance at our manufacturing facilities that could result in the loss of customer contracts or disqualification from new business opportunities or risk of adverse impact where our customers fail to obtain regulatory approvals for, or are unable to successfully commercialize, the end-use drugs, or inability to onboard new customers, or where changes in applicable regulatory requirements, international trade restrictions, tariffs or geopolitical developments adversely affect our customers' demand for our CDMO services or our ability to supply products in key jurisdictions.

For further information, see "- *We operate in a highly competitive industry. Our inability to respond to increased competition or pricing pressure could result in loss of market share, revenue and profitability. Any of these could adversely affect our business, results of operations, cash flows and financial condition*" on page 34. While our revenue from operations attributable to each of our Global Generics and Global CDMO business verticals grew in absolute terms in each of Fiscals 2026, 2025 and 2024, the relative contribution of these businesses to our overall revenue from operations has varied across these periods, and there can be no assurance that we will not experience a downturn or reduction in demand, that may be triggered due to various factors stated in this section within either or both of these businesses in the future. Any failure by us in effectively responding to a reduction in demand, price erosion, manufacturing disruption due to regulatory or other factors, could adversely affect our business, results of operations, cash flows and financial condition.

2. ***We manufacture a significant portion of our products for geographies outside India (74.00%, 68.59% and 71.39% of our total revenue from operations in Fiscals 2026, 2025 and 2024, respectively) with a concentration in United States and Europe. We are exposed to risks associated with such foreign countries and any inability to manage those associated risks, could adversely affect our business, results of operations, cash flows and financial condition.***

Our Global Generics and Global CDMO business verticals are dependent on the demand and sale of our products outside India. As of March 31, 2026, we manufactured our products for 50 countries within our Global CDMO business vertical. We also conduct certain of our operations through our Subsidiaries (including step-down subsidiaries). For instance, while our Subsidiary, Encube Ethicals, Inc assists in integrating our manufacturing operations in India with our distribution network in the United States, our step-down Subsidiary, Tioga Research, Inc that operates a pre-formulation development R&D laboratory and facilitates a portion of our service revenue within our Global CDMO business vertical.

Set out below are details of our total revenue from operations attributable to the geographic markets for which our products were manufactured for the years indicated:

Particulars[$]	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
India	4,423	23.92%	3,961	29.45%	2,809	25.87%
Outside India	13,680	74.00%	9,224	68.59%	7,752	71.39%
- *United States*	11,961	64.70%	7,734	57.51%	6,362	58.59%
- *Europe*	1,039	5.62%	690	5.13%	781	7.19%
- *Rest of the world*[#]	680	3.68%	800	5.95%	609	5.61%
Other operating revenue*	384	2.08%	263	1.96%	298	2.74%
Total revenue from operations	**18,487**	**100.00%**	**13,448**	**100.00%**	**10,859**	**100.00%**

[#]*Rest of the world includes Australia, Philippines, Japan, UAE among others.*
**Other operating revenue primarily comprises government grants, export incentives, freight and insurance, miscellaneous income, and proceeds from sale of scrap and raw materials.*
[$]*The above data is based on country of consumption and may not necessarily align with the Restated Consolidated Financial Information.*

We manufacture products intended for markets outside India, with a concentration in the United States and Europe, and are required to comply with the regulatory, quality and other requirements applicable in such jurisdictions. Accordingly, we may be subject to risks associated with manufacturing products for, conducting operations in, and supporting customers serving multiple jurisdictions, including but not limited to: (a) changes in foreign laws, regulations and governmental policies, including healthcare, pharmaceutical and product approval requirements; (b) delays in, suspension, withdrawal or non-renewal of product registrations, approvals or authorisations required for products manufactured for such markets; (c) unfavourable foreign currency movement against the Indian rupee; (d) pricing pressures and competition in the markets for which our products are manufactured; (e) social, economic, political, geopolitical conditions and adverse weather conditions such as natural disasters, global pandemics, civil disturbances, terrorist attacks, wars or other military actions; (f) compliance with local laws and regulations, including environmental, health, safety, labour, privacy, data protection and accounting laws; (g) compliance with complex tax regimes and evolving regulatory frameworks; and (h) the imposition of international sanctions, tariffs, trade restrictions or other governmental measures that may adversely affect business activities in the jurisdictions for which we manufacture products or in which we operate through our subsidiaries.

Any failure to effectively tailor our products, development activities, regulatory strategy and customer support capabilities to the requirements of such markets can result in reduced customer demand, loss of business opportunities and reduced market share for our customers' products. In addition, our performance in these jurisdictions may be adversely affected by competition from market participants who may have better relationships with distributors, customers and pharmacies, access to market intelligence, and other competitive advantages. Any such factors could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

While we have not faced any material difficulty in marketing and selling our products and services in international jurisdictions in Fiscals 2026, 2025 and 2024 that led to any material adverse impact on our business and operations, there can be no assurance that such instances will not occur in the future. Also see "- *A significant portion of our revenue from operations was attributable to our products manufactured for the United States which represented 64.70%, 57.51% and 58.59% of our total revenue from operations in Fiscals 2026, 2025 and 2024, respectively. The imposition of tariffs by the United States could adversely affect our business, results of operations, cash flows and financial condition"*, "- *Financial*

instability in other countries may cause increased volatility in Indian financial markets. Further, changes in international trade policies, geopolitics and trade tariffs, export controls, economic or trade sanctions may materially and adversely affect our business, financial condition and results of operations" and "- *We are subject to risks resulting from foreign exchange rate fluctuations which could adversely affect our business, results of operations, cash flows and financial condition*" on pages 42, 74 and 39, respectively.

3. We are subject to strict technical specifications and quality requirements, and our manufacturing facilities are subject to periodic inspections and audits by regulatory authorities and our customers. Any manufacturing and/or quality control failure may subject us to regulatory action and/or termination of customer contracts any of which could have an adverse effect on our reputation, business, results of operations, cash flows and financial condition.

As of the date of this Draft Red Herring Prospectus, we operate two manufacturing facilities. Our Goa Facility has been approved by 11 regulatory authorities globally, including the USFDA, EU GMP, EAEU, Japan PMDA, Health Canada, Brazil ANVISA and TGA Australia, and our Indore Facility has been approved by Central Drugs Standard Control Organisation ("**CDSCO**") and the USFDA. Our manufacturing facilities and products are subject to periodic inspections and audits by these regulatory authorities and customers. The audit may involve inspection of, among others, our manufacturing facilities and equipment (including warehousing and engineering controls), quality control procedures, quality assurance records, review of the manufacturing processes, raw materials and packaging materials. While there is no fixed frequency of inspections, set out below is the number of inspections/audits conducted by regulatory authorities and our customers during the years indicated:

	Fiscal		
	2026	2025	2024
	(no. of audits/inspections)		
Inspections conducted by regulatory authorities	3	4	1
Audits conducted by customers	20	22	6

If we are not in compliance with the requirements prescribed by such regulatory authorities, we may be subject to regulatory actions. For instance, the USFDA may issue FDA Form 483 identifying observations and conditions that, in the inspector's judgement, may constitute violations of applicable requirements, and classify their inspections as "No Action Indicated" ("**NAI**"), "Voluntary Action Indicated" ("**VAI**") or "Official Action Indicated" ("**OAI**"). An OAI classification indicates that regulatory and/ or administrative actions are recommended and may result in warning letters, import alert, enforcement actions or other regulatory measures. Consequent to the outcome of the regulatory inspections, we may also be subject to import alerts, imposition of sanctions, remedial actions, amendment or withdrawal of our existing approvals, refusal or delay in approval of applications, product seizure, production stoppages or facility closure. Such actions may result in disruptions or delays to our production, suspension of ongoing or future regulatory submissions linked to the affected facility, inability to supply products until re-inspection and remediation are completed, and potential inventory write-downs or inability to commercialize products, any of which could adversely affect our business, results of operations, cash flows and financial condition. Set out below are the details of inspections/audits conducted by regulatory authorities during Fiscals 2026, 2025 and 2024:

Facility	Health Authority	Details of inspections	Observations	Company response	Status
Indore Facility	CDSCO	Date of inspection: December 9, 2024 Date of inspection report: December 9, 2024	Certain observations were made by CDSCO in relation to dual use no-objection certificate granted for import of certain materials.	Our Company has submitted a written compliance response dated December 19, 2024.	As on the date of this Draft Red Herring Prospectus, we have not received any further correspondences from CDSCO.
	CDSCO and Directorate of Food and Drugs Administration, Bhopal ("**FDA, Bhopal**")	Date of inspection: May 29, 2024 to May 30, 2024	Certain observations were made by CDSCO and FDA, Bhopal in relation to grant of certificate of pharmaceutical product under of World Health Organisation -	Our Company has submitted a compliance response dated June 18, 2024.	As on the date of this Draft Red Herring Prospectus, we have not received any further correspondences from CDSCO and FDA,

Facility	Health Authority	Details of inspections	Observations	Company response	Status
			good manufacturing practice certification scheme.		Bhopal.
	USFDA	Date of inspection: January 20, 2025 Date of inspection report: May 14, 2025	The inspection was classified as NAI. Further, while no FDA Form 483 was issued, a minor verbal observation was made by the USFDA during the inspection of our Indore Facility.	-	-
Goa Facility	CDSCO and Directorate of Food and Drugs Administration, Goa ("**FDA, Goa**")	Date of inspection: April 24, 2025 to April 25, 2025 Date of inspection report: May 23, 2025	Certain observations were made by CDSCO and FDA, Goa in relation to renewal of World Health Organisation - good manufacturing practice certification scheme.	Our Company has submitted an audit compliance report dated June 7, 2025.	Our application for renewal of World Health Organisation - good manufacturing practice certification has been recommended by CDSCO to the Directorate of Food and Drug Administration, Goa. As on the date of this Draft Red Herring Prospectus, we have not received any further correspondences from CDSCO and FDA, Goa.
	USFDA	Date of inspection: June 11, 2024 to June 17, 2024 Date of inspection report: September 26, 2024	The inspection was classified as VAI. Further, certain observations were issued by the USFDA via Form FDA 483.	Our Company has responded to these observations and thereafter periodically provided updates to the USFDA in respect of these observations.	As on the date of this Draft Red Herring Prospectus, the inspection is closed.
	Pharmaceutical Inspectorate of the Ministry of Industry and Trade of the Russian Federation	Date of inspection: September 15, 2025 to September 17, 2025 Date of inspection report: October 17, 2025	Certain non-critical non-compliances were identified with requirements of the Rules of Good Manufacturing Practice of the Eurasian Economic Union.	Our Company has submitted a compliance report dated December 31, 2025.	As on the date of this Draft Red Herring Prospectus, we have received a certificate indicating conformity of medical products with the requirements of Good Manufacturing Practice of the Eurasian Economic Union.
	State Service of Ukraine on Medicines and Drugs Control	Date of inspection: March 11, 2024 to March 15, 2024	Certain deviations were identified during the inspection.	Our Company has submitted a compliance report dated January 9, 2025	As on the date of this Draft Red Herring Prospectus, we have received certificate of GMP compliance.
R&D	USFDA	Date of inspection: September 8, 2025	The inspection was	-	-

Facility	Health Authority	Details of inspections	Observations	Company response	Status
Unit		to September 11, 2025 Date of inspection report: March 4, 2026	classified as NAI.		

While we have maintained zero OAI outcomes from the USFDA and zero product recalls since the inception of our operations, there can be no assurance that we will not receive adverse observations from regulatory inspections in the future. There can also be no assurance that we will be able to demonstrate compliance with all regulatory requirements or that we will be able to respond satisfactorily to observations made by regulators in course of their inspections or audits in the future.

Even if our manufacturing facilities remain compliant and continue to be approved by regulatory authorities such as the USFDA or other equivalent regulatory agencies, our facilities are subject to frequent inspections and audits by our customers. There can be no assurance that such customers will approve or continue to approve our facilities, and any failure to meet customer-specific requirements may result in customer de-approval of facilities independent of regulatory status, discontinuation of sourcing of certain products, or partial or complete termination of customer contracts, which could adversely affect our business, results of operations, cash flows and financial condition. While we have not faced any instance of material adverse observations from customer audit and/ or inspections in Fiscals 2026, 2025 and 2024 that led to any material adverse impact on our business and operations, there can be no assurance that such instances will not occur in the future.

Also see "- *The global pharmaceutical industry is subject to extensive regulation and any failure to comply with regulatory requirements in any pharmaceutical market could expose us to litigation and other liabilities, which could adversely affect our reputation, business, results of operations, cash flows and financial condition"* on page 31.

4. Any quality control concerns in relation to products manufactured by us could result in the cancellation of purchase orders, breaches of relevant agreements, and termination of agreements by our customers and distributors, which could have an adverse effect on our business, results of operations, financial condition and cash flows.

Our manufacturing processes and products are subject to stringent quality standards and specifications, typically specified by our customers through their respective agreements. These contracts are typically long-term in nature and are renewable by us as per mutually agreeable terms. Adherence to such standards is a critical factor in our production process and any deviation may lead to cancellation of products or product batches. Any claims resulting from non-compliance with contractual obligations or terms stipulated in contracts with our customers could lead to potential termination of contracts. In addition, certain customer agreements contain quality-related remedies and indemnity obligations which may require us to compensate customers for losses, indemnify them against third-party liabilities, bear the cost of alternative procurement arrangements and may result in termination of the relevant agreements in the event of quality failures attributable to us. In certain cases, such non-compliance may also result in delayed product launches, inability to supply products under existing contracts, exposure to contractual penalties, liquidated damages or other liabilities arising from supply disruptions or failures and exposure to indemnity claims or returns, any of which could adversely affect our business, results of operations, cash flows and financial condition.

Further, any failure of our products to maintain required stability, quality or efficacy throughout their shelf life may result in market withdrawals or customer claims. In addition, we may be required to accept product returns from customers, distributors, wholesalers or other channel partners in accordance with contractual arrangements, industry practices or applicable requirements. While we maintain provisions for expected product returns based on historical experience and management estimates, actual returns may exceed the levels provisioned for due to, among other factors, quality concerns, product stability issues, market withdrawals, changes in customer purchasing patterns, reduced demand, product substitutions, expiry-related returns or other market factors. Any significant increase in product returns beyond our expectations could result in additional charges, reduction in revenues, inventory write-offs and increased working capital requirements, which could adversely affect our business, results of operations, cash flows and financial condition. Any such quality or stability-related issues may also impact our relationships with existing customers, affect future product opportunities with such customers and adversely impact our reputation and business prospects.

We may also be subject to product liability claims resulting from manufacturing defects or negligence in storage and handling of our products for the entire duration of their shelf life. In certain foreign jurisdictions, the quantum of damages, especially punitive, awarded in such cases can be high. While we maintain insurance coverage for product liability, there may be claims asserted against us that are not covered by such insurance, and an uninsured claim, if successful and of sufficient magnitude, could have a material adverse effect on our results of operations and financial condition. Even claims without merit could subject us to adverse publicity and require us to incur significant legal fees. Further, product liability claims and lawsuits, regardless of their ultimate outcome, could have a material adverse effect on our business, results of operations, financial condition and reputation and on our ability to attract and retain customers. Any loss of reputation or adverse perception of our products may lead to loss of existing business contracts and affect our ability to enter into new arrangements with customers. While no product recall or product liability claims have been raised against us that led to any material adverse impact on our business and operations in Fiscals 2026, 2025 and 2024, there can be no assurance that such instances will not occur in the future.

5. ***We depend on certain key customers for a significant portion of our revenue from operations (our top 10 customers contributed to 59.74%, 58.79% and 61.69% of our total revenue from operations in Fiscals 2026, 2025 and 2024, respectively). Any decrease in revenue from any of our key customers or any loss of these customers may adversely affect our business, results of operations, cash flows and financial condition.***

We derive a significant portion of our revenue from certain key customers. Accordingly, our future revenues will be dependent upon the successful continuation of our relationships with these customers or finding customers of similar size and scope. Set out below are details of revenue contribution by our top customers for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Largest customer	2,321	12.55%	1,817	13.51%	1,448	13.33%
Top five customers	7,918	42.83%	5,726	42.58%	4,840	44.57%
Top ten customers	11,045	59.74%	7,906	58.79%	6,699	61.69%

Note: The largest customer, the top five customers and the top ten customers are the largest customer, the top five customers and the top ten customers for each of the respective years and may not necessarily be the same customers.

Further, set out below are details of our revenue from our top 10 customers for the years indicated:

Fiscal								
2026			2025			2024		
Customer	Amount (₹ million)	% of total revenue from operations	Customer	Amount (₹ million)	% of total revenue from operations	Customer	Amount (₹ million)	% of total revenue from operations
Customer 1	2,321	12.55%	Customer 1	1,817	13.51%	Customer 1	1,448	13.33%
Customer 2	1,873	10.13%	Customer 2	1,509	11.22%	Customer 2	1,059	9.75%
Customer 3	1,612	8.72%	Customer 3	977	7.26%	Customer 3	915	8.43%
Customer 4	1,062	5.74%	Customer 4	789	5.87%	Customer 4	814	7.50%
Customer 5	1,050	5.68%	Customer 5	634	4.71%	Customer 5	604	5.56%
Customer 6	1,021	5.52%	Customer 6	628	4.67%	Customer 6	528	4.86%
Customer 7	608	3.29%	Customer 7	530	3.94%	Customer 7	418	3.85%
Customer 8	517	2.80%	Customer 8	387	2.88%	Customer 8	355	3.27%
Customer 9	516	2.79%	Customer 9	329	2.45%	Customer 9	283	2.61%
Customer 10	465	2.52%	Customer 10	306	2.28%	Customer 10	275	2.53%
Total of top ten customers (A)	**11,045**	**59.74%**	**Total of top ten customers (A)**	**7,906**	**58.79%**	**Total of top ten customers (A)**	**6,699**	**61.69%**
Other customers (B)	7,058	38.18%	Other customers (B)	5,279	39.25%	Other customers (B)	3,862	35.57%
Other operating revenue*	384	2.08%	**Other operating revenue***	263	1.96%	**Other operating revenue***	298	2.74%
Total revenue	**18,487**	**100.00%**	**Total revenue**	**13,448**	**100.00%**	**Total revenue**	**10,859**	**100.00%**

Fiscal								
2026			2025			2024		
Customer	Amount (₹ million)	% of total revenue from operations	Customer	Amount (₹ million)	% of total revenue from operations	Customer	Amount (₹ million)	% of total revenue from operations
from operations (D=A+B)			from operations (D=A+B)			from operations (D=A+B)		

Note: These customers represent the top customers for each of the respective years and may not necessarily be the same customers across the three years. The names of our customers are not being disclosed due to non-receipt of consent from these customers.

** Other operating revenue primarily comprises government grants, export incentives, freight and insurance, miscellaneous income, and proceeds from sale of scrap and raw materials.*

Our dependence on these few customers subjects us to various risks which may include, but are not limited to, reduction, delay or cancellation of orders from our key customers, failure to renew contracts with one or more of our key customers, failure to renegotiate favourable terms with our key customers or the loss of these customers entirely (due to factors such as disputes with customers, financial hardship including due to bankruptcy or liquidation, migration of customers to our competitors, inability to timely execute new product development projects, changes in governmental or regulatory policies or any other circumstances specific to customers such as acquisition or consolidation of such customer or adverse market conditions affecting the pharmaceutical industry), as well as our customers qualifying or engaging additional CDMOs or alternative suppliers for products currently manufactured by us as part of their dual-sourcing, supply chain diversification or procurement strategies. Such decisions may be driven by customers' internal business, operational, procurement or risk management considerations and may not be within our control. The qualification of additional CDMOs or alternative suppliers may result in reduced order volumes, loss of exclusivity, pricing pressure or the transfer of existing or future projects to other service providers, all of which could have a material adverse effect on our business, results of operations, cash flows and financial condition. Further, the majority of our arrangements with customers does not stipulate minimum purchase commitments and our customers may modify procurement quantities, source products from alternative suppliers or procure substitute products from third parties in specified circumstances. As a result, we may have limited visibility on future order volumes and may be exposed to inventory, capacity utilization and working capital risks.

Further, within Global Generics, a substantial portion of our revenues is attributable to sales made through a limited number of large wholesale customers. Set out below are details of our revenue contribution from the Big Three Wholesalers for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Revenue contribution from the Big Three Wholesalers*	3,953	21.38%	2,667	19.83%	1,946	17.92%

** Big Three Wholesalers have been identified according to the F&S Report.*

Any reduction in purchases by such wholesalers, loss of business from any of them, consolidation among wholesalers, or changes in their procurement, inventory management or sourcing practices could adversely affect demand for our products and our revenues. In addition, the concentration of sales through a limited number of wholesalers may increase pricing pressure and reduce our ability to negotiate favourable commercial terms, which could adversely affect our profitability and results of operations.

We enter into customer agreements across our Global CDMO, India Branded Formulations and Global Generics business verticals. The term of such arrangements varies by business vertical and may range from fixed-term arrangements that are typically long-term in nature, to arrangements that continue until terminated by either party. From time to time our customer agreements may expire in the ordinary course of business. For instance, certain agreements with two of our customers in the Global CDMO segment have expired and while we are in the process of renewing the agreements with the customers, there can be no assurance that we will be able to renew the agreements,

Under the terms of these agreements, we are required to comply with customer specifications, quality, supply, regulatory and other contractual requirements. Certain of these agreements also contain provisions relating to approved sourcing of raw materials and packaging materials, supply commitments based on customer forecasts, restrictions on the use of customer know-how, ownership of certain product-related improvements or developments, change of control notifications or consents, pricing protections, product return obligations, recall-related obligations and indemnity obligations. Any

failure to comply with such contractual requirements may result in penalties, damages, additional costs, restrictions on our operations, claims by customers or termination of the relevant agreements. Further, certain agreements may require us to compensate customers for delayed deliveries or supply failures, reimburse additional procurement costs incurred by customers in sourcing products from alternative suppliers in specified circumstances, bear certain product return and recall-related costs and provide indemnities in respect of specified claims and liabilities. Any significant liability arising under such arrangements could adversely affect our business, results of operations, cash flows and financial condition. Our reliance on a select group of customers may also constrain our ability to negotiate favourable arrangements which may have an impact on our profit margins and financial performance. In order to retain some of our existing customers we may also be required to undertake additional obligations, which could increase our operating costs and therefore affect our profitability. While we have not lost any key customer in Fiscals 2026, 2025 and 2024 that led to any material adverse impact on our business and operations, there can be no assurance that we will be able to retain the business of our existing key customers or maintain the current level of business with each of these customers in the future. In addition, several of our customer agreements may be terminated for convenience by customers upon relatively short notice periods and, in certain cases, government procurers may be entitled to terminate arrangements without assigning reasons. Accordingly, there can be no assurance that customer relationships or contract volumes will continue for the expected duration of the relevant arrangements. Any termination, non-renewal, reduction in procurement volumes or transfer of projects to alternative suppliers may result in a loss of revenues and could materially adversely affect our business, results of operations, cash flows and financial condition.

The market growth and performance in business of our key customers also impact our business and profitability. Certain of our revenues are also dependent on procurement decisions, tender volumes, product forecasts and commercial strategies of our customers and procurers, which may be modified, reduced or withdrawn at their discretion. We rely on the success of our customers in marketing and selling these products and therefore any negative impact on their reputation may also have an adverse effect on our business and operations. In addition, a portion of our revenues is derived from profit-sharing arrangements with certain customers in relation to specific products. Revenues under such arrangements are linked to the commercial performance of the relevant products, including factors such as market acceptance, pricing and profitability in their end markets. Accordingly, the revenues generated from such arrangements may vary from period to period based on the performance of the underlying products and the terms of the relevant arrangements. Accordingly, risks that could seriously harm our key customers could harm us as well, including, recession in the geography or industry in which our key customers operate their businesses, strikes, natural calamities, fire and other such incidents at our customer's facilities leading to shutdown of their facilities, our key customers' inability to effectively manage their operations or changes in laws and policies affecting our customers to operate profitably. Further, our business may also be adversely affected by the discontinuation, withdrawal or rationalization of products by our customers, price erosion, loss of market share of such products, or other factors affecting their commercial performance and demand.

6. ***We have in the past spent and expect to continue to spend significant resources on our research and development efforts that may not result in marketable products. Our research and development expenditure represented 7.44%, 6.91% and 11.05% of our total revenue from operations in Fiscals 2026, 2025 and 2024, respectively. Any failure to successfully develop and commercialize products could have an adverse effect on our business, results of operations, cash flows and financial condition.***

The development of new products and the commercialization of approved products may require us to incur high research and development expenses. We operate a dedicated R&D centre, Encube Advanced Research Centre in Palava, Mumbai (spanning a built-up area of 117,252 square feet) which is led by a team of 228 employees (of which 12 were PhDs) as of March 31, 2026. Set out below are details of our research and development expenditure recognised as an expense for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Research and development expenditure recognised as an expense	1,376	7.44%	929	6.91%	1,200	11.05%

There can be no assurance that we will recoup our investment, even if a product is ultimately commercialized, particularly where commercialization is delayed beyond anticipated timelines. If our pipeline products do not translate into approved and marketable products within the planned launch timelines, our research and development expenditure may not generate

expected returns. Further, generic topical products steadily require demonstration of Q1, Q2 and, in many cases, Q3 equivalence supported by advanced analytical characterization, in vitro release testing ("**IVRT**"), in vitro permeation testing ("**IVPT**"), dermal pharmacokinetic studies and, for certain products, comparative clinical endpoint studies (*Source: F&S Report*). Consequently, formulation and manufacturing knowhow increasingly becomes product-specific intellectual property rather than simply production capabilities (*Source: F&S Report*). Further, the cost of regulatory failure in topical pharmaceuticals is disproportionately high. FDA warning letters, import alerts or major inspection observations can disrupt supply, delay approvals and impair customer relationships for extended periods (*Source: F&S Report*). A failure to translate significant research and development expenditure into successful new product introductions could adversely affect our business, results of operations, cash flows and financial condition.

Certain key challenges that we face in developing and commercializing new products include: (a) our ability to develop products in a timely and cost-efficient manner and in compliance with regulatory requirements and our ability to obtain and maintain required regulatory approvals in a timely manner, including delays associated with the USFDA and other regulatory agencies approvals in a timely manner, or at all, and maintain such approvals, if required; (b) the success of our clinical studies in demonstrating that new products are safe and effective or bioequivalent to the reference listed drug, including as a result of reliance on third parties to conduct such clinical studies; (c) the risk that IVRT, IVPT, bioequivalence or other studies undertaken for our topical generic products may fail to demonstrate the required level of equivalence to the reference listed drug, resulting in additional development work, repeat studies, delays in regulatory submissions or approvals, increased development costs, or the inability to commercialize such products; (d) the risk that products presently under development, if and when fully developed and tested, may not perform as expected or prove as commercially viable as initially anticipated; (e) the risk that approved and commercialized products may not achieve the anticipated levels of market acceptance, sales volumes, pricing or profitability due to competitive, market or other factors; (f) the risk that products may fail commercial feasibility assessments during development or after commercialization, resulting in the discontinuation of such products; (g) our ability to scale up manufacturing methods to produce commercial quantities of products in compliance with regulatory requirements; (h) the risk that branded drug product competitors may bring legal action, including patent infringement claims, against our generic drug products; (i) the availability, on commercially reasonable or profitable terms, of raw materials, including active pharmaceutical ingredients ("**APIs**"), excipients and other key ingredients necessary for the development of our drug products; (j) the risk of adverse regulatory action against suppliers of our active pharmaceutical ingredients that may impact the regulatory authority's review of our filed applications; (k) the risk of failing to adapt to rapid changes in market dynamics, including technological advancements, shifts in market demand that may render our products obsolete in an evolving competitive landscape; and (l) the risk that changes in regulatory requirements, guidance, policies or review standards issued by regulatory authorities, including the USFDA and other regulatory agencies, may require additional development activities, studies, data generation, manufacturing modifications or amendments to regulatory submissions, resulting in increased costs, delays in product development, regulatory approvals or commercialization, or the inability to successfully develop or market certain products.

Even where a product receives the requisite regulatory approvals and is commercialized, there can be no assurance that it will achieve the anticipated levels of market acceptance, sales volumes, pricing or profitability. Commercial uptake may differ from our projections due to factors including competitive launches, pricing pressures, customer preferences, reimbursement dynamics, changes in prescribing patterns and other market conditions. As a result, we may be unable to recover the development, regulatory, manufacturing, acquisition and commercialization costs associated with such products.

A portion of the service income generated by our Global CDMO business vertical is milestone-based. If we or our customers are unable to achieve the relevant development, technology transfer or other contractual milestones within the agreed timelines or at all, we may not be entitled to receive the fees associated with subsequent milestones, which could result in the deferment, reduction or loss of anticipated service income from such arrangements.

As a result of these and other factors, our ongoing investments in new product launches and research and development could result in higher costs without a proportionate increase in revenues. There can be no assurance that our research and development investments will yield satisfactory results or that products currently in development will receive necessary regulatory approvals on a timely basis, or at all. Our research and development efforts may not result in the successful development of new products, and if any products, once developed, approved or acquired, cannot be successfully or timely commercialized, our results of operations could be adversely affected. Given the significant capital required and the extended lead time between planning and commercialization, our failure to successfully introduce new products in a timely manner could have a material adverse effect on our business, results of operations, cash flows and financial condition. In the ordinary course of our research and development activities, we have experienced delays in the development, filing or approval of certain products from time to time. While such delays have not had a material adverse effect on our business or operations during Fiscals 2026, 2025 and 2024, there can be no assurance that future delays in the development, filing,

approval or commercialization of our products will not adversely affect our business, results of operations, cash flows and financial condition.

Given that a significant portion of our research and development activities are undertaken at our Encube Advanced Research Centre in Palava, Mumbai, any disruption to the operations of this facility, including due to equipment breakdowns, utility failures, information technology system disruptions, regulatory observations, loss of research data, or an inability to attract and retain qualified research personnel, could adversely affect our product development timelines and increase research and development expenditure. In connection with the transition of our R&D activities from our Marol facility to the Palava R&D Centre between January 2025 and March 2025, we experienced certain operational disruptions that contributed to delays in the filing of certain products by approximately one quarter. While such delays did not have a material adverse effect on our business or operations, there can be no assurance that similar disruptions or interruptions will not occur in the future. Any disruption, breakdown or inability to effectively operate and maintain this facility could delay product development programmes, regulatory filings and approvals, increase research and development costs, and consequently adversely affect our business, results of operations, cash flows and financial condition.

7. ***The global pharmaceutical industry is subject to extensive regulation and any failure to comply with regulatory requirements in any pharmaceutical market could expose us to litigation and other liabilities, which could adversely affect our reputation, business, results of operations, cash flows and financial condition***.

We operate in a highly regulated industry and our operations are subject to extensive oversight governing the pharmaceutical market. The development, testing, manufacturing, marketing and sale of pharmaceutical products are subject to comprehensive regulation in India, the United States and other countries to which we export our products. We are required to comply with the regulations, guidelines and quality standards stipulated by regulators in India including the Central Drugs Standard Control Organization, Drugs Controller General of India, State Drugs Controller, Ministry of Health and Family Welfare, Controlling cum Licensing Authority, Department of Biotechnology of the Ministry of Science and Technology of India, the Ministry of Environment of India, the Department of Pharmaceuticals of the Ministry of Chemical and Fertilizer of India, to name a few, and other jurisdictions which includes the USFDA, the United Kingdom's Medicines and Healthcare Products Regulatory Agency ("**U.K. MHRA**"), the European Directorate for the Quality of Medicines & HealthCare ("**EDQM**") and other regulatory agencies. Further, as we expand our operations and geographic scope, we may be exposed to more complex and newer regulatory and administrative requirements. These may also significantly increase our compliance costs.

These regulatory requirements affect many aspects of our operations, including manufacturing, development, storage, distribution, import and export, and record keeping. Regulatory agencies may delay, limit or deny approvals for a number of reasons, including (a) changes to regulatory approval processes, including new data requirements for product candidates in jurisdictions where we or our customers seek approval; (b) the obligation to monitor the efficacy and safety of products throughout the drug life cycle, which involves significant regulatory challenges, and the risk that any drug may be recalled by regulators for safety reasons at any point during its life cycle; (c) resource constraints at the relevant agency resulting in delayed review of submissions; and (d) a determination that our manufacturing processes, facilities, systems or personnel do not meet applicable Good Manufacturing Practice (GMP) guidelines.

If new legislation or regulations are enacted or existing legislation or regulations are amended, interpreted or enforced differently, we may be required to obtain additional approvals or conform to different manufacturing or operating standards. This may necessitate changes to our development and manufacturing techniques or additional capital investment in our facilities, and any related costs could be significant. While we have complied with applicable regulatory requirements in the past, any such non-compliance in the future could subject us to OAIs, warning letters, import alerts, civil or criminal penalties and fines, suspension or withdrawal of regulatory approvals, product recalls, seizure of products, restrictions on the import or export of our products, debarment, exclusion, disgorgement of profits, operating restrictions, criminal prosecution and the loss of contracts and resulting revenue.

Also see "*– We are subject to strict technical specifications and quality requirements, and our manufacturing facilities are subject to periodic inspections and audits by regulatory authorities and our customers. Any manufacturing and/or quality control failure may subject us to regulatory action and/or termination of customer contracts any of which could have an adverse effect on our reputation, business, results of operations, cash flows and financial condition*" on page 24.

8. ***Our manufacturing facilities are critical to our operations, and our Goa Facility contributed 85.12%, 81.96% and 86.55% of our revenue from operations in Fiscals 2026, 2025 and 2024, respectively. Any disruption, slowdown or shutdown of our facilities, particularly our Goa Facility, could have a material adverse effect on our business, financial condition, cash flows and results of operations.***

Our business is dependent upon our ability to efficiently manage our manufacturing facilities and R&D facility and the operational risks associated with it, including those beyond our control. As of the date of this Draft Red Herring Prospectus, we operate two manufacturing facilities in Goa and Indore. Any unscheduled, unplanned or prolonged disruption in our facilities may result in delays or shutdowns of our development activities and/ or production activities. While we perform regular scheduled and unscheduled maintenance services and employ other systems and processes such as power backups, employee training and productivity monitoring at each of our facilities, these facilities are subject to various operating risks, including but not limited to, the breakdown or failure of equipment, disruption in power supply or processes, productivity of our workforce, performance below expected levels of efficiency, obsolescence of equipment or machinery, timely availability of raw materials, raw material failures to pass applicable quality control testing, labor disputes, strikes, natural disasters, industrial accidents, fire, severe weather conditions, any significant social, political or economic disturbances and infectious disease outbreaks resulting in unplanned slowdowns, regulatory actions or restrictions affecting our ability to manufacture or supply products (including import alerts, import bans or similar measures imposed by regulatory authorities), and the need to comply with the directives of relevant government and regulatory authorities. Our inability to effectively respond to any breakdown, shutdown or to rectify any disruption, in a timely manner and at an acceptable cost, could lead to an adverse effect on our business, financial condition, cash flows and results of operations.

We derive a significant portion of our revenue from operations from products manufactured at our Goa Facility. Set out below are details of our revenue contribution from products manufactured at each of our manufacturing facilities for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Goa Facility (A)	15,737	85.12%	11,022	81.96%	9,398	86.55%
Indore Facility (B)	1,721	9.31%	1,351	10.05%	608	5.60%
Sale of products (C=A+B)	**17,458**	**94.43%**	**12,373**	**92.01%**	**10,006**	**92.15%**
Sale of services	645	3.49%	812	6.03%	555	5.11%
Other operating revenue *	384	2.08%	263	1.96%	298	2.74%
Total revenue from operations	**18,487**	**100.00%**	**13,448**	**100.00%**	**10,859**	**100.00%**

** Other operating revenue primarily comprises government grants, export incentives, freight and insurance, miscellaneous income, and proceeds from sale of scrap and raw materials.*

Accordingly, our business is subject to a significant degree of operational and geographic concentration risk. Any disruption caused by local or regional factors affecting the Goa Facility, including accidents, infrastructure or utility failures, labour unrest, severe weather conditions, natural disasters, public health events, social, political or economic disturbances, regulatory actions or other unforeseen circumstances, could materially disrupt operations at the Goa Facility and adversely affect our ability to manufacture and supply products in a timely manner.

Our significant dependence on the Goa Facility also exposes us to risks arising from operational concentration, capacity constraints and limited manufacturing redundancy. Any prolonged disruption, shutdown, sustained under-utilisation of capacity or inability to maintain efficient and uninterrupted operations at the Goa Facility could lead to production shortfalls, delays in fulfilling customer requirements, increased operating costs and loss of business opportunities, which could adversely affect our business, financial condition, cash flows and results of operations.

Further, certain of our products are produced at dedicated manufacturing facilities. For instance, we undertake the manufacturing of immuno-suppressant and hormone products solely at our Goa Facility and Hormone Unit, respectively. In addition, while certain products may be manufactured interchangeably between our Goa Facility and Indore Facility from a capability standpoint, such fungibility is subject to the relevant facility and the products having obtained approvals from applicable regulatory authorities for the relevant jurisdiction. Accordingly, any shutdown or interruption in the operations of any of our dedicated units, or our inability to respond to such shutdown or disruption in a timely manner or at an acceptable cost, could significantly and adversely affect the manufacturing of a particular product in its entirety.

Further, any interruptions in production may also increase our costs and reduce our sales and may require us to make substantial capital expenditures to remedy the situation or to defend litigation or regulatory action that we may become involved in as a result, which may negatively affect our reputation, profitability, business, financial condition, cash flows and results of operations. There can be no assurance that we will be able to recover all, or part of the losses incurred, under our insurance policies. While we have not faced any material instances of shutdown or disruption in any of our manufacturing facilities or R&D facility in Fiscals 2026, 2025 and 2024 that led to a material adverse impact on our business and operations, there can be no assurance that these instances will not occur in the future.

Also see "- *We are subject to strict technical specifications and quality requirements, and our manufacturing facilities are subject to periodic inspections and audits by regulatory authorities and our customers. Any manufacturing and/or quality control failure may subject us to regulatory action and/or termination of customer contracts any of which could have an adverse effect on our reputation, business, results of operations, cash flows and financial condition*" on page 24.

9. We rely on certain domestic and international third-party suppliers for our raw materials and packaging materials that contribute to a significant portion of our expenses (our top ten suppliers contributed to 35.40%, 31.24% and 35.02% of our total purchases of raw materials and packaging materials in Fiscals 2026, 2025 and 2024, respectively). Any inability to procure the required quality and quantity, at competitive prices could adversely affect our business, results of operations, cash flows and financial condition.

We source our APIs, excipients and packaging materials from third-party domestic and international suppliers. Set out below are details of our top suppliers for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total purchases of raw materials and packaging materials	Amount (₹ million)	% of total purchases of raw materials and packaging materials	Amount (₹ million)	% of total purchases of raw materials and packaging materials
Largest supplier	489	8.42%	371	6.68%	458	11.37%
Top five suppliers	1,440	24.78%	1,155	20.80%	1,028	25.52%
Top ten suppliers	2,057	35.40%	1,735	31.24%	1,411	35.02%

Note: The largest supplier, the top five suppliers and the top ten suppliers are the largest supplier, the top five suppliers and the top ten suppliers for each of the respective years and may not necessarily be the same suppliers.

As of March 31, 2026, we sourced raw materials and packaging materials from over 500 suppliers. While this provides us with a diversified supplier base and reduces dependence on any single supplier, a significant portion of our procurement continues to be concentrated among a limited number of suppliers. Accordingly, any disruption in the operations of, or deterioration in the commercial, financial or regulatory position of, one or more of these key suppliers, or any inability to procure materials from such suppliers on commercially acceptable terms, could adversely affect our procurement activities, increase our costs and disrupt our production schedules.

We procure these supplies through third-party suppliers on the basis of purchase orders and do not typically enter into any long-term agreements. In the absence of long-term contracts, our suppliers may not be obligated to supply their products to us and/or may choose to sell their products to our competitors or others. Our ability to identify and build relationships with reliable suppliers contributes to our growth and our successful management of our inventory as well as other aspects of our operations. In certain cases within the Global CDMO business vertical, including where the relevant ANDA is held by our customer or where the customer otherwise specifies its sourcing requirements, we are required to procure raw materials from suppliers designated or approved by such customer. In such circumstances, our ability to substitute alternative suppliers may be limited, as any change would typically require customer approval and, where applicable, regulatory filings or approvals would have to be obtained again from such regulatory agencies for change of source. Although we seek to mitigate these risks by maintaining higher inventory levels of such raw materials, there can be no assurance that these measures will be sufficient to prevent supply disruptions. Any discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality and quantity could hamper our projects and lead to delays in our business operations. A prolonged interruption in supply from a designated or approved supplier could adversely affect our ability to fulfil customer requirements in a timely manner.

Any disruption in our suppliers' ability to ensure continuity of supply of raw materials and excipients for any reason may adversely affect our ability to meet customer requirements, which could result in loss or reduction of customer contracts, either in full or in part, and may lead to a permanent loss of business, thereby adversely affecting our profitability, results of operations, cash flows and financial condition. Our operations may also be impacted due to instances such as disputes with suppliers, our inability to make timely payments to the suppliers, changes in governmental or regulatory policies or any other circumstances specific to our suppliers such as acquisition or consolidation of such supplier, or any other adverse market conditions affecting the pharmaceutical or allied industries or the economic environment generally. If we were to experience a significant or prolonged shortage of supplies from any of our suppliers and cannot procure those supplies from other sources, we may be unable to meet our project and/ or committed schedules, which may adversely affect our customer relations and reputation, in addition to loss of business adversely impacting profitability, results of operations, cash flows and financial condition.

Further, we cannot assure you that our suppliers will continue to be associated with us on reasonable terms, or at all. In addition, we procure our raw materials from certain international suppliers (in addition to domestic suppliers). Set out below are details of imports and domestic procurement of supplies for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total purchases of raw materials and packaging materials	Amount (₹ million)	% of total purchases of raw materials and packaging materials	Amount (₹ million)	% of total purchases of raw materials and packaging materials
India	3,497	60.19%	3,624	65.26%	2,583	64.11%
Outside India	2,313	39.81%	1,929	34.74%	1,446	35.89%
- USA	398	6.85%	310	5.58%	276	6.85%
- Europe	1,553	26.73%	1,159	20.87%	1,002	24.87%
- Rest of the world	362	6.23%	460	8.28%	168	4.17%
Total	**5,810**	**100.00%**	**5,553**	**100.00%**	**4,029**	**100.00%**

**Rest of the world includes China, Singapore, Malaysia and Japan, among others.*

Our dependency on imports exposes us to additional risks, including changes in import policy and duties, international trade sanctions, geopolitical conditions, port congestion, freight rate volatility, foreign exchange movements and delays in shipping or customs clearance. Any non-compliance or dispute relating to quality, quantity or documentation may restrict our recourse and require procurement of substitute materials (if permissible) from other approved sources, at higher spot prices, thereby affecting production schedules and margins. While we have undertaken initiatives to increase domestic sourcing, imports continue to constitute a significant portion of our procurement. We cannot assure you if the domestic market can absorb all of our raw material sourcing requirements which may expose us to availability risks.

There can be no assurance that we will be successful in passing through any increased costs of supplies to our customers, which could adversely impact our profitability. We may also be required to replace a supplier if its products do not meet our safety, quality or performance standards or if a supplier unexpectedly suspends or discontinues operations due to reasons beyond their or our control, including strikes, natural calamities or financing constraints. We have experienced fluctuations in the prices of certain raw materials during Fiscal 2026 due to geopolitical conditions, including ongoing conflicts that affected global supply chains. While such price fluctuations did not have a material adverse effect on our business and operations, there can be no assurance that future disruptions in supply chains, shortages of raw materials or packaging materials, or increases in raw material prices, whether arising from geopolitical conditions or otherwise, will not adversely affect our business, results of operations, cash flows and financial condition. Our operations may also be impacted due to disputes with suppliers, our inability to make timely payments to suppliers, changes in governmental or regulatory policies, acquisition or consolidation of suppliers, or adverse market conditions affecting the pharmaceutical industry or the economic environment generally. If we experience a significant or prolonged shortage of supplies from any of our suppliers and are unable to procure such supplies from alternative sources, we may be unable to meet our project and/or committed schedules, which may adversely affect our customer relationships, reputation, profitability, results of operations, cash flows and financial condition

10. We operate in a highly competitive industry. Our inability to respond to increased competition or pricing pressure could result in loss of market share, revenue and profitability. Any of these could adversely affect our business, results of operations, cash flows and financial condition.

The global pharmaceutical industry is highly competitive and we compete with several major pharmaceutical companies. We face competition in various parameters in each of our business verticals as set out below:

- ***Global Generics***: Continued regulatory approvals and compliance status of manufacturing facilities, speed and success of product development and regulatory approval, product portfolio breadth, timing of product launches, and ability to secure and maintain market share in existing and new geographies.

- ***Global CDMO***: Continued regulatory and customer approvals of manufacturing facilities, ability to offer integrated development and manufacturing capabilities, capacity availability and scalability, quality and compliance track record, speed of execution, and ability to meet customer delivery timelines and service requirements.

- ***India Branded Formulations***: Ability to introduce new products and formulations, maintain and expand distribution networks and field force effectiveness, organized and collective bargaining by the field force, brand recognition among

healthcare professionals, and the impact of price controls, including those imposed under the Drugs (Prices Control) Order, and other governmental pricing regulations.

We face competition from a diverse set of companies across each of our business verticals and we compete primarily on the basis of our product development capabilities and pipeline, cost-competitive manufacturing operations, integrated research and development, manufacturing and supply chain platform, product quality, regulatory compliance track record, customer relationships and ability to reliably supply products to the market.

Certain of our competitors may have substantially greater financial, marketing, technical or other resources than we do, that may allow our competitors to respond to changes in market demand faster with new, alternative or emerging technologies. Changes in the nature or extent of our customer requirements may render our service and product offerings obsolete or non-competitive, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

We also operate in a rapidly consolidating industry. The strength of combined companies could affect our competitive position in all of our business verticals. Furthermore, if one of our competitors or their customers acquires any of our customers, we may lose business from the customer or lose a supplier of a critical raw material, which may adversely affect our business, results of operations, cash flows and financial condition. While we have not faced any instance of difficulty in responding to increased competition or pricing pressures in Fiscals 2026, 2025 and 2024 that led to any material adverse impact on our business and operations, there can be no assurance that these instances will not occur in the future. The entry of new competitors into the pharmaceutical industry may also further dilute our market share and affect our profitability.

When faced with pricing pressure, pharmaceutical companies including us would generally be required to reduce operating costs in order to maintain profitability. To maintain our profit margins, we typically seek to reduce the price of our raw materials through negotiations with our suppliers, develop and qualify alternate vendors to optimize sourcing costs and supply arrangements, and improve our production processes to increase our manufacturing efficiency. There can be no assurance that we will be able to avoid future pricing pressure from our customers or offset the impact of any price reductions through continued technological improvements, improved operational efficiencies, cost effective sourcing alternatives, new manufacturing processes or other cost reductions through other productivity initiatives. If we were to face pricing pressure from our customers, and the aforementioned measures or other steps we take may fail to maintain or increase our margins and revenues from sale of products and services, our business, results of operations, cash flows and financial condition may be adversely affected.

11. We have significant working capital requirements. If we experience insufficient cash flows to fund our working capital requirements or if we are unable to provide collateral to obtain letters of credit and bank guarantees in sufficient quantities, there may be an adverse effect on our business, results of operations, cash flows and financial condition.

Our business verticals require significant working capital including but not limited to the working capital requirement in connection with our manufacturing operations and development of new products. Our working capital requirements vary across our business verticals. Our Global Generics business vertical is characterised by longer credit cycles and higher receivables coupled with high inventory levels, while our Global CDMO business vertical requires high inventory levels to support customer mandates and development cycles. Further, our Global Generics business vertical is also exposed to gross-to-net deductions, including chargebacks, rebates, administrative fees, returns and other customer incentives, which may result in timing differences between invoicing and ultimate cash realization and increase our working capital requirements. Consequently, we require significant working capital to fund inventory, receivables and operating cycles across our business verticals, particularly in our Global Generics business vertical, which contributes a substantial portion of our revenues. See "- *We derive a substantial portion of our revenue from operations from our Global Generics business vertical (46.61%, 40.43% and 32.36% of our total revenue from operations in Fiscals 2026, 2025 and 2024, respectively) and Global CDMO business vertical (42.34%, 47.81% and 54.35% of our total revenue from operations in Fiscals 2026, 2025 and 2024, respectively). Any downturn or reduction in demand in either of these businesses could have an adverse effect on our business, results of operations and financial condition*" on page 21. Any insufficiency of cash flows, inability to source funds or inability to provide adequate collateral to obtain letters of credit and bank guarantees could adversely impact our operations and business.

Set out below are details of our working capital requirements, net working capital days and net capital turnover ratio as of and for the years indicated:

	As of and for the financial year ended March 31,		
	2026	2025	2024
Net working capital requirements (₹ million)	7,266	5,205	4,254
Net working capital requirements as a % of total revenue from operations (%)	39.30%	38.70%	39.17%
Net working capital days	143	141	143
Net working capital turnover ratio	2.55	2.59	2.55

Notes

(1) Net working capital requirements is calculated as current assets (excluding cash and cash equivalents, other bank balances and current investments) minus current liabilities (excluding short-term borrowings and short-term lease liabilities).

(2) Net working capital days is calculated as net working capital divided by revenue from operations multiplied by 365. Net working capital is calculated as current assets (excluding cash and cash equivalents, other bank balances and current investments) minus current liabilities (excluding short-term borrowings and short-term lease liabilities).

(3) Net working capital turnover ratio is calculated as 365 divided by net working capital days.

A significant amount of our working capital is also required to finance the purchase of raw materials and the development and manufacturing of products before payment is typically received from customers. This exposure is more pronounced in our Global Generics business vertical due to longer collection cycles and in our Global CDMO business vertical due to high inventory requirements. In certain cases, we procure raw materials and packaging materials and undertake manufacturing activities based on estimated demand forecasts or projections provided by our customers, which may not be binding commitments. Any reduction, postponement, cancellation or other change in such projections may result in excess inventory, slower inventory turnover, inventory write-offs, increased working capital requirements and associated financing costs. Our working capital requirements may increase if the payment terms in our agreements include reduced advance payments or longer payment schedules. These factors may result in increases in the amount of our receivables and may result in increases in any future short-term borrowings. Continued increases in our working capital requirements may have an adverse effect on our business, results of operations, cash flows and financial condition.

Further, a portion of our working capital may be tied up in accumulated GST credits and other indirect tax receivables, particularly where the utilization or refund of such credits is delayed mainly driven by inverted duty structure. Any significant increase in such balances or delays in realization thereof may restrict the availability of working capital for our operations, increase our reliance on external financing and adversely affect our liquidity, cash flows and financial condition.

We may require additional indebtedness in the future or utilize our internal accruals to satisfy our working capital needs. The actual amount of our future capital requirements may differ from estimates as a result of, among other factors, unforeseen delays from customers, increase in credit terms of customers, unanticipated expenses, regulatory changes, economic conditions, technological changes and additional market developments.

Our sources of additional financing, which are required to meet our working capital needs, may include the incurrence of debt, the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, which may have a significant effect on our profitability and cash flows. We may also become subject to additional covenants, which could limit our ability to access cash flows from operations and undertake certain types of transactions. In addition, if we receive credit ratings in respect of any of our future borrowings, any subsequent downgrade in those credit ratings may increase interest rates for our future borrowings, which would increase our cost of borrowings and adversely affect our ability to borrow on a competitive basis. Any issuance of equity, on the other hand, would result in a dilution of the shareholding of existing shareholders.

In addition, we provide bank guarantees to secure our performance obligation to our customers. Set out below are details of our financial guarantees as of March 31, 2026:

	As of March 31,		
	2026	2025	2024
	(₹ million)		
Bank guarantees	164	99	69

If we are unable to obtain bank guarantees, our ability to obtain customer orders could be limited. Providing security to obtain bank guarantees increases our working capital requirements. We may be unable to obtain bank guarantees in sufficient quantities to match our business requirements, which could particularly impact execution of our orders. Any such situation could adversely affect our business, results of operations, cash flows and financial condition.

Also see "- *Our business is capital intensive and we have incurred indebtedness. Further, our lenders have created charges over our movable and immovable properties in respect of finance availed by us. Our inability to obtain further financing*

or meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations, cash flows and financial condition" on page 49.

12. We may grow our business through acquisitions, joint ventures, joint development or consortiums, which may prove to be difficult to integrate and manage or may not be successful.

We have in the past made and may in the future continue to make acquisitions or enter into strategic alliances to explore opportunities and there can be no assurance that we will be successful in doing so. It is also possible that we may not identify suitable acquisition or investment targets, or that if we do identify suitable targets, we may not complete those transactions on terms commercially acceptable to us or at all. The inability to identify suitable acquisition targets or the inability to complete such transactions may adversely affect our competitiveness or our growth prospects. For instance, we acquired the "*Soframycin"* brand in Fiscal 2022. We have undertaken brand revitalization initiatives, including the launch of line extensions and adoption of an integrated omni-channel marketing and communication strategy to refresh and strengthen the "*Soframycin"* brand within our India Branded Formulations business vertical. India Branded Formulations has grown at a revenue CAGR of 20.28% from 1,146 million in Fiscal 2024 to 1,658 million in Fiscal 2026. Also see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets in the last 10 years*" on page 269.

In acquiring and integrating new businesses, we may encounter a variety of challenges in connection with developing and preserving uniform culture, values and work environment across our operations and delays or failure to obtain requisite consents or authorizations from relevant statutory and regulatory authorities. Integrating the acquired businesses or assets with our existing businesses could require substantial time and effort from our management and may also involve unforeseen costs, delays or other operational, technical and financial difficulties that may require a disproportionate amount of financial and other resources.

Acquired businesses or assets may not generate the financial results we expect and may incur losses over time. Further, undertaking acquisitions may result in dilutive issuances of equity securities or may lead to the incurrence of debt. There can be no assurance that we will be able to achieve the strategic purpose of such acquisitions or operational integration or our targeted return on investments. Further, valuations obtained in connection with acquisitions of businesses, brands, products, dossiers or other assets are typically based on assumptions, estimates, forecasts and other factors that may subsequently prove to be inaccurate. Accordingly, there can be no assurance that such valuations reflect the fair value of the acquired assets or that the acquired assets will generate the financial or commercial benefits anticipated at the time of acquisition.

We have also selectively acquired both approved and pending ANDAs from third parties to supplement our product pipeline and reduce time-to-market. Set out below are details of ANDAs acquired in the United States as of March 31, 2026:

Country	Developed/Acquired	Approved		Filed and awaiting approval	Under Development	Total
		Commercialised	Yet to be commercialized			
United States	Acquired	18	2	3	7	30

(1) "Acquired" means ANDAs acquired from third parties that were already approved by the USFDA as at the date of acquisition and for which a post-approval supplement is required to be filed to add our facility as an approved manufacturing site.
(2) "Approved and commercialized" means that our filing has been approved by the USFDA and we have commenced commercial supply;
(3) "Approved, yet to be commercialized" means that our filing has been approved by the USFDA but we have not yet commenced commercial supply;
(4) "Filed and awaiting approval" means that the supplement seeking the addition of our facility as a site of manufacture has been filed with the USFDA and is pending approval; and
(5) "Under development" means that the product has been acquired but the technology transfer to our facility has not been completed and the supplement seeking the addition of our facility has not yet been filed with the USFDA.

The successful integration and commercialization of acquired ANDAs depends on several factors, including our ability to remediate and transfer the acquired ANDAs, complete technology transfer activities, obtain or maintain necessary regulatory approvals, address any deficiencies in the acquired applications and successfully manufacture and commercialize the relevant products. There can be no assurance that acquired ANDAs will receive regulatory approval, be commercialized within anticipated timelines, achieve expected market acceptance or generate anticipated returns. Any failure to successfully integrate, develop, obtain approval for or commercialize acquired ANDAs could adversely affect our business, results of operations, cash flows and financial condition.

Our experience includes the acquisition of dormant, discontinued and other third-party ANDAs, several of which have subsequently been transferred to our manufacturing facilities and relaunched under our label in the United States. While

such acquisitions have enabled us to supplement our product portfolio and reduce time-to-market, there can be no assurance that future acquisitions will generate similar benefits or that we will be able to successfully transfer, obtain regulatory approvals for, manufacture or commercialize acquired products. Any inability to realize the anticipated benefits of such acquisitions, or any difficulties in integrating and managing acquired assets, could adversely affect our business, results of operations, cash flows and financial condition.

Acquisitions could also result in the use of substantial amounts of cash, potentially dilutive issuances of equity securities, the occurrence of significant goodwill impairment charges, amortization expenses for other intangible assets, and exposure to potential unknown liabilities of the acquired business. In addition, acquisitions of businesses, brands, products, dossiers, ANDAs and other assets may result in the recognition of substantial intangible assets on our balance sheet. Such intangible assets are subject to periodic impairment assessments and may be adversely affected by factors including lower-than-anticipated product sales, delays in commercialization, failure to obtain or maintain regulatory approvals, increased competition, changes in market conditions, adverse pricing dynamics, inability to realize anticipated synergies, or changes in assumptions used in determining their recoverable value. If the carrying value of any such intangible assets is determined to exceed its recoverable amount, we may be required to recognize impairment charges, which could adversely affect our results of operations, net worth and financial condition. There can be no assurance that the assumptions and estimates underlying the valuation of acquired intangible assets will prove to be accurate or that such assets will generate the financial or commercial benefits anticipated at the time of acquisition.

13. We may be unable to adequately obtain, maintain, protect and enforce our or our customers' intellectual property rights. We may also be subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business and operations.

Set out below are details of our trademarks, patents, ANDAs and marketing authorizations, as of the date of this Draft Red Herring Prospectus:

Category	Details
Trademarks	Our Company has 12 registered trademarks in India (including the "Soframycin" trademark) and two registered trademarks in the United States and one trademark application is accepted and published in the concerned journal. In addition, one trademark application is pending in India, one international trademark application designated to Canada, Germany and the United Kingdom is pending examination.
Patents	Our Company has been granted one patent. Our Subsidiary, Tioga Research Inc, has been granted one patent as of the date of this Draft Red Herring Prospectus.
ANDAs	As of March 31, 2026, we have 57 approved ANDAs of which 51 ANDAs are commercialized. Further, 16 ANDAs are filed and awaiting approval and 21 ANDAs are under development.
Dossiers	Our Company has filed two dossiers each in the UK and Germany, of which one dossier in the UK received approval in Fiscal 2026.

Our dossiers for products in the United Kingdom and Germany are held by a third party as the marketing authorization holder on our behalf pursuant to contractual arrangements. Accordingly, our ability to commercialize and distribute products under the relevant marketing authorizations is dependent, in part, on the continuation of such arrangements and our ability to maintain an effective relationship with the marketing authorization holder. If such arrangements are terminated, not renewed, breached or otherwise become unavailable, we may be required to transfer the relevant marketing authorizations to ourselves or another marketing authorization holder and obtain the approvals, consents, notifications or other regulatory actions required under applicable laws. There can be no assurance that any such transfer would be completed within the anticipated timeframe or at all. Any delay, disruption or failure in maintaining, transferring or replacing such marketing authorizations could impair our ability to market and sell the affected products in the United Kingdom and Germany, which could adversely affect our business, results of operations, cash flows and financial condition.

For further details, please refer to "*Our Business – Intellectual Property*" on page 247. While we have from time to time filed applications for registration of various intellectual property, there can be no assurance that these will be granted registration.

In addition, as part of our Global CDMO business vertical, we are entrusted with and have access to our customers' proprietary intellectual property, including formulations, product dossiers, development data, manufacturing processes, analytical methods, trade secrets, know-how and other confidential information, and are subject to confidentiality and intellectual property protection obligations under our customer agreements. While we believe we have sufficient internal

controls and other mechanism to ensure protection of our customer's intellectual property, our efforts to protect our intellectual property may not be adequate. Unauthorized parties may infringe upon or misappropriate our services or proprietary information. Any actual or alleged unauthorized disclosure, misuse, loss, theft, misappropriation or breach of confidentiality relating to our customers' intellectual property or confidential information could expose us to contractual claims, indemnification obligations, loss of existing customer relationships, reputational harm and reduced opportunities to secure future CDMO projects. Any breach or alleged breach of such confidentiality provisions could have an adverse impact on our business, results of operations, cash flows and financial condition. Given the nature of our Global CDMO operations, our ability to attract and retain customers is dependent, in part, on our ability to securely manage and protect customer-owned formulations, dossiers, trade secrets and other proprietary information throughout the product development and manufacturing lifecycle.

The defense of intellectual property suits and related legal and administrative proceedings can be both costly and time-consuming and may significantly divert the efforts and resources of our technical and management personnel. We may not achieve a favorable outcome in any such legal proceedings. If any claim is adversely determined against us in any of such potential legal proceedings, we could be subject to significant liability to third parties. As a result, we may be required to seek licenses from third parties, pay ongoing royalties, or redesign our manufacturing and production processes and services. We could further be subject to injunctions prohibiting the production or sale of products or the use of our technologies.

We may also be subject to intellectual property infringement claims, including patent litigation commenced by innovator companies in connection with our product filings (including Paragraph IV or similar certification filings), which may result in protracted litigation, delays in product commercialization and significant legal expenses. For instance, a patent infringement suit has been filed by Incyte Corporation against us before the District Court, New Jersey in relation to Paragraph IV certification submitted by us for the Ruxolitinib cream 1.5%. While the precise financial impact of this litigation is not quantifiable by our Company, it may result in delays in the launch and commercialization of the Ruxolitinib cream 1.5% in the United States. Further, we may be required to enter into settlement arrangements, including license or royalty arrangements, which could adversely affect the commercial viability of our products and profitability.

Protracted litigation could also result in our existing or potential customers deferring or limiting their purchase or use of such products we manufacture until resolution of such litigation. Regardless of their merits, such claims could materially and adversely affect our relationships with current or future customers, result in costly legal proceedings, delay or disrupt supply of products, divert management's attention and resources, subject us to significant liabilities, or require us to cease certain activities. While we have not faced any instances of failure to protect our or our customers' intellectual property in Fiscals 2026, 2025 and 2024, there can be no assurance that such instances will not occur in the future.

14. We are subject to risks resulting from foreign exchange rate fluctuations which could adversely affect our business, results of operations, cash flows and financial condition.

A substantial portion of our revenue is derived from (i) third-party exports of our products from our operations in India denominated in foreign currencies (primarily USD, EUR and GBP); and (ii) revenue earned by our foreign Subsidiaries from third-party customers in their respective functional currencies (primarily USD). Similarly, a portion of our costs relates to (i) third-party imports of raw materials, packaging material and services procured by our Indian operations; and (ii) operating expenses of our foreign Subsidiaries in their respective functional currencies. As a result, we are exposed to both transactional foreign exchange risk arising from foreign currency transactions of our Indian entity and translational foreign exchange risk arising from the translation of our foreign Subsidiaries' financial statements into Indian Rupees for the purposes of preparing our Restated Consolidated Financial Information. Our foreign currency exposures may subject us to foreign currency restrictions and exchange rate fluctuations, and unanticipated taxes on repatriation of profits from our foreign Subsidiaries. Set out below are details of our (i) exports from India and revenue of our foreign Subsidiaries; and (ii) imports by India and expenses of our foreign Subsidiaries, by currency, for the years indicated:

Forex exposure-Revenue	As of March 31, 2026		As of March 31, 2025		As of March 31, 2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
USD	10,452	56.54%	7,280	54.13%	5,077	46.74%
EUR	1,110	6.01%	563	4.19%	580	5.34%
GBP	252	1.36%	401	2.98%	435	4.01%
Others	10	0.05%	-	-	1	0.01%
Total	**11,824**	**63.96%**	**8,244**	**61.30%**	**6,093**	**56.10%**

Note: Intercompany transactions between our Indian operations and our foreign Subsidiaries have been eliminated on consolidation and are not included above.

Forex exposure-Expenses	As of March 31, 2026		As of March 31, 2025		As of March 31, 2024	
	Amount (₹ million)	% of total expense	Amount (₹ million)	% of total expense	Amount (₹ million)	% of total expense
USD	3,142	23.76%	2,572	24.88%	2,127	24.28%
EUR	1,705	12.90%	1,062	10.27%	1,082	12.35%
GBP	24	0.18%	37	0.36%	18	0.21%
Others	24	0.18%	27	0.26%	40	0.46%
Total	**4,895**	**37.02%**	**3,698**	**35.77%**	**3,267**	**37.29%**

Note: Intercompany transactions between our Indian operations and our foreign Subsidiaries have been eliminated on consolidation and are not included above.

Fluctuations in the value of the Indian Rupee against foreign currencies, particularly the USD and Euro, may impact both our revenues and realizations from exports and payments against imports. Depreciation of the Indian Rupee may increase the cost of imported raw materials, capital goods and other inputs, while appreciation of the Indian Rupee may reduce our export realizations and competitiveness in international markets. While we seek to mitigate the impact of exchange rate fluctuations by adjusting our pricing to customers and through natural hedging arising from exports and imports, albeit due to timing difference between exports and imports, there can be no assurance that we will be able to do so in a timely manner or at all. Any inability to effectively manage such fluctuations could adversely affect our margins, business, financial condition, results of operations and cash flows. For details on the exchange rates see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation*" beginning on page 16.

Set out below are details of our unhedged foreign currency receivables as of the dates indicated:

Foreign Currency	As of March 31, 2026		As of March 31, 2025		As of March 31, 2024	
	Receivable in Foreign Currency	Receivable in ₹	Receivable in Foreign Currency	Receivable in ₹	Receivable in Foreign Currency	Receivable in ₹
	(million)					
AUD	0	12	0	1	-	-
EUR	2	213	3	233	3	240
GBP	1	92	1	92	1	148
USD	50	4,719	40	3,430	29	2,391
Total	**53**	**5,036**	**44**	**3,756**	**33**	**2,779**

Note: The above balances relate to our consolidated third-party foreign currency receivables/payables and exclude intercompany balances that are eliminated on consolidation.

Further, set out below are details of our unhedged foreign currency payables as of the dates indicated:

Foreign Currency	As of March 31, 2026		As of March 31, 2025		As of March 31, 2024	
	Payables in Foreign Currency	Payables in ₹	Payables in Foreign Currency	Payables in ₹	Payables in Foreign Currency	Payables in ₹
	(million)					
SEK	0	5	1	8	2	18
CHF	0	0	0	1	-	-
EUR	2	182	3	283	3	301
GBP	-	-	0	2	0	0
USD	2	171	3	258	2	158
Total	**4**	**358**	**7**	**552**	**7**	**477**

Note: The above balances relate to our consolidated third-party foreign currency receivables/payables and exclude intercompany balances that are eliminated on consolidation.

We have adopted a formal hedging policy and also undertake natural hedging for open foreign currency exposures. Our hedging policy applies to the foreign currency exposures of our Indian operations (including sales by the Company to its foreign Subsidiaries) and does not extend to the functional currency exposures of our foreign Subsidiaries. In accordance with such policy, we hedge a portion of our USD-denominated receivables through forward foreign exchange contracts and such other hedging instruments as may be considered appropriate from time to time. However, these activities may not be sufficient to protect us against incurring potential foreign exchange related losses. We derive a significant portion of our revenue from exports, which exposes us to fluctuations in foreign exchange rates. We recognized net foreign exchange gains of ₹427 million, ₹70 million and ₹38 million in Fiscals 2026, 2025 and 2024, respectively. While such foreign exchange fluctuations did not have a material adverse effect on our results of operations, business or cash flows during these periods, there can be no assurance that future movements in exchange rates will not adversely affect our business, results of operations, cash flows and financial condition. There can be no assurance that our hedging arrangements or natural hedges will be adequate to mitigate the impact of adverse currency movements, and any inability to effectively manage our foreign exchange exposures could adversely affect our business, financial condition, results of operations and cash flows.

15. We do not own the properties on which our Registered and Corporate Office and certain other office premises are located as well as the properties on which our manufacturing facilities are located. Any termination or failure by us to renew the leave and license arrangements for our Registered and Corporate Office, office premises and our lease agreements for manufacturing facilities in a timely manner and on acceptable terms, or at all, could adversely affect our business, financial condition, results of operations and cash flows.

We do not own the premises on which our Registered and Corporate Office is located and such premises have been licensed by our Promoter, Mehul Madhusudan Shah and member of the Promoter Group, Niti Shah for a period of 51 months commencing from January 1, 2026 for a monthly license fee, currently fixed at ₹2 million, subject to escalation every 12 months. Further, certain other office premises have been licensed by our Promoter, Mehul Madhusudan Shah and member of the Promoter Group, Niti Shah for a period of 51 months commencing from January 1, 2026 for a monthly license fee, currently fixed at ₹2 million and ₹185,220, respectively, subject to escalation every 12 months. For further details see, "*Our Promoter and Promoter Group - Interests of our Promoter in property of our Company"* on page 295. Moreover, the land on which our manufacturing facilities in Goa and Indore are located have been granted to us on long term leases by the respective industrial development corporations of state governments in India.

If the owners of these premises do not renew the agreements under which we occupy the premises or renew such agreements on terms and on such conditions that are unfavourable to us, these lease/ leave and license arrangements can be terminated, and any such termination could result in our Registered and Corporate Office being shifted or any of our manufacturing facilities being shifted or shut down leading to a disruption in our operations. Additionally, we may face operational and maintenance challenges at the manufacturing facilities leased by us, including but not limited to restrictions imposed by lessors on modifications or improvements, delays in obtaining necessary approvals for operational requirements, and potential disputes regarding maintenance responsibilities and costs.

While we have not faced issues entering into new or renewing the existing leases or licenses of our Registered and Corporate Office or our manufacturing facilities in the past, if these lease/ leave and license arrangements are not renewed or not renewed on terms acceptable to us, we may suffer a disruption in our operations or increased costs, or both, which may affect our business, results of operations, financial condition and cash flows Further, in the event that any of our lease agreements and leave and license agreements are not duly stamped as per applicable law, an instrument not duly stamped, or insufficiently stamped, is not admitted as evidence in any Indian court, which could adversely affect our business, results of operations, cash flows and financial condition in the future. For further information, see "*Our Business - Properties*" on page 250.

16. Any decrease in, withdrawal of, or failure to qualify for government incentives and export promotion schemes may adversely affect our business, results of operations, cash flows and financial condition.

We are eligible for certain export incentives and benefits under various foreign trade policies and schemes notified by the Government of India from time to time, including duty drawback, the Remission of Duties and Taxes on Exported Products (RoDTEP) scheme, the Advance Authorization scheme and the Export Promotion Capital Goods (EPCG) scheme. These schemes and the benefits available thereunder are determined by the Government of India and are subject to periodic review, revision, reduction or withdrawal based on prevailing macro-economic conditions, fiscal policy and trade considerations, including in response to international trade disputes or pressure from trading partners. Any adverse change in these policies, including a reduction in the rate of incentives, a narrowing of eligible product categories or the discontinuation of any such scheme, could increase our cost of exports and adversely affect our margins, business, results of operations, cash flows and financial condition.

Our continued eligibility for such benefits is dependent on our ability to satisfy the applicable conditions and targets under these schemes. Any failure by us to fulfil such export obligations within the stipulated timelines could result in the relevant customs authorities demanding payment of the customs duty saved, together with applicable interest and penalties, and could also expose us to other regulatory consequences, including suspension or cancellation of the relevant authorizations/licenses.

In addition, we have received certain incentives by the Government of Madhya Pradesh in relation to our Indore Facility, a portion of which remains to be received as of the date of this Draft Red Herring Prospectus and is subject to our continued compliance with the applicable terms, conditions and eligibility requirements prescribed under the relevant incentive scheme. Any failure by us to satisfy the prescribed conditions, maintain continued eligibility, achieve stipulated investment, production, employment or other performance criteria, or any change in the interpretation, administration or availability of such incentives by the relevant authorities, may result in delay, reduction, suspension, withdrawal or recovery of such incentives. Further, there can be no assurance that the pending tranches will be disbursed within the anticipated timelines,

or at all. Any such event could adversely affect the expected returns on our investments, cash flows, profitability and financial condition.

There have been instances in which we did not fulfil export obligations under certain export incentive schemes within the prescribed timelines. Such instances were regularized through payment of the applicable customs duty and interest and, as at the date of this Draft Red Herring Prospectus, no proceeding in relation to such non-fulfilment is outstanding against us. There can be no assurance that similar instances will not occur in the future or that any such occurrence will not adversely affect the benefits available to us under such schemes and, consequently, our business, results of operations, cash flows and financial condition.

17. A significant portion of our revenue from operations was attributable to our products manufactured for the United States which represented 64.70%, 57.51% and 58.59% of our total revenue from operations in Fiscals 2026, 2025 and 2024, respectively. The imposition of tariffs by the United States could adversely affect our business, results of operations, cash flows and financial condition.

We derive a significant portion of our revenue from the United States. Also see "- *We manufacture a significant portion of our products for geographies outside India (74.00%, 68.59% and 71.39% of our total revenue from operations in Fiscals 2026, 2025 and 2024, respectively) with a concentration in United States and Europe. We are exposed to risks associated with such foreign countries and any inability to manage those associated risks, could adversely affect our business, results of operations, cash flows and financial condition"* on page 23. Set out below are details of our revenue from operations attributable to the United States for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Revenue attributable to the United States	11,961	64.70%	7,734	57.51%	6,362	58.59%

Note: The above data is based on country of consumption and may not necessarily align with the Restated Consolidated Financial Information.

Our ability to serve customers on commercially viable terms could be limited by efforts in the United States and certain other jurisdictions to introduce or expand tariffs on imported manufactured goods. In particular, tariffs imposed by the United States government under its "Fair and Reciprocal Plan" may adversely affect Indian businesses with significant export exposure to the United States market. This policy has resulted in the imposition of tariffs across a broad range of sectors. In August 2025, the United States imposed tariffs of 50% on imports from India across various sectors, excluding pharmaceuticals. Subsequently, on September 25, 2025, the United States announced that, effective October 1, 2025, tariffs of 100% would be imposed on all branded and patented pharmaceutical products manufactured outside the United States and imported into the United States, unless the manufacturer is constructing a pharmaceutical manufacturing facility in the United States. While topical generic pharmaceutical products are currently exempt from such tariffs, there can be no assurance that such exemptions will continue or that additional tariffs, duties, import restrictions or other trade measures will not be imposed on generic pharmaceutical products or their components in the future. For instance, on July 21, 2026, the President of the United States announced plans to impose a 100% tariff on imported generic pharmaceutical products effective August 2028, doubling to 200% in August 2029. Any such measures could increase our cost of doing business in the United States, materially and adversely affect our ability to compete on price, reduce demand for our products, compress margins and disrupt established supply chains. In addition, higher tariffs may increase the overall cost of products manufactured by us for our CDMO customers, which could lead such customers to reduce volumes, internalize manufacturing activities or shift sourcing to manufacturers located in jurisdictions not subject to similar tariff measures. Moreover, our customers may seek price concessions or alternative sourcing arrangements in response to increased trade costs, which could adversely affect our revenues and profitability. Any changes in tariff policies or other trade-related measures may also create uncertainty in the market, affect purchasing decisions and limit our ability to expand or maintain our market position in the United States. As a result, any increase in tariffs or other trade restrictions could have a material adverse effect on our business, results of operations, cash flows and financial condition. Also see "– *Financial instability in other countries may cause increased volatility in Indian financial markets. Further, changes in international trade policies, geopolitics and trade tariffs, export controls, economic or trade sanctions may materially and adversely affect our business, financial condition and results of operations"* on page 74.

18. If we are unable to introduce our generic products in a timely manner, or if the regulatory approval process for our product candidates is delayed, our business, results of operations, cash flows and financial condition could be materially and adversely affected.

Our business and future profitability depend significantly on our ability to develop and launch new generic pharmaceutical products on a timely basis, particularly products where we are among the first to enter the market or are otherwise able to capture meaningful market share. The timing of our product launches is dependent on several factors, many of which are beyond our control, including the receipt of requisite regulatory approvals from the relevant drug regulatory authorities, the timing of approvals granted to competing products, and the outcome of any patent-related proceedings or challenges. Our ability to file and obtain timely approval of ANDAs/ dossiers or other regulatory applications is critical to our commercial success. Set out below are details in relation to our ANDA/dossiers and approvals as of March 31, 2026:

Country	Developed/Acquired	Approved		Filed and awaiting approval	Under Development	Total
		Commercialised	Yet to be commercialized			
United States	Developed In-house	33	4	13	14	64
	Acquired	18	2	3	7	30
Germany	Developed In-house	-	-	2	10	12
United Kingdom	Developed In-house	-	1	1	11	13
Total	**-**	**51**	**7**	**19**	**42**	**119**

Notes:

(1) "Developed in-house" means products for which we have undertaken formulation development and bioequivalence studies where applicable

(2) "Acquired" means ANDAs acquired from third parties that were already approved by the USFDA as at the date of acquisition and for which a post-approval supplement is required to be filed to add our facility as an approved manufacturing site.

(3) "Approved and commercialized" means that our filing has been approved by the USFDA and we have commenced commercial supply;

(4) "Approved, yet to be commercialized" means that our filing has been approved by the USFDA but we have not yet commenced commercial supply;

(5) "Filed and awaiting approval" for products "Developed in-house" means that our filing has been filed with the USFDA but awaiting approval. In case of "Acquired" ANDAs, the supplement seeking the addition of our facility as a site of manufacture has been filed with the USFDA and is pending approval; and

(6) "Under development" for products "Developed in-house" means that the product is under various stages of development. In case of "Acquired" ANDAs, "Under development" means that the product has been acquired but the technology transfer to our facility has not been completed and the supplement seeking the addition of our facility has not yet been filed with the USFDA.

Any delay in filing or obtaining such approvals, whether on account of regulatory requirements, patent disputes, objections raised by third parties (including through mechanisms such as representations to the applicable regulatory authority seeking to delay or prevent approval of competing products), or other factors, could result in a significant decline in our revenue, gross margins and results of operations, and could materially and adversely affect our business, results of operations, cash flows and financial condition. Further, even after the successful launch of a product, there can be no assurance that we will be able to sustain the benefits associated with being an early entrant or operating in a limited-competition market. As additional generic competitors obtain regulatory approvals and enter the market, we may experience loss of market share, increased pricing pressure and a reduction in profitability for such products. Accordingly, the financial performance of our products may decline over time as market competition increases, which could adversely affect our business, results of operations, cash flows and financial condition.

In certain jurisdictions, the commercialization of our products is dependent on arrangements with third parties that hold or support the relevant marketing authorizations. Any termination, non-renewal, breach, disruption or adverse change in our arrangements with such marketing authorization service providers, or any failure by such parties to satisfactorily perform their obligations or maintain the relevant authorizations, could delay or restrict our ability to obtain, maintain or commercialize product approvals in the applicable markets. As a result, the launch, supply or continued commercialization of the affected products may be delayed or disrupted, which could adversely affect our business, results of operations, cash flows and financial condition.

In addition, for certain of our product candidates, we may seek to rely on regulatory approval pathways that permit us to reference existing clinical data or prior regulatory findings relating to previously approved reference products, rather than conducting full independent clinical trials. Such pathways, where available, may allow us to reduce the time, cost and complexity associated with the development and approval of our products. However, there can be no assurance that the relevant regulatory authority will permit us to pursue such pathways for any particular product candidate. If we are unable to avail ourselves of such regulatory pathways, we may be required to conduct additional clinical trials, generate additional data and comply with more extensive regulatory requirements, which would increase our overall development and filing lead-time and development costs and significantly delay the expected timeline for commercialization.

19. We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our business, results of operations, cash flows and financial condition.

Our operations are subject to extensive government regulation, and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in the geographies in which we operate, generally for carrying out our business and for our manufacturing facilities. For details of approvals relating to our business and operations, see "*Government and Other Approvals*" on page 408.

Several of these approvals are granted for a limited duration and require renewal. Obtaining new approvals and renewal of our expiring approvals are subject to numerous conditions, which we cannot assure you that we will satisfy. We cannot assure you that, in the future, we will successfully obtain new approvals or renew expiring approvals in a timely manner.

We are also subject to various laws and regulations in the international markets where we market and sell our products and have ongoing duties to regulatory authorities in these markets, both before and after a product's commercial release. For further details, see "*Key Regulations and Policies"* on page 254. Obtaining and maintaining regulatory approvals for a given product in one jurisdiction does not guarantee that we will be able to obtain or maintain regulatory approvals in other jurisdictions, and a failure or delay in obtaining or maintaining regulatory approval in one jurisdiction may adversely affect the regulatory approval process in other jurisdictions. We cannot assure you that we will be able to obtain, maintain or renew the approvals necessary for us to manufacture or market our products, in a timely manner. If we fail to obtain or renew such approvals, licenses, registrations and permissions, in a timely manner or at all, our business, results of operations, cash flows and financial condition could be adversely affected.

The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. While there have not been any instances where we have not complied with the terms of such approvals in the past, leading to any material impact, if there is any failure by us to comply with the applicable regulations in the future or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business. In addition, these registrations, approvals or licenses are liable to be cancelled or the manufacture or sale of our products may be restricted. In case any of these registrations, approvals or licenses are cancelled, or its use is restricted, it could adversely affect our results of operations or growth prospects.

20. Our Goa Facility and our Hormone Unit operated at capacity utilizations of 77.45% and 40.28%, respectively, in Fiscal 2026, and our Indore Facility operated at a capacity utilization of 96.67% in Fiscal 2026. Under-utilization of our manufacturing capacities, and inability to effectively utilize our expanded manufacturing capacities or capacity constraints at our manufacturing facilities could adversely affect our business, results of operations, cash flows and financial condition.

While our approach of investing in capacity ahead of demand enables us to support new CDMO mandates, product launches and scaling across business verticals, the success of any capacity expansion and expected return on investment on capital expenditure is subject to various factors including the ability to procure requisite regulatory approvals in a timely manner, recruit and ensure satisfactory performance of personnel to further grow our business and the ability to absorb additional infrastructure costs and develop new expertise. Set out below are details of our installed capacity, actual production and capacity utilization of our manufacturing facilities for the years indicated:

Facility[#]	As of and for the financial year ended March 31,								
	2026			2025			2024		
	Annual Installed Capacity	Actual Production	Capacity Utilization	Annual Installed Capacity	Actual Production	Capacity Utilization	Annual Installed Capacity	Actual Production	Capacity Utilization
	(metric tonnes)		(%)	(metric tonnes)		(%)	(metric tonnes)		(%)
Goa Facility	11,160	8,643	77.45%	11,160	7,759	69.53%	11,160	7,534	67.51%
Hormone Unit	504	203	40.28%	360	49	13.61%	180	5	2.78%
Indore Facility[*]	3,960	3,828	96.67%	3,960	2,508	63.33%	1,980	433	21.87%
Total	**15,624**	**12,674**	**81.12%**	**15,480**	**10,316**	**66.64%**	**13,320**	**7,972**	**59.85%**

Notes:

(1) Data is certified by Sharjeel Aslam Faiz, Chartered Engineer, by certificate dated August 1, 2026.

(2) The installed capacity was calculated using three shifts of 7.5 hours each and 300 working days in a year. Overall equipment effectiveness assumed is 80% and is specific to our Company.

(3) Actual production represents quantum of production in the relevant manufacturing facility/unit as of the last date of the relevant period.

(4) Capacity utilization is derived by dividing actual production by annual installed capacity.

(5) The actual and installed capacity are rounded off to the next whole number.
**Our Indore Facility got operationalized in October 2023. Further, since March 31, 2026, we have expanded the capacity at our Indore Facility and as of the date of this Draft Red Herring Prospectus, our Indore Facility has an installed capacity of 9,720 metric tonnes.*
#We manufacture all our products within one dosage form, i.e., topicals. Accordingly, dosage-wise capacity is not being disclosed. Further, the production capabilities for our products (other than hormone products) are fungible across multiple manufacturing lines, and production is based on customer requirements. Accordingly, we are unable to compute installed capacity, actual production and capacity utilization for each of our products separately.

While certain of our facilities may experience under-utilization, other facilities may operate at high levels of utilization. In Fiscal 2026, our Indore Facility operated at a capacity utilization of 96.67%. Although, since March 31, 2026, we have commissioned an additional 5,760 metric tonnes of capacity at the Indore Facility, which has substantially addressed our near-term capacity requirements at such facility, there can be no assurance that the additional capacity will be sufficient to meet future demand growth or changes in product mix. Any capacity constraints at our manufacturing facilities could limit our ability to accept or execute customer orders, support product launches, maintain service levels or capitalize on growth opportunities, which could adversely affect our business, results of operations, cash flows and financial condition.

Under-utilization of our manufacturing capacities over extended periods, significant under-utilization in the short term, capacity constraints at certain facilities, or an inability to fully realize the benefits of our recently implemented or contemplated capacity expansions, could materially and adversely impact our business, growth prospects and future financial performance. In our Global CDMO business vertical, capacity planning, inventory procurement and resource allocation are generally undertaken based on demand forecasts and order projections received from customers. To the extent such projections are inaccurate, or customers order lower quantities than projected, defer, cancel or fail to place anticipated orders, our manufacturing facilities may operate below expected utilization levels, which could adversely affect our operational efficiency and profitability.

Further, we make significant decisions, including determining the levels of business that we will seek and accept, production schedules, personnel requirements and other resource requirements, based on our estimates of customer orders. The changes in demand for end-use of products manufactured by us could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and lead to over production and utilization of our manufacturing capacity for a particular product. The requirements of our customers may not be restricted to one type of product and therefore variations in demand for certain types of products also require us to make certain changes in our manufacturing processes thereby affecting our production schedules. This may lead to over production of certain products and under production of some other products resulting in a complete mismatch of capacity and capacity utilization which may lead to over or under absorption of fixed costs. Conversely, if actual customer demand exceeds our expectations or available production capacity at any facility, including facilities operating at high utilization levels, we may be unable to increase production in a timely manner, which could result in delays in execution, loss of business opportunities, increased operating costs or reduced customer satisfaction. Any such mismatch leading to over or under utilization of our manufacturing facilities, or any inability to maintain adequate manufacturing capacity to meet customer requirements, could adversely affect our business, results of operations, cash flows and financial condition.

21. We engage third-party laboratories for bioavailability and bioequivalence studies including clinical trials. Any failure by these laboratories to perform their obligations, maintain requisite regulatory approvals, comply with applicable regulatory standards or complete studies within anticipated timelines could delay or prevent regulatory approvals for our product candidates and adversely affect our business, financial condition and results of operations.

The development and regulatory approval of our product candidates is an inherently lengthy, costly and uncertain process. We depend on third party laboratories to conduct bioavailability and bioequivalence studies including clinical trials for our new products and expect to continue to do so. While we rely on such laboratories for the successful execution of these studies, we do not control many aspects of their activities. Further, regulatory approvals of our products are contingent upon such laboratories maintaining required approvals, including those from regulatory authorities such as the USFDA, and any failure by them to maintain such approvals of their laboratories may adversely impact our product approval status and timelines.

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Expense towards third party laboratories	262	1.98%	192	1.86%	274	3.13%

Note: Includes clinical, analytical charges and laboratory expenses recognised as R&D expenses

In order to obtain the requisite regulatory approvals for our product candidates, we are required to demonstrate, through such studies, that each product candidate meets the applicable standards of bioequivalence, efficacy and safety prescribed by the relevant regulatory authorities. The relevant regulatory authority may, at any stage, determine that our applications or supporting data are inadequate, require additional studies to be conducted, or revise the standards that our product candidates are required to meet. There can be no assurance that such studies will be completed within anticipated timelines and cost or that the results of such studies will be sufficient to support regulatory approval.

We enter into agreements with such laboratories for the conduct of these studies, which typically remain in force until completion of the specified services. Our responsibilities under these agreements include protocol review, supply of investigational products (including intellectual property), provision of study-related documentation and indemnification of such laboratories against certain third-party claims arising in connection with the investigational product or intellectual property, among others. Certain agreements also contain change of control provisions that may require consultation with the relevant laboratory regarding the continuation or operation of the agreement following such change in control. Any adverse outcome arising from such provisions could affect our ability to continue the relevant arrangements on existing terms or at all.

Such laboratories may fail to complete studies within agreed timelines, may not comply with applicable protocols or regulatory requirements, or may lose requisite regulatory approvals of their laboratories. In addition, the conduct and outcome of such studies may be uncertain and may be delayed, suspended or prolonged due to factors such as negative or inconclusive study results, safety or tolerability concerns, changes in regulatory requirements or guidelines, delays in obtaining necessary approvals, or challenges in enrolling a sufficient number of suitable study participants. Further, the results of early-stage studies may not be predictive of the results of later-stage studies, and failure to satisfy regulatory requirements can occur at any stage of the development process.

Third-party laboratories engaged by us to conduct bioavailability and bioequivalence studies are subject to inspections and audits by regulatory authorities, and any adverse observations, findings or regulatory actions relating to such laboratories may adversely affect the status of approvals obtained on the basis of studies conducted by them. In the past, the USFDA revised the therapeutic equivalence rating of one of our approved products from "AT" to "BX" following observations arising from its inspection of a bioequivalence centre that had conducted the relevant study. As products assigned with a "BX" rating are not considered therapeutically equivalent to the reference listed drug and are not automatically substitutable at the pharmacy level, the affected product experienced a decline in sales, although such revision did not have a material adverse effect on our overall revenue from operations. We have since qualified an alternative laboratory and submitted a comparable bioequivalence study to the USFDA, which remains under review. There can be no assurance that such submission will be approved, or approved within the timelines anticipated by us, or that similar observations, findings or regulatory actions relating to third-party laboratories engaged by us will not arise in the future and result in the suspension, revision, withdrawal or other adverse impact on approvals or regulatory status of our products.

Any such delay, prolongation or failure may increase our development and filing timelines and development costs, extend the timeline for regulatory approval and commercialization of our product candidates, impair our ability to generate revenue from such product candidates and adversely affect our competitive position. If such laboratories fail to perform their obligations or maintain required approvals in the future, the development, approval and commercialization of our products may be delayed or prevented, or we may be subject to regulatory action, which could adversely affect our business, results of operations, cash flows and financial condition.

22. Our success depends in large part upon our Promoter, KMPs, Senior Management and certain other employees and our inability to attract, train and retain such persons could adversely affect our business, financial condition, cash flows, results of operations and prospects.

Our ability to sustain our rate of growth depends upon our ability to manage key issues such as selecting and retaining our management team, our Promoter, KMPs, Senior Management and other members of senior management for developing managerial experience, upskilling our employees, addressing emerging workforce challenges, and ensuring a high standard of customer service. In particular, our research and development operations are dependent on a highly skilled and experienced workforce comprising scientists and technical personnel with specialised domain expertise, and our continued ability to research and develop new products is closely linked to our ability to attract and retain such qualified personnel. Further, certain members of our Senior Management are engaged pursuant to contractual arrangements.

In order to be successful, we must attract, train, motivate and retain experienced industry professionals related to manufacturing, R&D, commercial and other management professionals, and highly skilled employees who are instrumental to the success of our business and on whom our business model heavily relies.

Set out below are details of our attrition for KMPs, Senior Management and permanent employees for the years indicated:

Particulars	Fiscal		
	2026	2025	2024
Total number of KMPs	1	1	1
Attrition rate of KMPs (%)	0.00%	0.00%	0.00%
Total number of Senior Management (other than KMPs)	14	14	13
Attrition rate of Senior Management (other than KMPs) (%)	7.14%	14.81%	7.69%
Total number of permanent employees	1,695	1,449	1,278
Attrition rate of permanent employees (%)	27.16%	31.10%	32.87%

Note: Attrition rate (%) is calculated as the number of permanent employee exits divided by average number of permanent employees during the fiscal year.

We face intense competition for qualified personnel with relevant industry expertise both in India and outside India and no assurance can be given that we will be successful in hiring or retaining appropriately qualified people. If we are unable to attract or retain such personnel, including our R&D and technical teams, our ability to execute our product development pipeline, maintain innovation capabilities and support our business verticals could be impaired, which may adversely affect our growth and revenue. Further, recruiting new employees who require training tailored to our business and business operations, as well as providing training to our existing employees on our internal policies, procedures, controls and risk management frameworks, could be costly, in terms of time, money and resources. In addition, we may be required to increase our levels of employee compensation more rapidly than in the past in order to remain competitive in retaining existing employees or attracting new employees that our business requires.

Hiring and retaining qualified and skilled employees is critical to the future of our business and our business model, which depends on our people-led operations. Our inability to attract and retain talented professionals, or the resignation or loss of our KMPs, may have an adverse impact on our business, reputation and future financial performance. There can be no assurance that we will be able to continue to retain such personnel or identify and recruit suitable replacements in a timely manner or on acceptable terms.

23. We are exposed to counterparty credit risk and our inability to collect receivables from our customers or default or delays in payment by them could adversely affect our business, results of operations, cash flows and financial condition.

Our business depends on our ability to successfully collect payment from our customers for the products sold by us. Set out below are details of our trade receivables and expected credit loss for the years indicated:

Particulars	As of and for the financial year ended March 31		
	2026	2025	2024
Trade receivables (in ₹ million)	7,286	4,901	4,255
Trade receivable days (in days)[(1)]	144	133	143
Trade receivables turnover ratio[(2)]	2.54	2.74	2.55
Allowance for expected credit loss (in ₹ million)	18	4	2

Notes:
[(1)] *Trade receivable days is calculated as trade receivables divided by revenue from operations multiplied by 365.*
[(2)] *Trade receivables turnover ratio is calculated as revenue from operations divided by trade receivables.*

There can be no assurance that we will be able to accurately assess the creditworthiness of our customers and will be able to collect the dues in time. Macroeconomic conditions could also result in financial difficulties for our clients, including limited access to the credit markets, insolvency or bankruptcy. We may experience losses in the event our other customers are unable to pay. As a result, while we maintain an allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate. While there have been no material instances of bad debts or write offs in Fiscals 2026, 2025 and 2024, there can be no assurance that we would not have any bad debts in the future. Any occurrence of delays or default in payment obligations by our customers in the future could adversely affect our business, results of operations, cash flows and financial condition.

24. Our Subsidiaries, Encube Ethicals, Inc, Tioga Research, Inc and EnZen Therapeutics, Inc have incurred losses and witnessed negative operating cash flows (on a standalone basis) in the past.

Our Subsidiaries, Encube Ethicals, Inc, Tioga Research, Inc and EnZen Therapeutics, Inc, have, on a standalone basis, incurred losses and witnessed negative operating cash flows in the past, details of which are set out below for the years indicated:

Particulars	Fiscals		
	2026	2025	2024
	(USD million)		
Encube Ethicals, Inc			
Profit/(loss) before tax	3	(1)	(10)
Net cash generated from operating activities	2	1	1
Tioga Research, Inc			
Profit/(loss) before tax	(1)	(1)	(1)
Net cash generated (used in) operating activities	(0)	(0)	(1)
EnZen Therapeutics, Inc			
Profit/(loss) before tax	(1)	(1)	0
Net cash generated (used in) operating activities	(0)	(0)	(1)

Further, set out below are details of the net worth of our Subsidiaries, Encube Ethicals, Inc, Tioga Research, Inc and EnZen Therapeutics, Inc, as of the dates indicated:

Particulars	As of March 31,		
	2026	2025	2024
Encube Ethicals, Inc (USD million)	(6)	(9)	(8)
Tioga Research, Inc (USD million)	(3)	(2)	(1)
EnZen Therapeutics, Inc (USD million)	(4)	(4)	(3)

Our Company may be required to avail loans which may be secured by our assets, to fund the operations of our Subsidiaries in the future. These investments and loans extended to them may eventually be written-off, which could subject us to additional liabilities and could have an adverse effect on our profitability and financial condition. We may also be required to furnish guarantees to secure the financial obligations of our Subsidiaries and in the event that any corporate guarantees provided by us are invoked, we may be required to pay the amount outstanding under such facilities availed, resulting in an adverse effect on our business, cash flows and financial condition. Set out below are details of SBLC backed guarantees provided by our Company to Encube Ethicals, Inc as of the dates indicated:

Particulars	As of March 31,		
	2026	2025	2024
SBLC backed guarantee given by the Company to Encube Ethicals, Inc (₹ million)	1,988	1,883	1,584

Further, the value of our investments in our Subsidiaries may decline due to operational, financial, market or other factors. While we assess the recoverability of such investments and recognize provisions where required, there can be no assurance that such provisions will be sufficient to cover any future diminution in value, which could adversely affect our profitability, net worth and financial condition.

25. Our approved products are subject to ongoing regulatory obligations and continued oversight by regulatory authorities. Failure to comply with such obligations, or the emergence of previously unknown safety or efficacy concerns, could result in significant penalties, restrictions on our products or the withdrawal of regulatory approvals, which could materially and adversely affect our business, results of operations, cash flows and financial condition.

The receipt of regulatory approval for any of our products does not eliminate the extensive regulatory obligations to which such products remain subject on an ongoing basis. Approved products are subject to continuing requirements in relation to manufacturing processes, quality control, labeling, packaging, distribution, storage, import, export, advertising, promotion, adverse event reporting and recordkeeping, as prescribed by the applicable regulatory authorities in the jurisdictions in which we operate. The manufacturing facilities at which our products are produced are also subject to periodic inspections by the relevant regulatory authorities for continued compliance with current good manufacturing practices and other applicable standards. See "- *We are subject to strict technical specifications and quality requirements, and our manufacturing facilities are subject to periodic inspections and audits by regulatory authorities and our customers. Any manufacturing and/or quality control failure may subject us to regulatory action and/or termination of customer contracts any of which could have an adverse effect on our reputation, business, results of operations, cash flows and financial condition*" on page 24. In addition, the regulatory authorities retain significant post-approval authority, including the power to require changes to approved labeling based on new safety information, mandate post-marketing studies or clinical trials to evaluate emerging safety risks, impose distribution restrictions or other conditions on the use of approved products, and in certain cases, require the withdrawal of products from the market. Any regulatory approvals that we obtain may also be

subject to limitations on approved indications, conditions of approval or requirements for potentially costly post-marketing testing and surveillance to monitor the safety and efficacy of our products.

If we fail to comply with applicable post-approval regulatory requirements, or if previously unknown safety or efficacy concerns are identified in connection with any of our approved products, we could face a range of adverse consequences, including revisions to approved labeling, imposition of additional post-marketing studies or distribution restrictions, suspension or revocation of regulatory approvals, product recalls or withdrawals from the market, import or export restrictions, fines, warning letters, holds on clinical studies, injunctions, or the imposition of civil or criminal penalties.

Regulatory authorities may also take action in respect of matters relating to the marketing, promotion, labelling or regulatory status of approved products, or in connection with studies supporting such products. For instance, the United States Department of Justice ("**DOJ**") is investigating whether our Material Subsidiary, Encube Ethicals Inc, caused false claims to Medicare by shipping a product with "Rx" labelling despite the reference listed drug having switched to an "OTC" label. A civil investigate demand dated May 9, 2023, sought documents, interrogatories, and information on the labelling transition, shipments, purchasers, and public materials referring to the product as "Rx Product Only". No further action has been taken by the DOJ as of the date of this Draft Red Herring Prospectus and the matter is currently pending. Also see "- *Outstanding Litigation and Material Developments - Litigation involving our Subsidiaries – Litigation against our Subsidiaries - Actions taken by regulatory and statutory authorities*" on page 404. In addition, the USFDA revised the therapeutic equivalence rating of one of our approved products from "AT" to "BX" following observations arising from its inspection of a bioequivalence centre that had conducted the relevant study. As products assigned a "BX" rating are not considered therapeutically equivalent to the reference listed drug and are not automatically substitutable at the pharmacy level, the affected product experienced a decline in sales, although such revision did not have a material adverse effect on our overall revenue from operations. We have since qualified an alternative laboratory and submitted a comparable bioequivalence study to the USFDA, which remains under review. There can be no assurance that the outcome of the CID, the pending submission to the USFDA or any future regulatory review, investigation, inspection, audit, finding or action will not result in restrictions, penalties, labelling changes, limitations on commercialization, revisions to the regulatory status of our products or other adverse consequences.

Any such action, whether arising from our operations, our products, our manufacturing facilities, third-party laboratories engaged by us, or otherwise, could adversely affect our reputation, business, results of operations, cash flows and financial condition.

26. Our business is capital intensive and we have incurred indebtedness. Further, our lenders have created charges over our movable and immovable properties in respect of finance availed by us. Our inability to obtain further financing or meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations, cash flows and financial condition.

Our operations require us to continuously develop new products and enhance our manufacturing capabilities, which makes our business capital intensive. In addition, we intend to expand our operations over the next few years. For details of our expansion plans, see "*Our Business – Key Growth Strategies*" on page 236. We fund a portion of our capital expenditure needs through debt financing. For further details on the nature of our outstanding borrowings, see "*Financial Indebtedness*" on page 400.

Set out below are details of our indebtedness, as of and for the years indicated:

Particulars	As of and for the financial years ended March 31,		
	2026	2025	2024
Total borrowings (non-current and current borrowings) (₹ million) (A)	2,217	2,305	2,281
Borrowing costs (₹ million)	121	145	154
Total equity (₹ million) (B)	19,123	14,929	12,412
Total borrowings to total equity ratio (C = A/B) (in times)	0.12	0.15	0.18
Interest coverage ratio (in times) [(1)]	50	24	15
Debt service coverage ratio [(2)]	16	7	14

Note:

[(1)] Interest coverage ratio is calculated as EBIT divided by borrowing cost. EBIT is calculated as the aggregate of restated profit before tax and finance costs for the relevant fiscal. Borrowing cost is calculated as interest expense for borrowings plus guarantee charges.

[(2)] Debt service coverage ratio is calculated as EBIT divided by (borrowing cost plus principal repayment of borrowings). EBIT is calculated as the aggregate of restated profit before tax and finance costs for the relevant fiscal.

Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to generate sufficient cash flows to service such debt. Any additional indebtedness we incur may have significant consequences, including,

requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions. Further, a portion of our borrowings may be subject to floating or variable interest rates. Any increase in prevailing interest rates could increase our finance costs and debt servicing obligations, which may adversely affect our profitability, cash flows and results of operations.

We have provided security in respect of loans/ facilities availed by us from banks and financial institutions by creating a charge over our movable and immovable properties. In the event we default in repayment of the loans/ facilities availed by us and any interest thereof, our assets may be subject to forfeiture by lenders, which in turn could have significant adverse effect on our business, financial condition, cash flows and results of operations. While we have not faced any instances of delayed payment to our bankers/financers in Fiscals 2026, 2025 and 2024, there can be no assurance that these instances will not occur in the future.

Certain of our financing arrangements include conditions that require us to obtain respective lenders' consent or intimate them prior to carrying out certain activities and entering into certain transactions including but not limited to altering our capital structure/shareholding pattern, effecting any scheme of amalgamation or reconstruction, effecting any change in the management or operating structure of our Company, and expansion of any of our existing business or operations. While we have not faced any instances of difficulties to obtain further financing or breach of covenants of our financing agreements that led to any adverse effect on our business or operations in Fiscals 2026, 2025 and 2024 and we have obtained necessary consents from our lenders for the Offer, there can be no assurance that these instances will not occur in the future. A failure to observe the covenants under our financing arrangements or to obtain necessary waivers may also lead to, among others, the termination of our credit facilities and acceleration of amounts due under such facilities.

27. Regulatory scrutiny of settlement arrangements between manufacturers of innovator and generic pharmaceutical products could expose us to antitrust claims and adversely affect our business, results of operations, cash flows and financial condition.

In the ordinary course of our business, we may from time to time be involved in patent litigation with innovators or other pharmaceutical companies in connection with our generic product candidates and may enter into settlement arrangements to resolve such disputes. Settlement agreements between innovator and generic pharmaceutical companies, including agreements involving payments or other consideration from the innovator company to the generic company (commonly referred to as "reverse payment" settlements), are subject to increasing regulatory and judicial scrutiny in several jurisdictions. In certain jurisdictions, including the United States, companies may be required to file such settlement arrangements with regulatory authorities such as the FTC and the Department of Justice for review, and such authorities may scrutinise or challenge arrangements that they consider anti-competitive or in restraint of trade.

Judicial precedents have held that such settlement agreements are not immune from antitrust scrutiny and may be assessed under a "rule of reason" standard, increasing the risk of liability depending on the facts and circumstances of each case. In certain jurisdictions, companies may be required to file such settlement agreements with the relevant competition or regulatory authorities for review, and such authorities may challenge arrangements that they consider to be anti-competitive or in restraint of trade. Courts and regulatory authorities in various jurisdictions have held that certain categories of such settlement agreements may violate applicable competition and antitrust laws and have applied varying standards of review to assess their legality. In addition to actions initiated by governmental authorities, private parties, including direct and indirect purchasers of pharmaceutical products, have increasingly commenced litigation against innovator and generic pharmaceutical companies alleging that such settlement arrangements violate competition laws and have caused harm to consumers. Regulatory actions by authorities such as the FTC, as well as increased private litigation, have led to heightened scrutiny and enforcement risk in relation to such arrangements.

Any investigation, claim or proceeding arising out of or in connection with our settlement arrangements, whether initiated by a governmental authority or a private party, could be expensive and time-consuming to defend, could divert management attention and resources, and could result in significant monetary liability or restrictions on our business practices. While we have not been subject to any material regulatory action or antitrust proceeding in connection with any settlement arrangement in the past, there can be no assurance that we will not face such actions or claims in the future, and any adverse outcome in such matters could materially and adversely affect our business, reputation, financial condition and results of operations.

28. Any inability to maintain and grow our "Soframycin" brand could adversely affect our India Branded Formulations business vertical which in turn could affect our overall business, results of operations, cash flows and financial condition.

We initiated our consumer healthcare franchise within our India Branded Formulations business vertical through the acquisition of the "*Soframycin*" brand in Fiscal 2022. Set out below are details of revenue generated by Soframycin for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Revenue generated by Soframycin	557	3.01%	528	3.93%	586	5.40%

Maintaining and enhancing the recognition and reputation of our "*Soframycin*" brand is critical to our business and competitiveness. This may require us to make substantial investments, including television and digital marketing campaigns. Our investments in marketing our brands may not be successful and may be affected if such investments and initiatives are not appropriately timed with market opportunities or are not effectively brought to market. Set out below are details of our advertising and business promotion expense for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Advertising and business promotion expense	113	0.85%	142	1.37%	33	0.38%

Note: Advertising and business promotion expense is incurred across our three business verticals and are not limited to the "Soframycin" brand. While a substantial portion of such expenses is attributable to the "Soframycin" brand, the amounts presented include expenditure relating to our other products and business operations.

If our marketing activities fail to yield the intended results, or we fail to control the misuse of our brand or maintain or enhance our brand recognition and reputation or increase positive awareness of our services, our business, financial condition, cash flows and results of operations may be adversely affected

We may also be subject to media reports that result in negative publicity. While we have not faced any negative publicity in Fiscals 2026, 2025 and 2024 that led to any material adverse impact on our business and operations, there can be no assurance that any such negative publicity in the future will not result in damage to our brand or reputation, which in turn could adversely affect our business, results of operations and financial condition.

Any adverse regulatory action, including restrictions on the formulation, sale or marketing of products under the "*Soframycin"* brand, or measures such as product recalls or withdrawal of products following customer complaints or adverse events, could have a disproportionate impact on our India Branded Formulations business vertical, which could in turn materially adversely affect our business, results of operations, cash flows and financial condition. We have not been subject to any regulatory action, product recall or legal proceeding in relation to the "*Soframycin*" brand in Fiscals 2026, 2025 and 2024. However, there can be no assurance that any such regulatory action, product recall, legal proceeding or other adverse event will not occur in the future or that any such occurrence will not adversely affect our business, results of operations, cash flows and financial condition.

In addition to the "*Soframycin*" brand, we acquired certain other brands, including "*Sofradex*", "*Sofracort*" and "*Sofra-Tulle*". We may in the future decide to undertake marketing, promotional, distribution or other commercialisation initiatives in relation to these brands and may be required to incur additional expenditure and deploy management and operational resources for such purposes. There can be no assurance that any such investments or initiatives, if undertaken, will achieve the anticipated benefits or generate the expected returns, and any failure to successfully commercialize these brands could adversely affect our business, results of operations, cash flows and financial condition.

While the liability arising out of products released prior to the closing date of our acquisition of the "*Soframycin*", "*Sofradex*", "*Sofracort*" and "*Sofra – Tulle*" brands (including any product recalls) has been retained by Sanofi (who is required to indemnify the Company of the losses arising out of such liability), any liability incurred for products released or recalled prior to such date could adversely affect our business, results of operations, cash flows and financial condition.

Further, third parties could pass off their own products as our generic products, including counterfeit products. For instance, certain entities could imitate our brand name, packaging materials or attempt to create look-alike generic drug products. While we have not faced any such instance in Fiscals 2026, 2025 and 2024 that led to any material adverse impact on our business and operations, any such counterfeits products and the time and attention lost in defending claims and complaints in relation to counterfeit products could have an adverse effect on our reputation, business, results of operations, cash flows and financial condition.

29. We are subject to anti-kickback, false claims, fraud and abuse and data protection laws. Any failure to comply with such laws may adversely affect our business, results of operations, cash flows and financial condition.

We are subject to various foreign, federal and state laws pertaining to foreign corrupt practices and healthcare fraud and abuse, including anti-kickback, marketing and pricing laws ("**Anti-kickback laws**"). In the United States, many of our Global Generics products are reimbursed under federal and state healthcare programs such as Medicare, Medicaid and TriCare, as well as state pharmaceutical assistance programs, while a majority of patients are also covered by private insurance carriers. These laws, and similar laws in other jurisdictions, may impact, among other things, our sales and marketing programs and any patient support programs that we may offer.

The laws applicable to us include, among others, the U.S. federal anti-kickback statute ("**Anti-Kickback Statute**"), which prohibits knowingly and willfully offering, paying, soliciting or receiving any remuneration, directly or indirectly, to induce or reward referrals or the purchase, lease or recommendation of goods or services reimbursable under a federal healthcare program. The scope of "remuneration" is interpreted broadly and includes anything of value, and liability may arise even without actual knowledge of the statute or specific intent to violate it. Violations of the Anti-Kickback Statute may constitute felonies and may also form the basis of liability under the federal criminal and civil False Claims Act ("**FCA**").

The federal criminal and civil FCA prohibit, among others, knowingly presenting or causing to be presented false or fraudulent claims for payment to government healthcare programs. The civil FCA also extends to acts undertaken with deliberate ignorance or reckless disregard of the truth and includes a whistleblower mechanism (qui tam actions), which permits private individuals to bring claims on behalf of the government and share in any recoveries. Each claim submitted for reimbursement may constitute a separate violation.

Further, violations of the Anti-Kickback Statute or the FCA may lead to additional consequences, including exclusion from participation in federally funded healthcare programs. There are also penalties associated with failure to return overpayments or making false statements to avoid payment obligations to the government.

We are also subject to provisions of the Health Insurance Portability and Accountability Act of 1996, as amended ("**HIPAA**"), which establish criminal liability for schemes to defraud healthcare benefit programs and impose requirements relating to the privacy, security and transmission of individually identifiable health information by covered entities and their business associates.

In addition, we are subject to state and non-U.S. laws analogous to the above, which may be broader in scope and may apply irrespective of the payer, including private insurers. Certain state laws impose additional requirements, including compliance with industry codes and obligations to make marketing or pricing disclosures, and there may be ambiguities in the interpretation of such requirements.

Given the breadth of these laws and the limited availability of statutory exceptions and safe harbours, certain of our business practices, including interactions with physicians or provision of free samples within our Global Generics business vertical, may be subject to scrutiny or challenge. Further, any non-compliance by third parties with whom we do business could also expose us to risks. Ensuring compliance with these laws requires significant costs and resources.

For instance, the DOJ is investigating whether our Material Subsidiary, Encube Ethicals Inc caused false claims to Medicare by shipping a product with "Rx" labelling despite the reference listed drug having switched to an "OTC" label. A civil investigate demand dated May 9, 2023, sought documents, interrogatories, and information on the labelling transition, shipments, purchasers, and public materials referring to the product as "Rx Product Only". No further action has been taken by the DOJ as of the date of this Draft Red Herring Prospectus and the matter is currently pending. Also see "- *Outstanding Litigation and Material Developments - Litigation involving our Subsidiaries – Litigation against our Subsidiaries - Actions taken by regulatory and statutory authorities*" on page 404.

There can be no assurance that our practices will not be challenged by regulatory authorities. If any such actions are instituted against us and we are not successful in defending them, we may be subject to civil, criminal or administrative penalties, including fines, damages, disgorgement, contractual liabilities, exclusion from government healthcare programs,

reputational harm and curtailment of operations, which could adversely affect our business, results of operations, cash flows and financial condition.

30. We depend on certain third-party distributors, carrying and forwarding agents, logistics providers and other intermediaries for the sale and distribution of our products. Any disruption in these arrangements, or any failure by such parties to effectively perform their obligations, could materially and adversely affect our business, results of operations, cash flows and financial condition.

Our India Branded Formulations business vertical is supported by a distribution network of over 450,000 retailers, 11 carrying and forwarding agents ("**CFAs**"), over 2,500 distributors and a dedicated sales and marketing team of over 178 personnel (including a third-party field force of 143 members) as of March 31, 2026. Further, we utilize third-party logistics ("**3PL**") providers in our Global Generics business vertical that undertake receipt, storage, packaging and dispatch of products on our behalf in the United States. Set out below are details of our expenses towards our distributors for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Transport, freight and forwarding expense	1,174	8.88%	808	7.82%	598	6.83%

Our ability to maintain and grow the reach of our products is significantly dependent on the effectiveness, reliability and continued engagement of this distribution network. We do not have exclusive arrangements with our distributors, CFAs, 3PLs or other intermediaries, and they are free to distribute products of our competitors, including pharmaceutical companies that may have greater brand recognition, broader product portfolios and more significant financial resources than us. If our competitors offer more favorable terms or greater incentives to our distributors, CFAs, 3PLs or other intermediaries, such intermediaries may choose to prioritize the promotion and distribution of competing products over our products, which could adversely affect the demand for and sales of our products.

Any disruption in our distribution arrangements, whether as a result of the failure to renew or maintain relationships with existing distributors, CFAs, 3PLs or other intermediaries, the inability to timely identify and appoint replacement or additional intermediaries, reduction, delay or cancellation of orders, or disruptions in the delivery of our products to end consumers, could result in fluctuations or declines in our revenue and could have a material adverse effect on our business, results of operations, cash flows and financial condition.

In addition, we depend on third-party transportation and logistics service providers for the movement of raw materials and packaging materials to our manufacturing facilities and for the shipment of finished products to our distributors, customers and overseas warehouses. A substantial portion of our products is shipped from India to customers and third-party warehouses in the United States and other overseas markets, and our supply chain is accordingly exposed to disruptions in international shipping. We have experienced such disruptions in the past, including as a result of geopolitical conditions affecting shipping routes, port congestion and labour actions at ports, which have resulted in longer transit times and increased freight costs. While these disruptions have not had a material adverse effect on our business or results of operations, in part because we maintain higher levels of finished goods inventory at our warehouses in the United States in order to mitigate the effects of transit delays, there can be no assurance that such measures will be adequate in the future. Further, transportation and logistics disruptions, including those arising from geopolitical developments, port congestion, labour actions, accidents, natural disasters, capacity constraints, delays, losses or damage in transit, may adversely affect our ability to meet customer requirements, increase our logistics costs and otherwise adversely affect our business, results of operations, cash flows and financial condition.

Further, as we expand into new geographies or market segments, we may need to establish relationships with new distribution partners, and there can be no assurance that we will be able to do so on commercially acceptable terms or in a timely manner. Any failure to effectively manage and expand our distribution network could limit our ability to grow our business and could materially and adversely affect our business, results of operations, cash flows and financial condition. While we have not had any material disagreements with our intermediaries or any disruption in our distribution network in Fiscal 2026, 2025 and 2024 that led to a material adverse impact on our business and operations, there can be no assurance that such instances will not occur in the future.

31. An inability to grow our business in additional geographic regions or international markets could have an adverse impact on our business, results of operations, cash flows and financial condition and prospects.

As of March 31, 2026, we have widespread operations in India and internationally in 50 countries. We intend to further expand and diversify into new geographies (domestic and international). For instance, we intend to expand our Global Generics front-end operations in the United Kingdom and Germany. For more details on our business strategies, see "*Our Business — Key Growth Strategies"* on page 236. However, we cannot assure you that we will be able to successfully implement our expansion plans or grow our business as planned. Our expansion plans may subject us to various risks such as cost overruns or delays for various reasons, including, our financial condition, changes in business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations, taxes and duties, working capital margin and other external factors which may not be within the control of our management. Any delay in implementing our expansion plans could lead to revenue loss for our Company.

Infrastructure and logistical challenges in addition to the advancement of research and development in the pharmaceutical industry and changing customers' preferences may prevent us from expanding our presence. If we are unable to grow our business in these new markets effectively, our business prospects, results of operations, cash flows and financial condition may be adversely affected. While we have not faced any instances of difficulties to grow our business in additional geographic regions or international markets that led to any adverse effect on our business or operations in Fiscals 2026, 2025 and 2024, there can be no assurance that such instances will not occur in the future.

Further, expansion into new international markets is important to our long-term prospects. Competing successfully in international markets requires additional management attention and resources to tailor our services to the unique aspects of each new country. We may face various risks, including legal and regulatory restrictions and increased advertising and brand building expenditure in addition to our limited experience with such markets and currency exchange rate fluctuations. These and other risks, which we do not foresee at present, could adversely affect any international expansion or growth, which could have an adverse effect on our business, results of operations, cash flows and financial condition and prospects.

32. There are outstanding litigation against our Company, Directors, Promoter, Subsidiaries, Key Managerial Personnel, and Senior Management. An adverse outcome in any of these proceedings may affect our reputation and standing and impact our future business and could have a material adverse effect on our business, results of operations, cash flows and financial condition.

As of the date of this Draft Red Herring Prospectus, we are involved in certain civil, tax, regulatory and criminal legal proceedings which are pending at different levels of adjudication before various courts, tribunals, forums and appellate authorities. Decisions in proceedings adverse to our interests may have a significant adverse effect on our business, financial condition, cash flows and results of operations. In relation to tax proceedings, in the event of any adverse outcome, we may be required to pay the disputed amounts along with applicable interest and penalty and may also incur additional tax incidence going forward.

A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Directors, our Promoter, our KMPs and our Senior Management, as disclosed in "*Outstanding Litigation and Material Developments"* on page 402, in accordance with the SEBI ICDR Regulations and the Materiality Policy as of the date of this Draft Red Herring Prospectus, is provided below:

Particulars	**Criminal proceedings**	**Tax proceedings**	**Actions by Statutory or regulatory authorities**	**Disciplinary actions including penalty imposed by SEBI or Stock Exchanges against our Promoter in the last five financial years**	**Material civil litigations**	**Aggregate amount involved* (₹ in million)**
Company						
By our Company	Nil	NA	N.A.	N.A.	Nil	Nil
Against our Company	Nil	37	Nil		1	1131
Directors (excluding our Promoter)						
By our Directors	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Directors	4[$]	Nil	Nil		Nil	Nil
Promoter						
By our Promoter	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Promoter	Nil	2	Nil	Nil	1	1
Subsidiaries						

Particulars	Criminal proceedings	Tax proceedings	Actions by Statutory or regulatory authorities	Disciplinary actions including penalty imposed by SEBI or Stock Exchanges against our Promoter in the last five financial years	Material civil litigations	Aggregate amount involved* (₹ in million)
By our Subsidiaries	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Subsidiaries	Nil	1	1		Nil	Negligible
Key Managerial Personnel (excluding our Directors and Promoter)						
By our Key Managerial Personnel	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against our Key Managerial Personnel	1	N.A.	Nil		N.A.	Nil
Senior Management (excluding our Key Managerial Personnel)						
By our Senior Management	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against our Senior Management	Nil	N.A.	Nil		N.A.	Nil

** To the extent quantifiable.*
$ These cases pertain to Sudarshan Jain, our Independent Director.
For further details, see "Outstanding Litigation and Material Developments" on page 402.

Further in relation to one of the taxation proceedings, our Company received an intimation of liability dated March 7, 2025 from DGGI under Section 74(5) of the CGST Act, read with Section 20 of the Integrated Goods and Services Tax Act, 2017 directing our Company to pay GST liability amounting to ₹984.22 million along with interest and penalty. For further details, see "*Outstanding Litigation and Material Developments- Litigation involving our Company- Litigation against our Company-Material tax litigation*" on page 403.

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

We cannot provide assurance that these legal proceedings will be decided in favour of our Company, Directors, Promoters, our Key Managerial Personnel and Senior Management or that no further liability will arise out of these proceedings. Decisions in such proceedings may have an adverse effect on our business, prospects, reputation, results of operations and financial condition.

If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current or long-term liabilities or reduce our cash and bank balance.

33. If any of our products cause, or are perceived to cause, adverse side effects, our business, results of operations, cash flows and financial condition could be materially and adversely affected.

Our business, financial condition and results of operations could be materially and adversely affected if any of our products are found to cause, or are perceived to cause, adverse side effects or other safety concerns, whether as a result of the inherent properties of the product, manufacturing defects, misuse by consumers or other factors, some of which may be beyond our control. In addition, determinations by regulatory authorities that products containing pharmaceutical ingredients similar to those used in our products may cause adverse side effects could also negatively impact the demand for and commercial viability of our products.

Any actual or perceived safety concerns relating to our products could result in a range of adverse consequences, including a decline in demand for and sales of the affected products, product recalls or withdrawals from the market, suspension or cancellation of regulatory approvals for the relevant products or manufacturing facilities, damage to our brand and reputation, and exposure to product liability claims, litigation, regulatory investigations and associated monetary liabilities, fines or sanctions. While no product recall or product liability claim against us resulted in a material adverse effect on our business or results of operations, in Fiscals 2026, 2025 and 2024, there can be no assurance that such events will not occur in the future. In addition, although we maintain product liability insurance, there can be no assurance that such insurance will be available on commercially acceptable terms, will continue to be available in sufficient amounts, or will be adequate to cover all liabilities that may arise in connection with claims relating to our products. Any such event, whether arising from actual or perceived adverse side effects, product quality concerns, product recalls, regulatory actions or product liability claims, could materially and adversely affect our business, results of operations, cash flows and financial condition.

34. If we are found to have promoted any of our products for uses not approved by the applicable regulatory authorities, we may be subject to significant penalties and liabilities, which could materially and adversely affect our business, results of operations, cash flows and financial condition.

The regulatory authorities in the jurisdictions in which we operate, particularly the United States, strictly regulate the promotional claims that may be made in respect of pharmaceutical products, and our products may only be promoted for the specific uses and indications approved by the relevant regulatory authority as reflected in the product's approved labeling. Although physicians may, in the exercise of their independent professional medical judgment, prescribe our products for uses that are not included in the approved labeling (commonly referred to as "off-label" uses), we are prohibited from promoting or marketing our products for any such unapproved uses. Regulatory authorities in various jurisdictions have increasingly enforced restrictions on off-label promotion, and any finding that we have engaged in the promotion of off-label uses of our products, whether directly or indirectly, could expose us to significant civil, criminal and administrative penalties, including monetary fines, consent decrees, corporate integrity agreements, permanent injunctions restricting our promotional activities, or other regulatory sanctions.

For instance, the DOJ is investigating whether our Material Subsidiary, Encube Ethicals Inc caused false claims to Medicare by shipping a product with "Rx" labelling despite the reference listed drug having switched to an "OTC" label. A civil investigate demand dated May 9, 2023, sought documents, interrogatories, and information on the labelling transition, shipments, purchasers, and public materials referring to the product as "Rx Product Only". No further action has been taken by the DOJ as of the date of this Draft Red Herring Prospectus and the matter is currently pending. Also see "- *Outstanding Litigation and Material Developments - Litigation involving our Subsidiaries – Litigation against our Subsidiaries - Actions taken by regulatory and statutory authorities*" on page 404. Any adverse finding or proceeding in this regard could result in significant monetary liability, restrictions on our business operations and reputational harm, all of which could materially and adversely affect our business, results of operations, cash flows and financial condition.

35. Reforms in the healthcare industry and the uncertainty associated with pharmaceutical pricing, reimbursement and related matters could adversely affect the marketing, pricing and demand for our products.

Our success will depend in part on the extent to which government and health administration authorities, private health insurers and other third-party payers will pay for our products. In many countries, including India, pharmaceutical prices are subject to regulation. Price controls operate differently in different countries and can cause wide variations in prices between markets. Currency fluctuations can aggravate these differences. The existence of price controls can limit the revenues we earn from our products. For example, in India, prices of certain pharmaceutical products are determined by the Drugs (Prices Control) Order, 2013 ("**DPCO**"), National Pharmaceuticals Pricing Policy, 2012 and the National List of Essential Medicines, 2015 promulgated by the Government of India and administered by the National Pharmaceutical Pricing Authority ("**NPPA**"). If a given pharmaceutical product falls within the DPCO, the product's price could be significantly lower than what its market price would be without such price restriction. Any changes to these prices stipulated by the DPCO, NPPA or other similar authorities, or the inclusion of other of our pharmaceutical products not currently within the DPCO, could have an adverse effect on our profitability.

For instance, our "*Soframycin*" portfolio, is currently subject to price controls under the DPCO. Accordingly, our ability to increase prices for such products may be limited and any further reduction in the ceiling prices prescribed by the NPPA, or expansion of price control measures applicable to such products, could adversely affect our revenues, profitability and margins. Any unforeseen changes in the regulatory environment in relation to prices of our products, or our inability to comply with the applicable regulatory requirements could adversely affect our business, financial condition, cash flows and results of operations.

In addition, a significant portion of our Global Generics business vertical is focused in the United States, where government authorities, healthcare administrators, pharmacy benefit managers, private health insurers and other third-party payors continue to implement measures aimed at reducing pharmaceutical spending. Any reduction in reimbursement levels, changes in formulary placement, increased utilization management requirements, or reductions in patient co-pay assistance and other affordability programs may reduce demand for, or utilization of, our products, increase pricing pressure and adversely affect our revenues and profitability.

The United States Inflation Reduction Act of 2022 ("**IRA**") introduced significant reforms to pharmaceutical pricing and reimbursement under Medicare. Among other measures, the IRA authorizes the U.S. Department of Health and Human Services ("**HHS**") to negotiate prices for certain high-expenditure pharmaceutical products reimbursed under Medicare Part D, with negotiated prices taking effect beginning in 2026, and Medicare Part B, with negotiated prices taking effect beginning in 2028. The IRA also imposes inflation-based rebates on certain pharmaceutical products whose prices increase

faster than inflation and redesigns certain Medicare Part D reimbursement mechanisms, including reducing beneficiary out-of-pocket costs. While the full impact of these measures on the pharmaceutical industry remains uncertain, such reforms may result in increased rebate obligations, reduced reimbursement levels, downward pricing pressure and lower profitability across the pharmaceutical supply chain, including for products marketed by us.

Further, beginning January 1, 2024, the cap on rebates payable under the Medicaid Drug Rebate Program was eliminated. As a result, pharmaceutical manufacturers may be required to provide higher rebates in certain circumstances, which may adversely affect profitability. In addition, federal and state authorities in the United States continue to consider or implement measures aimed at increasing pricing transparency, reducing pharmaceutical costs, facilitating importation of lower-cost pharmaceutical products and expanding rebate obligations. Any such measures, or any similar healthcare reforms, could adversely affect pricing, reimbursement, market access and demand for our products, which could materially and adversely affect our business, financial condition, cash flows and results of operations.

36. We have in the past entered into related party transactions and will continue to do so in the future. We cannot assure you that we could not have achieved more favourable terms had such transactions not been entered into with related parties, which may adversely affect our business and results of operations.

We have in the past entered into transactions with certain of our related parties and are likely to do so in the future, and there can be no assurance that such transactions in the future, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. Set out below are details of our related party transactions for years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Total related party transactions	169	0.91%	115	0.86%	88	0.81%

For details, see "*Summary of Related Party Transactions*" on page 89. All such related party transactions in Fiscals 2026, 2025 and 2024 have been conducted on an arm's length basis in accordance with applicable laws and have not been not prejudicial to the interest of our Company. While all related party transactions that we may enter into post-listing, will be subject to board or shareholders' approval, as necessary under the Companies Act and the Listing Regulations, we cannot assure you that we could not have obtained more favorable terms had such transactions been entered into with unrelated parties. Also see "*Restated Consolidated Financial Information – Note 33A - Related Party Transactions*" on page 349.

Transactions with our related parties could potentially involve conflicts of interest, as the interests of such entities and their shareholders may not align with the interests of our Company and our shareholders, particularly in relation to the negotiation of, and certain other matters related to, our transactions with such entities. Although related party transactions are subject to the governance and approval requirements prescribed under applicable law, such requirements may not entirely mitigate the risks associated with potential conflicts of interest. Further, there can be no assurance that our related party transactions will always be perceived to be on terms comparable to those that could have been obtained from unrelated parties, or that such transactions will not result in regulatory scrutiny, shareholder concerns or reputational risks. There can be no assurance that we will be able to address such conflicts of interest in the future.

37. Our business has grown rapidly in recent years, and we may not be able to successfully implement our growth strategies or sustain our rate of growth in the future.

We have experienced considerable growth in our business operations over the last few years. Set out below are details of certain other growth metrics for years indicated:

Particulars	As of and for the financial year ended March 31,		
	2026	2025	2024
Revenue from operations (₹ million)	18,487	13,448	10,859
Revenue from operations growth rate (%)	37.47%	23.84%	NA
ANDAs approved per year (count)	14	13	11
Cumulative ANDAs approved (count)	57	43	30

Notes:

1. *Revenue from operations is as appearing in the Restated Consolidated Financial Information*
2. *Growth in revenue from operations is calculated as revenue from operations for the relevant fiscal minus the revenue from operations for the corresponding previous fiscal as a percentage of revenue from operations for the corresponding previous fiscal*

3. The number of ANDAs approved by the USFDA in the relevant fiscal include (i) in-house ANDAs approved during the fiscal, and (ii) acquired ANDAs in the fiscal in which both (a) technology transfer to our facility is complete and (b) the USFDA approves the post-approval supplement adding the Company's facility as an approved manufacturing site. An acquired ANDA is counted here in the fiscal of such supplement approval, notwithstanding that the underlying ANDA was approved by the USFDA prior to acquisition.

The cumulative number of ANDAs approved by the USFDA as at the end of the relevant fiscal, determined on the same basis as "ANDAs approved per year" above

The success of our business depends on our ability to effectively implement our growth strategy. Achieving this growth will depend on various factors, including regulatory challenges, our capacity to identify industry trends and demands, competition from existing companies, maintaining effective quality control, and recruiting and training qualified personnel. Many of these factors are beyond our control, and there is no guarantee that we will succeed in executing our strategies.

The implementation of certain of our growth initiatives may require significant capital expenditure and investments in new manufacturing capabilities, infrastructure and technology. For instance, we are pursuing development and capability-building initiatives in adjacent dosage forms and product categories, including ophthalmic, otic and transdermal products, and may undertake additional investments in manufacturing infrastructure and capabilities to support such initiatives. Further, we continue to undertake investments in facilities and capabilities that are currently under development or ramp-up stages. Such projects may be subject to delays, cost overruns or other implementation challenges arising from factors including delays in obtaining statutory, environmental or regulatory approvals, delays in construction, procurement or installation of equipment, supply chain disruptions, contractor or vendor performance issues, labour shortages, inflation in construction or equipment costs, changes in project scope and unforeseen technical or operational challenges. Any material delay in commissioning such facilities or capabilities, failure to achieve targeted utilization levels, or any significant cost escalation may delay commercialization timelines, adversely affect the anticipated returns on such investments and require us to incur additional expenditure or obtain additional funding. As a result, we may not realize the expected benefits of such investments within the anticipated timeframe, or at all, which could adversely affect our business, results of operations, cash flows and financial condition. For details in relation to our strategies, see "*Our Business – Key Growth Strategies*" on page 236.

Our future growth will also hinge on expanding our sales network into new markets and geographies through different sales channels, which carries increased risks. We may encounter difficulties in hiring, training, and retaining qualified employees, as well as in sourcing reliable suppliers that meet our quality standards. Consequently, products introduced in new markets may be more costly to produce and distribute, potentially leading to longer timelines for achieving expected sales and profit levels compared to our existing markets.

Sustaining our rate of growth will place significant demands on our management and our operational, financial and other resources. Effectively managing future growth will depend on, among other things, our ability to successfully implement our growth strategies, expand and train our workforce, maintain and enhance our operational, financial and management information systems, strengthen our internal controls and efficiently manage our manufacturing, supply chain, regulatory and commercial operations. As our business continues to grow, we may face increasing challenges in maintaining operational efficiency, service quality and cost controls across our business verticals and geographies. There can be no assurance that our personnel, systems, procedures and controls will be adequate to support our anticipated growth or that we will be able to sustain our historical growth rates in the future. Failure to effectively manage our expansion could lead to increased costs, reduced profitability and adversely affect our business, results of operations, cash flows and financial condition. Further, there can be no assurance that we will achieve our business objectives, growth strategies or expansion plans within the expected timeframe or budget, or at all. Our inability to effectively manage our growth and implement our business strategies could materially and adversely affect our business, results of operations, cash flows and financial condition.

38. We have certain contingent liabilities as of March 31, 2026, which if they materialize, may adversely affect our business, results of operations, cash flows and financial condition.

The details of our contingent liabilities are set out below as of March 31, 2026 as per Ind AS 37 and set out in the Restated Consolidated Financial Information:

	As of March 31, 2026
	(₹ million)
Income tax	8
Sales tax liabilities	65
Custom duty	8
Total	**81**

Note: The United States Department of Justice (DoJ) is investigating whether our Material Subsidiary, Encube Ethicals Inc, caused false claims to Medicare by shipping a product with "Rx" labelling despite the reference listed drug having switched to an over the counter "OTC" label. A civil investigate demand dated May 9, 2023, sought documents, interrogatories, and information on the labelling transition, shipments, purchasers, and public materials referring to the product as "Rx Product Only". No further action has been taken by DoJ as on date, therefore no provision has been made under Contingent Liability.

Our contingent liabilities may become actual liabilities. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects. Further, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year or in the future. For further details of our contingent liabilities, see "*Restated Consolidated Financial Information - Note 26 – Commitments and Contingencies*" on page 342.

39. Any non-availability of contract workers at reasonable cost or any strikes, work stoppages or increased wage demands could lead to disruption in our manufacturing facilities and R&D facility, which could adversely impact on our business, financial condition, cash flows and results of operations.

We engage certain contract workers for our operations. In addition, we engage third-party personnel for certain support and commercial functions, including security services, hospitality services and portions of our sales operations for our India Branded Formulations business vertical. Set out below are details of contract workers engaged by us during the years indicated:

Particulars	As of and for the financial years ended March 31,		
	2026	2025	2024
Number of contract workers	982	936	835
Number of contract workers as a % of total workforce	34.82%	36.92%	37.49%
Labour work contract expense (₹ million)	171	141	107
Labour work contract expense as a % of total expenses	1.29%	1.36%	1.22%

Our operations are exposed to the risk of non-availability of skilled contract workers during periods of high demand in the labor market. There can be no assurance that we will have adequate access to a skilled contract worker workforce at reasonable rates or at all. Further, any disruption in the availability of personnel engaged through third-party service providers, including sales personnel supporting our India Branded Formulations business vertical, may adversely affect the continuity and effectiveness of the relevant functions. As a result, we may be required to incur additional costs to ensure continuity of production. The utilization of our workforce is affected by a variety of factors including our ability to forecast our production schedules and contract workers requirements. The success of our operations depends on the availability of labor and maintaining good relationships with our workforce. Shortage of skilled and unskilled personnel or work stoppages caused by disagreements with employees could materially and adversely affect our business and results of operations. Further, any inability of third-party service providers to recruit, retain or deploy sufficient personnel to support our requirements could result in operational disruptions, increased costs or reduced efficiency. If we are unable to employ contract workers at reasonable costs or manage the requirements of our workforce effectively, our business, financial condition, cash flows and results of operations may be adversely affected.

India has stringent labor legislations that protect the interests of workers. We are also subject to laws and regulations governing relationships with employees, in areas such as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating employees and work permits. Certain of our employees are currently associated with a labor union as of March 31, 2026 and it may become difficult for us to maintain flexible worker policies. While we have not experienced disruption in our business operations due to disputes with our workforce in Fiscals 2026, 2025 and 2024 that led to any material adverse impact on our business and operations, there can be no assurance that we will not experience such disruption in the future. Such disruptions may adversely affect our business and results of operations and may also divert our management's attention and result in increased costs.

40. We have significant water, power and fuel requirements and any disruption to water, power or fuel sources could increase our production costs and adversely affect our business, results of operations, cash flows and financial condition.

Our operations require substantial and uninterrupted amount of water, power and fuel. Water is a critical utility in our manufacturing processes, particularly in our formulations manufacturing facilities, where it is used extensively in production, cleaning, quality control and other operational activities. We source the power requirements for our manufacturing facilities and R&D facility mainly from the state electricity board. However, we cannot assure you that all our facilities will be operational during power failures. To battle electricity failures, we also deploy diesel generators to meet exigencies at our facilities. We source our fuel requirements through various suppliers of diesel, natural gas and

briquettes. In the event of disruption in the supply of natural gas, briquettes, diesel or other fuel sources, we may need to rely on alternative sources of fuel, which may not be available consistently or in sufficient quantities to meet our requirements. The cost of fuel from such alternate sources may be significantly higher, thereby adversely affecting our cost of production and profitability. Further, any shortage, interruption in supply, transportation disruption or increase in the prices of natural gas, briquettes, diesel or other fuel sources may increase our operating costs and adversely affect our manufacturing operations. We source our fuel requirements, mainly natural gas through various suppliers of natural gas.

Any disruption/ non availability of water, power or fuel or any failure on our part to arrange alternate sources of water, could adversely affect our business, results of operations, cash flows and financial condition. Set out below are details of our water charges and expenses towards power and fuel for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Power and fuel	303	2.29%	290	2.80%	232	2.65%
Water charges	7	0.05%	8	0.08%	6	0.07%

We are exposed to fluctuations in prices of water, power and fuel. Our inability to pass on any increased costs of water, power and fuel to the customers may adversely affect our profitability. While we have not faced any material interruption in water, power and fuel to our manufacturing facilities or R&D facility or any irregular or significant hike in tariff rates which we have been unable to pass on to customers and that led to any material adverse impact on our business and operations in Fiscals 2026, 2025 and 2024, there can be no assurance that these instances will not occur in the future.

41. There were certain instances of delays in payment of professional tax by us. Future delays in payment of statutory dues could attract financial penalties or other regulatory actions from the respective government authorities and in turn adversely affect our financial condition and cash flows.

During Fiscal 2025 and Fiscal 2024, due to certain administrative reasons, there was a delay in the payment of professional tax in Madhya Pradesh, details of which are set out below:

Particulars	Amount delayed (₹)	Number of instances	Number of days delay
Professional Taxes			
Fiscal 2025	180,983	11	3-66
Fiscal 2024	92,266	12	1-14

The table below sets forth the details of the professional tax paid by our Company, including in relation to our employees for the years indicated below:

Nature of payment	Fiscal					
	2026		2025		2024	
	Number of employees	Professional tax paid (₹)	Number of employees	Professional tax paid (₹)	Number of employees	Professional tax paid (₹)
Professional tax	2,188	1,352,334	1,923	1,079,033	1,710	895,841

While we have subsequently made payment of all pending statutory dues and adequate internal controls have been implemented to prevent such lapses from occurring in the future, we cannot assure you that such delays will not arise in the future or that we will not be subject to action by the authorities. Such delays could lead to financial penalties, fines or regulatory actions from the relevant government authorities in the future that could have a material adverse impact on our cash flows and financial condition.

42. Failure to accurately forecast customer demand could lead to excess inventories or inventory shortages, which could result in decreased operating margins and reduced cash flows and adversely affect to our business, financial condition, cash flows and results of operations.

Our business depends upon our ability to anticipate and forecast customer demand and trends and maintain an optimal level of inventory. Set out below are details of our inventories for the years indicated:

Particulars	Fiscal		
	2026	2025	2024
Inventories (in ₹ million)	4,406	4,065	2,526
Inventory days [(1)] (in days)	294	370	260
Inventory turnover ratio [(2)]	1.24	0.99	1.40

Notes:

[(1)] Inventory days is calculated as closing inventory divided by cost of goods sold multiplied by 365.

[(2)] Inventory turnover ratio is calculated as 365 divided by inventory days.
Cost of goods sold is Cost of material consumed plus purchase of stock in trade and changes in inventories of finished goods, work-in-progress and stock-in-trade.

Any error in such identification could result in either surplus inventories, which we may not be able to sell in a timely manner, or under stocking, which will affect our ability to meet customer demand. We typically plan our inventory based on the orders for our products received from customers. We plan our production and inventory levels substantially on the basis of forecasts provided by our customers. These forecasts are indicative and are revised by our customers from time to time to reflect market conditions, including competitive activity, switches between products and changes in regulatory requirements, and actual orders have varied, and may in future vary, from the forecasts provided to us. An optimal level of inventory is important to our business and requires prompt turnaround time and a high level of coordination across raw material procurement, manufacturers, suppliers, warehouse management and departmental coordination. While we aim to avoid under-stocking and over-stocking, our forecasts of the required stocks, may not always be accurate. While such variations have not had a material adverse effect on our business or results of operations in Fiscals 2026, 2025 and 2024, there can be no assurance that we will accurately anticipate customer demand in the future, and any failure to do so could result in excess or obsolete inventory or an inability to meet customer requirements, either of which could adversely affect our business, results of operations, cash flows and financial condition. If we fail to accurately forecast customer demand, we may experience excess inventory levels or a shortage of products available for sale.

In our India Branded Formulations and Global Generics business verticals, excess inventory may become difficult to sell as products approach the end of their shelf life, which could result in inventory write-offs or other losses. In addition, inventories may be required to be written down where their net realizable value falls below cost due to lower-than-anticipated demand, pricing pressures, product-specific factors, changes in market conditions, shelf-life considerations or other commercial factors. Further, under-stocking in our Global Generics business vertical may affect our ability to fulfil customer requirements and could expose us to supply-related penalties or other contractual liabilities. Any over-stocked and unsold inventory may have to be sold at a discount, leading to losses adversely impacting results of operations, profitability, cash flows and financial condition. Any inventory write-downs, write-offs or provisions for excess, slow-moving or obsolete inventory could adversely affect our profitability, cash flows and financial condition.

43. Our insurance coverage may not be sufficient or may not adequately protect us against risks and unexpected events, which may adversely affect our business, results of operations, cash flows and financial condition.

Our operations are subject to various risks inherent to the pharmaceutical industry including the manufacturing and sale of products including defects, liability for product and/or property damage, malfunctions and failures of manufacturing equipment, fire, riots, strikes, explosions, loss-in-transit for our products, accidents, personal injury or death, environmental pollution, crime and cyber security and natural disasters. We maintain insurance policies that are customary in the industry in which we operate such as standard fire insurance, burglary insurance, marine cargo insurance, product liability policy (CGL), industrial all risk policy, machinery breakdown insurance policy, group mediclaim insurance policy, vehicle insurance, cyber security policy and directors' and officers' liability insurance. For further details of the insurance policies availed by our Company, see "*Our Business – Insurance*" on page 248.

Set out below are details of our insurance coverage in relation to our total tangible assets as of the dates indicated:

Particulars	As of March 31,		
	2026	2025	2024
Amount of insured assets (₹ million)*	12,038	10,724	8,605
Amount of insurance obtained (₹ million)	25,120	30,672	16,404
Insured assets as % of total assets (excluding intangible assets)	100.00%	100.00%	100.00%
Insurance coverage as a % of insured assets	209.00%	286.00%	191.00%

**Insured assets are calculated as the total of net amount of property, plant and equipment (excluding freehold land), capital work-in-progress, right of use assets and cash on hand including inventory.*

Further, set out below are details of our insurance claims raised and the settlement amount received thereof as of the dates indicated:

Fiscal	Claim amount (₹ million)	Settlement amount (₹ million)
2026	9.68	7.96
2025	9.95	6.86
2024	28.12	24.51

Our insurance may not be adequate to completely cover any or all of our risks and liabilities. Further, there can be no assurance that the insurance premiums payable by us will be commercially viable or justifiable. Accordingly, our inability to maintain adequate insurance cover in connection with our business could adversely affect our operations and profitability. While we have not faced any instances of insufficient insurance coverage that led to any material adverse impact on our business and operations in Fiscals 2026, 2025 and 2024, there can be no assurance that such instances will not occur in the future. We cannot assure you that, in the future, 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. Further, an insurance claim once made could lead to an increase in our insurance premium, result in higher deductibles and also require us to spend towards addressing certain covenants specified by the insurance companies. To the extent that we suffer loss or damage as a result of events for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or the amount received pursuant to an insurance claim, the loss would have to be borne by us and our business, results of operations, cash flows and financial condition could be adversely affected.

44. The activities carried out at our manufacturing facilities and R&D facility may result in injury to persons or property, which could result in a suspension of operations and/or the imposition of civil or criminal liabilities. These may adversely affect our business, results of operations, cash flows and financial condition.

Certain operations at our manufacturing facilities and R&D facility, including exposure to boiler operations, diesel generator and laboratory chemicals can cause accidents during the manufacturing and development process resulting in serious injuries or death of employees or other persons, if improperly handled, and cause damage to our properties or equipment and the properties of others or to the environment.

In addition, certain products manufactured by us, including hormone, cytotoxic and immunosuppressant products, require specialized containment, segregation, storage, handling and environmental control measures throughout the manufacturing, testing, warehousing and distribution processes. Any failure to maintain such controls, including improper storage, handling or segregation of materials, contamination events or cross-contamination between products, deterioration in product stability, or failures in containment systems, could result in spoilage of products, product recalls, regulatory action, suspension of manufacturing activities, product liability claims or damage to our reputation.

Despite ensuring that employee safety manuals covering employee safety and environmental procedures are in place and that hazard identification and risk assessments with respect to our operations are periodically carried out, our operations are subject to significant hazards, including explosions, fires, mechanical failures and other operational problems, inclement weather and natural disasters, discharges or releases of chemicals or gases and other environmental risks. The occurrence of any of these hazards or any failure to maintain required containment, segregation, storage and handling controls could result in a suspension of operations and/or the imposition of civil or criminal liabilities. We may also face claims and litigation, filed on behalf of persons alleging injury predominantly as a result of occupational exposure to hazards at our facilities. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, financial condition, cash flows and results of operations could be adversely affected. While we have not faced any instances of severe injury to persons or property due to activities carried out at our manufacturing facilities or R&D facility in Fiscals 2026, 2025 and 2024 that led to any material adverse impact on our business and operations, there can be no assurance that such instances will not occur in the future.

45. An inability to establish and maintain effective internal controls could lead to an adverse effect on our business, financial condition, cash flows, results of operations and prospects.

Our success depends on our ability to effectively utilize our resources and maintain internal controls. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Our efforts in improving our internal control systems may not result in eliminating all risks. If we are not successful in discovering and eliminating weaknesses in our internal controls, our ability to manage our business effectively may materially and adversely be affected. While we have not faced any material lapses in or internal controls that led to any adverse effect on our business or operations in Fiscals 2026, 2025 and 2024, any such lapses in the future may lead to an adverse effect on our business, financial condition, cash flows, results of operations and prospects.

We are also subject to anti-corruption laws and regulations, which generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to

obtain or retain business or gain some other business advantage. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, these measures may not prevent the breach of such anti-corruption laws. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, cash flows, results of operations and liquidity. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation which in turn would adversely impact our results of operations, profitability, cash flows and financial condition.

46. Certain of our corporate records are not traceable. Further, certain filings may have inadvertent errors or inaccuracies. We cannot assure you that legal proceedings or regulatory actions will not be initiated against us in the future, which could adversely affect our financial condition and reputation.

We are unable to trace the following corporate records of our Company in relation to certain corporate actions:

- Challans for Form 2 in relation to the allotments of equity shares dated March 31, 1997 and challan for PAS 3 in relation to the allotments of equity shares dated July 21, 2016;
- Challans for Form 23 in relation to the allotment of equity shares dated March 7, 2002 and challan for Form MGT 14 in relation to the allotments of equity shares dated July 21, 2016; and
- Challan for Form MGT 14 in relation to the allotment of equity shares dated June 28, 2021.

Despite conducting internal searches and engaging an independent practicing company secretary, i.e., Mehta & Mehta, Company Secretaries, to conduct a physical search of our records at the RoC, we have not been able to trace the aforementioned documents.

Accordingly, we have relied upon alternative documents such as the RoC search certificate dated August 1, 2026, prepared by Mehta & Mehta, Company Secretaries for the disclosures in relation to the abovementioned allotments and the buy-back in this Draft Red Herring Prospectus. Further, our Company has sent a letter to the Registrar of Companies, Mumbai-I at Mumbai on August 1, 2026, to inform them about our inability to trace the corporate records required to be filed with them. While the information in relation to the corporate actions and secretarial compliances has been disclosed in "*Capital Structure*" beginning on page 98 based on the available records including the RoC search certificate, the relevant form filings, board and shareholders resolutions, and minutes of our Board, to the extent available, we may not be able to furnish any further documents evidencing such allotments or buy-back. We cannot assure you that the form filings which we have not been able to locate will be available in the future or that the information gathered through other available documents is correct. Further, we cannot assure you that the filing was done, at all or in timely manner, and that we shall not be subject to penalties on this account.

Further, there may be inadvertent errors or inaccuracies in our historical corporate records and form filings. For instance, form 2 filed with the Registrar of Companies, Maharashtra, erroneously mentions allotment of 400,000 equity shares of face value of ₹10, each, to Mehul Madhusudan Shah and Madhusudan Shah, instead of 399,990 equity shares of face value ₹10, each, being the actual number of equity shares allotted on March 31, 1997. Although no regulatory action or litigation is pending against us in relation to untraceable secretarial and other corporate records and documents we cannot assure you that we will not be subject to any legal proceedings, regulatory action or penalties imposed by statutory or regulatory authorities due to inadvertent errors in such documents in the future, which may adversely affect our business, financial condition, cash flows and results of operations.

47. Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.

We have commissioned and availed the services of an independent third-party research agency, Frost & Sullivan (India) Private Limited to prepare the report titled "*Independent Market Assessment of the Global Topical Pharma Market and Contract Services*" (the "**F&S Report**") for purposes of inclusion of such information in this Draft Red Herring Prospectus, pursuant to an engagement letter dated April 13, 2026. A copy of the F&S Report is available on our website at https://www.encubeethicals.com/investors. The F&S Report has been exclusively commissioned and paid for by us for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. Certain information in "*Industry Overview*," "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 167, 224 and 363, respectively, have been derived from the F&S Report. Neither we nor any other person connected with this Draft Red Herring Prospectus has verified the information in the F&S Report or the other

industry sources. The F&S Report uses certain marketing methodologies for market forecasting. Accordingly, investors should read the industry related disclosures in this Draft Red Herring Prospectus in this context. Further, the F&S Report is prepared based on information as of specific dates, which may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus. For the disclaimer regarding the F&S Report, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data*" on page 18.

Further, the commissioned report is not a recommendation to invest or disinvest in our Company and shall not be construed as an expert advice or investment advice. Prospective investors are advised not to unduly rely on the F&S Report or extracts thereof as included in this Draft Red Herring Prospectus, when making their investment decisions.

The commissioned F&S Report also highlights certain industry and market data, which may be subject to assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that these assumptions are correct and will not change and, accordingly, our position in the market may differ, favorably or unfavorably, from that presented in this Draft Red Herring Prospectus.

48. Any significant disruptions of information technology systems or breaches or inadequacy of data security or any violation of data protection laws could adversely affect our business, financial condition, cash flows and results of operations.

We depend on various information technology ("**IT**") systems across our business operations including in relation to planning and scheduling, warehousing, manufacturing, packaging, engineering, quality assurance and quality control. For further information, see "*Description of our Business – Technology*" on page 242. Any failure of our IT systems could result in business interruptions, including the loss of our customers, loss of reputation and weakening of our competitive position, and could have a material adverse effect on our business, financial condition, cash flows and results of operations. Further, our inability to timely adopt, upgrade or integrate new and emerging technologies may impair operational efficiency, competitiveness and our ability to respond to evolving business and regulatory requirements.

Our IT systems may be vulnerable to computer viruses, piracy, hacking or similar disruptive issues. Computer viruses or problems caused by third parties could lead to disruptions in our business activities. These systems may be potentially vulnerable to data security breaches, whether by employees or others, which may result in unauthorized persons getting access to sensitive data. In the event a data security breach leads to the loss of sensitive information and other trade secrets, our business operations could be compromised.

Regulators in various jurisdictions are increasingly scrutinizing how companies collect, process, use, store, share and transmit personal data. This increased scrutiny may result in new interpretations of existing laws, thereby further impacting our business. In India, the Digital Personal Data Protection Act, 2023 ("**Data Protection Act**") has been enacted for implementing organizational and technical measures in processing personal data laying down norms for cross-border transfer of personal data to ensure the accountability of entities processing personal data. The Data Protection Act has been introduced to maintain the highest level of security and protection for all such information regarding our customers. The Ministry of Electronics and Information Technology has also recently notified the Digital Personal Data Protection Rules, 2025 ("**DPDP Rules**"), along with a timeline for effectiveness of its various provisions. The DPDP Rules regulate, among other things, the processing of personal data in India, ensuring individuals privacy rights are protected and provide an actionable framework. The DPDP Rules apply to all entities that process digital personal data, both within India and abroad. The DPDP Rules, inter alia, mandate the conduct of data protection impact assessments for high-risk processing activities and require the notification of data breaches within a stipulated timeframe. The DPDP Rules introduce, inter alia, clear privacy notices, prescriptive security safeguards, breach-reporting timelines, data-retention limits, consent requirements for cross-border data transfers and provisions for protection for children and vulnerable persons. Additionally, the DPDP Rules also introduce broader thresholds for the retention of data by certain intermediaries and specify illustrative minimum safeguards such as encryption, access controls, monitoring and backups. While the substantive obligations under the DPDP Rules will take effect after 18 months from the date of notification, a limited set of governance and institutional provisions have been brought into effect immediately. For details, see "*Key Regulations and Policies*" on page 254.

Our attempts to comply with applicable legal requirements including the Data Protection Act, Information Technology Act, 2000, Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011, among other rules and regulations applicable to us, may not be successful, and may also lead to increased costs for compliance. There can be no assurance that our existing privacy and personal protection systems and

technical measures, such as web application firewalls, anti-bot software, automated throttling and IP reputation checks, will be considered sufficient under applicable laws and regulations. Changes in laws could impact our practices or subject us to stricter requirements. In addition, our failure to successfully adapt to technological developments or effectively implement new technologies may require additional investment and could adversely affect our operations. While we have not faced any instances of non-compliance with applicable data privacy and protection laws in Fiscals 2026, 2025 and 2024, there can be no assurance that such instances will not occur in the future.

While we protect our computer systems from security breaches through firewalls and password encryption, any disruptions in our security systems could affect the security of information stored in our computer systems, which may in turn lead to leakage of confidential and/or sensitive data. Further, there can be no assurance that our existing insurance policies will be adequate to cover any such potential losses in the future in full or at all. We have experienced a cybersecurity incident in the past. In December 2024, an unauthorized user gained access to two of our file servers and attempted to copy certain files from a common file sharing system, and an employee email account was also identified as compromised. Upon detection, we implemented mitigation and containment measures, reported the incident to CERT-In, the Cyber Cell and the local police authorities, engaged an external forensic investigation team and implemented measures designed to strengthen our cybersecurity posture. While this incident did not result in any material impact on our business or operations, there can be no assurance that similar incidents, cybersecurity breaches, unauthorized access to our systems or data security lapses will not occur in the future. 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.

49. We have in this Draft Red Herring Prospectus included certain non-GAAP measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the industry we operate.

Certain non-GAAP measures and certain other industry measures relating to our operations and financial performance, such as, EBITDA, EBITDA margin, EBITDA pre-R&D, EBITDA pre-R&D margin, material profit, material margin, profit after tax margin, return on equity, return on capital employed, adjusted return on capital employed, debt to EBITDA, debt to equity, return on net worth and working capital days ("**Non-GAAP Measures**") have been included in this Draft Red Herring Prospectus. Such Non-GAAP Measures are supplemental measures of our performance and liquidity is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. We compute and disclose such Non-GAAP Measures and such other industry related statistical and operational 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 similar businesses, many of which provide such Non-GAAP Measures and other industry related statistical and operational information. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. These Non-GAAP Measures and such other industry related statistical and operational 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 and operational measures, and industry related statistical information of similar nomenclature that may be computed and presented by other similar companies. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure.

Further, we track certain operating metrics with our internal systems and tools. Our methodologies for tracking these metrics may change over time, which could result in changes to our metrics in the future, including to metrics that we publicly disclose. If our internal systems and tools track our metrics inaccurately in the future, the corresponding data may be inaccurate. This may impair our understanding and evaluation of certain aspects of our business, which could affect our operations and long-term strategies.

Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our Restated Consolidated Financial Information disclosed elsewhere in this Draft Red Herring Prospectus. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" on page 393.

50. Our Statutory Auditors have included certain observations in their audit reports relating to maintenance of audit trail features in our accounting software and matters reported under the Companies (Auditor's Report) Order,

2020. We cannot assure you that similar observations will not arise in the future, which may adversely affect our business, financial condition, cash flows and results of operations.

Our Statutory Auditors have included certain observations in their audit reports for Fiscal 2026, Fiscal 2025 and Fiscal 2024 relating to compliance with audit trail requirements prescribed under applicable law and matters reported under the Companies (Auditor's Report) Order, 2020 ("**CARO 2020**").

Observations on audit trails

These relate to the use of accounting software with a feature of recording audit trail (edit log) facility. The Statutory Auditors observed certain instances during Fiscals 2026, 2025 and 2024 where the audit trail feature was not enabled at the database level for one or more users throughout the year to log any direct data changes.

CARO 2020 observations

For Fiscals 2026, 2025 and 2024, under CARO 2020, our Statutory Auditors reported certain disputed statutory dues which had not been deposited on account of pending proceedings before various authorities. These matters related primarily to income tax, tax deducted at source, goods and services tax and customs duty matters and were pending before appellate and adjudicating authorities, including the Commissioner of Income Tax (Appeals), Appellate Authority under the GST laws and the Commissioner of Customs (Appeals).

We cannot assure you that our audit reports for any future period will not contain qualifications, emphasis of matter, adverse remarks or other observations from the Statutory Auditors. While we have implemented internal controls and the above modifications did not have a material impact on our business, financial condition, and results of operations, we cannot assure you that such internal control measures are sufficient and that deficiencies in our internal controls will not arise in the future or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls in future may have an adverse effect on our business, financial condition, cash flows and results of operations.

51. Increased losses due to fraud, employee misconduct, employee negligence, theft or similar incidents may have a negative impact on our business, financial condition, cash flows, results of operations and prospects.

Our business is exposed to the risk of misconduct or failure to abide by our internal processes and procedures by our personnel. Although we closely monitor our personnel, misconduct, unauthorized acts (including acts of theft and fraud), by employees, other representatives or executives could include binding us to transactions that exceed authorized limits or present unacceptable risks or hiding unauthorized or unlawful activities from us, which may result in substantial financial losses and damage to our reputation and loss of business from our customers. Further, any falsification, manipulation or misreporting of data, records or documentation, particularly at our manufacturing facilities, could result in regulatory observations, investigations, sanctions or other adverse regulatory actions, which could adversely affect our business, reputation, financial condition and results of operations.

We are exposed to the risk of theft, fraud, misappropriation or unauthorized transactions by our employees. Given the scale of our operations, certain instances of fraud and misconduct by our representatives or employees may go unnoticed for some time before they are discovered and others successfully rectified. Even when we discover instances of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, there can be no assurance that we will recover any amounts lost through such fraud or other misconduct. Our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of such systems will result in losses that are difficult to detect or rectify.

Our Company provides additional training on a variety of spheres related to our industry to our employees and other representatives, however, we cannot assure that this training would be sufficient to address all potential issues that we might encounter while providing our services. We cannot assure you that all personnel will comply with the restrictions and limitations applicable to their scope of practice or the policies and procedures of our Company.

Employee or executive misconduct could also involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm. It is not always possible to deter employee or executive misconduct and the precautions taken and systems put in place to prevent and detect such activities may not be effective in all cases. Any instances of such misconduct could adversely affect our reputation. While we have not faced

any instances of losses due to fraud, employee negligence or theft in Fiscals 2026, 2025 and 2024, there can be no assurance that these instances will not occur in the future.

52. Our Promoter, members of the Promoter Group, Directors, Key Managerial Personnel and Senior Management have interests in our Company other than reimbursement of expenses incurred and normal remuneration or benefits.

Certain of our Directors, Key Managerial Personnel and members of the Senior Management may be regarded as having interests in our Company other than the reimbursement of expenses incurred and normal remuneration or benefits. They may be deemed to be interested to the extent of Equity Shares held by them as well as to the extent of any dividends, bonuses, or other distributions on such Equity Shares. Additionally, certain of our Directors, Key Managerial Personnel and members of the Senior Management may also be interested to the extent of employee stock options granted and vested by our Company under the ESOP Scheme and which may be granted to them from time to time.

Further, our Company has entered into a leave and license agreement dated March 24, 2026 with our Promoter, Mehul Madhusudan Shah and member of the Promoter Group, Niti Shah for licensing our Registered and Corporate Office for a term of 51 months commencing from January 1, 2026 for a monthly license fee, currently fixed at ₹2 million, subject to escalation after every 12 months. Further, certain other office premises have been licensed by our Promoter, Mehul Madhusudan Shah and member of the Promoter Group, Niti Shah for a period of 51 months commencing from January 1, 2026 for a monthly license fee, currently fixed at ₹2 million and ₹185,220, respectively, subject to escalation every 12 months. For further details see, "*Our Promoter and Promoter Group - Interests of our Promoter in property of our Company*" on page 295. As a result, Our Promoter and members of the Promoter Group may be deemed to be interested to the extent of the lease/rental income received by them in relation to the properties leased by them to our Company.

For further details, see "*Restated Consolidated Financial Information- Note 33A – Related party transactions*" and "*Our Promoter and Promoter Group - Interests of our Promoter in property of our Company*" on pages 349 and 295 respectively.

For further details, see "*Capital Structure*", "*Our Management*" and "*Our Promoter and Promoter Group*" on pages 98, 277 and 295, respectively.

53. Our Promoter and members of the Promoter Group will continue to retain significant shareholding in our Company after the Offer, which will allow them to exercise significant influence over us.

As of the date of this Draft Red Herring Prospectus, our Promoter and members of the Promoter Group collectively hold 80.63% (on a fully diluted basis) of our issued, subscribed and paid-up equity share capital. For more information, see "*Capital Structure*" on page 98. Following the completion of the Offer, our Promoter and members of the Promoter Group will continue to hold approximately [●]% of our post-Offer Equity Share capital. Accordingly, they will have the ability to exercise significant influence over our business and all matters requiring shareholders' approval, including the composition of our Board of Directors, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, investments and capital expenditures or any amendment to our Memorandum of Association and Articles of Association. The interests of our Promoter and members of the Promoter Group, as our Company's significant shareholders, could be different from the interests of our other Shareholders and their influence may result in change of management or control of our Company, even if such a transaction may not be beneficial to our other Shareholders. In addition, if our Promoter and members of the Promoter Group and our other shareholders do not act together, matters requiring shareholders' approval may be delayed or may not occur at all, which could adversely affect our business. We cannot assure you that our Promoter and members of the Promoter Group 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.

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

The restated consolidated financial information of our Company, Subsidiaries and Associate as of and for the years ended March 31, 2026, 2025 and 2024, comprising the restated consolidated statement of assets and liabilities as of March 31, 2026, 2025 and 2024, the restated consolidated statement of profit and loss (including other comprehensive income) and the restated consolidated statement of cash flows and restated consolidated statement of changes in equity for the years ended March 31, 2026, 2025 and 2024, restated consolidated statement of material accounting policies and the other explanatory information and annexures, that are derived from the audited consolidated financial statements as of and for the years ended March 31, 2026, 2025 and 2024, prepared in accordance with Ind AS and restated in accordance with

requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 (as amended), the SEBI ICDR Regulations (as amended) and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI.

Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

55. One of our Group Companies (also a member of our Promoter Group) is authorised through its constitutional documents to operate in a similar line of business, which may lead to competition with this entity and could potentially result in a loss of business opportunity for our Company. Further, our Promoter and Managing Director is interested in this entity which may lead to a potential conflict of interest.

Our Group Company, Confira Laboratories Private Limited ("**Confira**"), which also forms a part of our Promoter Group is authorised through its constitutional documents to engage in a similar line of business as that of our Company. Pursuant to a tri-partite agreement dated July 5, 2024, read with amendment agreements dated February 4, 2025, and February 24, 2026, entered into among our Company, Confira Laboratories Private Limited and one of our customers, our Company supplies products to Confira Laboratories Private Limited, which in turn supplies products to the aforementioned customer. However, as on the date of this Draft Red Herring Prospectus, there is no conflict of interest with Confira Laboratories Private Limited as Confira Laboratories Private Limited is currently engaged in the business of marketing and distribution of cosmetics which is distinct from the business of our Company. Our Company will adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict of interests if and when they arise. Further, our Promoter and Managing Director, Mehul Madhusudan Shah is interested in Confira to the extent of his directorship and shareholding in Confira. For further details see "*Group Companies – Common pursuits among the Group Companies and our Company*" on page 415. Our Company shall adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations if and when they arise. However, there can be no assurance that these measures will be sufficient to prevent all conflicts of interest or that such conflicts will not adversely affect our business or the interests of our Company.

56. We cannot assure payment of dividends on the Equity Shares in the future and our ability to pay dividends in the future will depend on our earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements and we may not be able to pay dividends in future.

Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure requirements, capital required for growth, applicable Indian legal restrictions and restrictive covenants under financing arrangements that we may enter into. The declaration and payment of dividends will be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Our Company did not declare any dividends on the Equity Shares during Fiscals 2026, 2025 and 2024. 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, profitability, free cash flow, growth plans, enhancement in the borrowing capacity, investment opportunities, capital expenditures, statutory restrictions, contractual restrictions, and emerging trends. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. Further, our Subsidiaries are separate and distinct legal entities, having no obligation to pay dividends and may be restricted from doing so by law or contract, including applicable laws, charter provisions and the terms of their financing arrangements. We cannot assure you that our Subsidiaries (including step-down subsidiaries) will generate sufficient profits and cash flows or otherwise be able to pay dividends to us in the future. For further details, see "*Dividend Policy*" on page 298.

57. Some of our Directors do not have prior experience as directors of companies listed on recognised stock exchanges in India

Some of the Directors on our Board, including our Chairman and Managing Director do not have prior experience of being on the board of a company listed on the Stock Exchanges, or have experience working at a listed company. While our

directors bring valuable expertise and experience from various industries, they may require additional time to fully understand and comply with the regulatory requirements, governance standards, and responsibilities applicable to listed companies in India. Upon listing of the Equity Shares, our Company will be subject to the applicable regulatory requirements, including the requirements prescribed under SEBI Listing Regulations and the Companies Act. Any non-compliance with such regulatory framework, whether due to lack of such experience or otherwise, could subject us to adverse regulatory actions, and have an impact on the price of our Equity Shares.

We are committed to providing the necessary training and resources to our directors to familiarize them with the requirements of listed entities. However, we cannot assure you that their inexperience will not impact our corporate governance standards, investor confidence, or operational performance.

58. We are subject to transfer pricing regulations in respect of transactions with our Subsidiaries. If the income tax authorities review any of our tax returns and determine that the transfer price applied was not appropriate, we may incur increased tax liabilities, including accrued interest and penalties.

Indian transfer-pricing regulations require that any international transaction involving associated enterprises be at an arm's length price. Transactions among us and our Subsidiaries may be considered such transactions. Accordingly, we determine the pricing among our entities on the basis of detailed functional and economic analysis involving benchmarking against transactions among entities that are not under common control

If the income tax authorities review any of our tax returns and determine that the transfer price applied was not appropriate, we may incur increased tax liabilities, including accrued interest and penalties. The amount of taxes we pay in different jurisdictions may depend on the application of the tax laws of the various jurisdictions, to our international business activities, changes in tax rates, new or revised tax laws or interpretations of existing tax laws and policies, and our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for pricing intercompany transactions pursuant to our intercompany arrangements or disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a challenge or disagreement were to occur, and our position was not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations.

59. We have, in the last 12 months, issued Equity Shares at a price that could be lower than the Offer Price.

We have, in the last 12 months prior to filing this Draft Red Herring Prospectus, issued Equity Shares at a price that could be lower than the Offer Price. The table below sets forth details of Equity Shares issued during the last year:

Date of allotment of equity shares	Reason/ Nature of allotment	No of equity shares allotted	Face value per equity share	Issue price per equity share	Nature of consideration
November 6, 2025	Exercise of employee stock options pursuant to ESOP 2020	100	10	3,250	Cash
March 5, 2026	Exercise of employee stock options pursuant to ESOP 2020	400	10	3,250	Cash
May 22, 2026	Exercise of employee stock options pursuant to ESOP 2020	1,900	1	325	Cash
July 13, 2026	Bonus issue	202,589,860	1	NA	NA

For further details, see "*Capital Structure – Issue of specified securities in the preceding one year at a price below the Offer Price*" on page 105. The price at which Equity Shares have been issued by our Company in the preceding one year is not indicative of the price at which they will be issued or traded after listing.

60. The Offer comprises an Offer for Sale by the Selling Shareholders and our Company will not receive any proceeds from the Offer.

The Offer comprises an Offer for Sale of up to [●] Equity Shares of face value [●] each by the Selling Shareholders. The proceeds from the Offer, net of its respective share of Offer-related expenses, will be transferred to each of the Selling Shareholders, in proportion to its respective portion of the Offered Shares, and our Company will not receive any portion

of the proceeds from the Offer. Consequently, the Offer will not result in any increase in our capital resources or provide us with funds for business expansion, debt repayment, or other corporate purposes.

Our future capital requirements for business growth, technology investments, regulatory compliance, or other purposes will need to be funded through internal accruals, debt financing, or future equity issuances. There can be no assurance that we will be able to generate sufficient internal accruals or obtain debt or equity financing on acceptable terms when needed. Any inability to obtain adequate financing for our business requirements could constrain our growth and adversely affect our competitive position and business prospects.

For more details, see "*The Offer*" and "*Objects of the Offer*" on pages 81 and 123, respectively.

EXTERNAL RISK FACTORS

61. Changing laws, rules and regulations and legal uncertainties, including adverse application or interpretation of corporate and tax laws, may adversely affect our business, financial condition, cash flows, results of operations and prospects.

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. Such unfavourable changes could lead to new requirements, including but not limited to requiring us to obtain approvals and licenses from the GoI, RBI and other regulatory bodies. For example, the recently notified Digital Personal Data Protection Rules, 2025 ("**DPDP Rules**") under the Digital Personal Data Protection Act, 2023 ("**DPDP Act**") bring with them additional compliance with regards to collecting, processing and deleting data. Our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The GoI has passed new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 ("**Social Security Code**"), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019 (collectively, the "**Labour Codes**"). The Government of India has notified the effective date of implementation of the respective Labour Codes on November 21, 2025 and May 8, 2026. As an immediate consequence, the coming into force of these codes could increase the financial burden on our Company, which may adversely impact our profitability. For instance, under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government) of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees' provident fund. In addition, the Government of India has introduced The Bharatiya Nyaya Sanhita, 2023, Nagarik Suraksha Sanhita, 2023 ("**BNSS**") and Bhartiya Sakshya Adhiniyam, 2023 ("**BSA**"), replacing the Indian Penal Code, 1860, Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively.

Further, Indian tax laws, rules and regulations, circulars, notifications applicable to our business, currently or in the future, is subject to amendments from time to time and is subject to interpretation by the applicable taxation authorities. Any such changes may be retrospective or prospective in nature and could materially affect the tax implications applicable to the Company and/or its stakeholders. Consequently, there can be no assurance that the current tax position or benefits available will remain the same in the future. For instance, the GoI has introduced various tax reforms through Finance Act, 2026 for the Financial Year 2027, with most of the provisions coming into effect from April 1, 2026. Additionally, the Government of India has notified the Income-tax Act, 2025 ("**ITA 2025**") and Income Tax Rules, 2026 ("**IT Rules 2026**"), to repeal and replace the existing Income-tax Act, 1961 and Income Tax Rules, 1962 respectively, with effect from April 1, 2026. While the Government has stated that ITA 2025 does not introduce any major policy changes and has primarily been enacted as a simplified, concise, and reader-friendly legislation, we cannot predict whether such simplification or changes in legislative language may give rise to interpretational issues. We cannot predict if the enactment of the ITA 2025, IT Rules 2026 or any interpretational issue arising therefrom will have a bearing on our business, financial condition, results of operations or on the industry in which we operate.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdiction in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

62. Subsequent to the listing of the Equity Shares, we may be subject to pre-emptive surveillance measures, such as the Additional Surveillance Measures and the Graded Surveillance Measures by the Stock Exchanges in order to enhance the integrity of the market and safeguard the interest of investors.

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures ("**ASM**") and Graded Surveillance Measures ("**GSM**") by the Stock Exchanges. These measures are in place to enhance the integrity of the market and safeguard the interest of investors and advice the investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market-based parameters such as high low price variation, concentration of client accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. Securities are subject to GSM when their price is not commensurate with the financial health and fundamentals of the issuer. Specific parameters for GSM include net worth, net fixed assets, price to earnings ratio, market capitalization and price to book value, among others. We may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

For further details in relation to the ASM and GSM Surveillance Measures, including criteria for shortlisting and review of Listed Securities, exemptions from shortlisting and frequently asked questions (FAQs), among other details, refer to the websites of the NSE and the BSE.

63. Any downturn in the macroeconomic environment and/ or slowdown in the economies of India and US, political or any other factors beyond our control may have an adverse impact on our business, profitability, financial condition, cash flows, results of operations and prospects.

Our performance and growth are dependent on prevailing economic conditions in India, the United States and other geographies we plan to expand to, and our results of operations are affected by factors influencing these economies, as well as the economies of the markets in which we currently operate. These factors include interest rates, government policies, trade policies, monetary policies, taxation, fiscal, social and ethnic instability, geopolitical and other political and economic developments. Adverse effects on these economies, and consequently on our operations, may arise from several sources: macroeconomic climate changes such as increased interest rates or inflation; exchange rate fluctuations, restriction on the right to convert or repatriate currency or export assets and currency controls; scarcity of credit or other financing; prevailing income conditions among customers and corporations; public health crises such as epidemics or pandemics; volatility in trading activity on stock exchanges; political instability, terrorism, or military conflict; natural or man-made disasters; regional or global economic conditions; significant regulatory or economic developments; international business practices conflicting with local laws; protectionist policies; logistical and communication challenges; downgrading of sovereign debt rating; difficulties in forming partnerships with local businesses; being subject to foreign judicial processes; and any liquidity crisis affecting the pharmaceutical industry.

India has periodically experienced social, religious, and civil unrest, as well as tensions and hostilities with neighbouring countries. Future military conflicts, terrorist incidents, or political instability could adversely affect the Indian economy by disrupting communications, hindering travel, and increasing the perception that investments in Indian companies carry elevated risks. Additionally, similar events within India or elsewhere in Asia or in other continents could have a negative impact on global economic conditions including India and investor confidence. Any slowdown or perceived slowdown in the economic conditions in India, the United States or in other geographies we plan to expand to, future volatility in global commodity prices, or in specific sectors of these economies, could adversely affect our business, financial condition, cash flows, results of operations and prospects and the price of our Equity Shares.

Further, economic developments globally can have a significant impact on India. For instance, the global economy has been negatively impacted by the conflict between Russia and Ukraine. Governments in the United States, United Kingdom, and European Union have imposed sanctions on certain products, industry sectors, and parties in Russia. The conflict could

negatively impact regional and global financial markets and economic conditions, and result in global economic uncertainty and increased costs of various commodities, raw materials, energy and transportation. More recently, ongoing geopolitical instability in the Middle East, including recent military conflict involving Iran, Israel and the United States, could adversely affect global economic conditions, financial markets and investor sentiment. In early 2026, military strikes by the United States and Israel against Iranian targets, followed by retaliatory actions by Iran, significantly increased geopolitical tensions in the Middle East. The situation remains volatile and unpredictable, and any further escalation could adversely affect global markets, commodity prices, global oil prices, supply chains and investor confidence. In particular, this conflict could disrupt oil and natural gas supplies, particularly if shipping through the Strait of Hormuz is interrupted, leading to increased energy prices, inflationary pressures, higher lead time for movement of products with consequent higher costs for such movement and adverse macroeconomic conditions. In addition, recent increases in inflation and interest rates globally, including in India, could adversely affect the Indian economy. Due to ongoing conflicts, there is a decline in India's foreign exchange reserves and exchange rate fluctuations may also affect liquidity and interest rates in the Indian economy, which could adversely impact our business, results of operations, cash flows and financial condition.

In case we are not able to react to adverse economic developments, sector-specific conditions, any slowdown in the economic growth and cyclical trends in a flexible and appropriate way, business, financial condition, cash flows, results of operations and prospects could be adversely affected.

64. The locations in which we operate could experience man-made or natural disasters. The occurrence of natural or man-made disasters may adversely affect our business, financial condition, cash flows, results of operations and prospects.

A natural disaster, severe weather conditions or an accident that damages or otherwise adversely affects any of our business operations, or our customers' business operations, could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects. Severe flooding, lightning strikes, earthquakes, extreme wind conditions, severe storms, tsunami, wildfires, and other unfavourable weather conditions (including those from climate change) or natural disasters in India or globally, could damage our facilities or our supplier's facilities thereby requiring us to shut down our operations, impeding our ability to fulfill customer orders or maintain production schedules. Further, catastrophic events such as explosions, terrorist acts, riots or other similar occurrences could result in similar consequences or in personal injury, loss of life, environmental danger or severe damage to or destruction of our facilities or our supplier's facilities, or business operations may require us to evacuate personnel and suspend operations temporarily. Any major catastrophic event, whether natural or man-made, could result in government-imposed restrictions and could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.

65. Investors may have difficulty enforcing foreign judgments in India against us or our management.

Our Company is incorporated under the laws of India, most of our Directors, Key Managerial Personnel and members of Senior Management are residents of India and substantially all our assets are located in India. As a result, it may not be possible for investors to effect service of process on us or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside of India predicated upon civil liabilities on us or such directors and executive officers under laws other than Indian Law. Further, it is unlikely that an Indian court would enforce foreign judgements if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgements are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for, under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("**Civil Code"**). India is not party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has a reciprocal recognition or enforcement of foreign judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, Hong Kong, Republic of Singapore, United Arab Emirates, among others. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Civil Code. The Civil Code 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, such as the United States, cannot be enforced through execution proceedings in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, the enforcement process would involve instituting a fresh proceeding in India and obtaining a decree from an Indian court. However, if a final foreign judgment has been obtained in a non-reciprocating territory, the party in whose favour such final foreign judgment is rendered may initiate a fresh suit

in a competent court in India within three years of obtaining such final foreign judgment. Generally, there are considerable delays in the disposal of suits by Indian courts.

However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were to be brought in India or that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with the public policy in India. Further, there can be no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain a prior approval from the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

66. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have a material adverse effect on the trading price of, and returns on, our Equity Shares, independent of our operating results.

Subject to requisite approvals, on listing, the Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends, if any, in respect of our Equity Shares will 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 foreign investors receive. 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. You may be unable to convert Rupee proceeds into a foreign currency of your choice, or the rate at which such conversion could occur could fluctuate. In addition, our Company's market valuation could be seriously harmed by a devaluation of the Rupee if investors in jurisdictions outside India analyse its value based on the relevant foreign currency equivalent of our Company's result of operations and financial condition. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have a material adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

67. Our business may be adversely affected by adverse application or interpretation of competition laws in India.

The Competition Act, 2002, as amended ("**Competition Act**"), regulates and was enacted for the purpose of preventing practices that have or are likely to have an appreciable adverse effect on competition ("**AAEC**") in the relevant market in India and mandates the Competition Commission of India (the "**CCI**") to separate such practices. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC in India, is considered void and results in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services, including by way of allocation of geographical area, type of goods or services or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void.

The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of any director, manager, secretary or other officer of such company, that person shall also be guilty of the contravention and may be punished. The Competition Act was amended in April 2023 to, inter alia, increase the scope of definition of anti-competitive agreements and empower the CCI to impose penalties based on a company's global turnover. The Act requires notification of transactions that exceed a global deal value of ₹ 2,000 crores, subject to the target having "substantial business operations" in India, formalizes a lower threshold of 'control', i.e., the ability to exercise material influence, in any manner, over the management or affairs or strategic commercial decisions, to exempt combinations from the standstill obligations under Section 6(2A) of the Act, if the combinations involves an open offer; or an acquisition of shares or securities, through a series of transactions on a regulated stock exchange.

The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an AAEC in India. The Competition Act also includes provisions in relation to combinations which require any acquisition of shares, voting rights, assets or control or mergers or amalgamations, which cross the prescribed asset and turnover based thresholds, to be mandatorily notified to and pre-approved by the CCI. While certain agreements entered into by us could be within the purview of the Competition Act, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or

combination has an AAEC in India. In the event we pursue an acquisition in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, financial condition, cash flows, results of operations and prospects. The manner in which the Competition Act and the CCI affect the business environment in India may also adversely affect our business, financial condition, cash flows, results of operations and prospects.

68. Any adverse revision to India's debt rating could adversely affect our business.

India's sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, all of which are outside our control. Any adverse revisions to India's credit ratings by international rating agencies may adversely affect our ratings, terms on which we are able to raise additional finances or refinance any existing indebtedness and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing or refinance any overseas existing indebtedness. A downgrade of India's credit ratings may occur, for reasons beyond our control such as, upon change of government tax or fiscal policy. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

69. If inflation were to rise in India, we might not be able to increase the prices of our services and products at a proportional rate in order to pass the increased costs on to our customers and our profits might decline.

Inflation rates could be volatile, and we may face high inflation in the future as India had witnessed in the past. High inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries and other operating expenses relevant to our business. Further, high inflation leading to higher interest rates may also lead to a slowdown in the economy and adversely impact credit growth. Consequently, we may also be affected and fall short of business growth and profitability.

Fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our operating expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business, financial condition, cash flows, results of operations and prospects. In particular, we might not be able to reduce our costs or pass the increase in costs on to our customers. In such case, our business, financial condition, cash flows, results of operations and prospects may be adversely affected. High inflation leading to higher interest rates may also lead to a slowdown in the economy and adversely impact credit growth. Consequently, we may also be affected and fall short of business growth and profitability.

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

70. Financial instability in other countries may cause increased volatility in Indian financial markets. Further, changes in international trade policies, geopolitics and trade tariffs, export controls, economic or trade sanctions may materially and adversely affect our business, financial condition and results of operations.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial turmoil in Asia, Russia, Middle East and elsewhere in the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows.

Further, economic developments globally can have a significant impact on India. In particular, the global economy has been negatively impacted by conflicts between US/Israel-Iran, Israel-Palestine and Russia-Ukraine. Governments in the United States, United Kingdom and European Union have imposed sanctions on certain products, industry sectors and parties in Russia. These conflicts could negatively impact regional and global financial markets and economic conditions and result in global economic uncertainty and increased costs of various commodities (including oil and natural gas), raw materials, energy and transportation. In addition, recent increases in inflation and interest rates globally, including in India, could adversely affect the Indian economy.

Moreover, the failure or abandonment of proposed or current free trade agreements and pacts by major participants, the introduction of duties and taxes on imported goods, or the implementation of other significant trade barriers can directly or indirectly impede cross-border trade, production, and demand for goods. Changes in international trade policy could lead to retaliatory actions by affected countries, resulting in "trade wars" and increased costs for globally transported goods. These increased costs may reduce customer demand for products if the parties paying the tariffs raise their prices, or trading partners may limit their trade with countries that impose anti-trade measures.

For instance, in 2025, the United States imposed tariffs across a range of countries and products. In addition, there has been ongoing discussion and commentary regarding potential significant changes to U.S. trade policies and treaties. Market reactions to the uncertainty of such measures could further depress economic activity until more clarity about trade conditions and tariffs is achieved. Also see "*– A significant portion of our revenue from operations was attributable to our products manufactured for the United States which represented 64.70%, 57.51% and 58.59% of our total revenue from operations in Fiscals 2026, 2025 and 2024, respectively. The imposition of tariffs by the United States could adversely affect our business, results of operations, cash flows and financial condition"* on page 42.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. Any significant financial disruption could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.

The global credit and equity markets have from time to time, experienced substantial dislocations, liquidity disruptions and market corrections. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, may implement a number of policy measures designed to add stability to the financial markets. However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance and the trading price of our Equity Shares.

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

RISKS RELATING TO THE OFFER AND THE EQUITY SHARES

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

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

72. There is no guarantee that our Equity Shares will be listed on the BSE and NSE in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

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

We are not a publicly-listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us, *inter alia*, to file audited annual and unaudited quarterly reports with respect to our business and financial condition. We may not be able to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, results of operations, financial condition and cash flows. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

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

The Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs, and through the Book Building Process. This price will be based on various factors and assumptions, as described under "*Basis for Offer Price"* on page 126 and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price. Our market capitalization to revenue from operations for Fiscal 2026 is [●] times at the upper end of the Price Band and [●] times at the lower end of the Price Band, and our price to earnings ratio multiple for Fiscal 2026 is [●] times at the upper end of the Price Band and [●] times at the lower end of the Price Band.

Further, there can be no assurance that our KPIs shall become higher than our listed comparable industry peers in the future. An inability to improve, maintain or compete, or any reduction in such KPIs in comparison with the listed comparable industry peers may adversely affect the market price of the Equity Shares. There can be no assurance that our methodologies are correct or will not change and accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" on page 426. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance, results of our Company post-listing, and other factors beyond our control.

75. The Offer Price of our Equity Shares, price-to-earnings ratio and market capitalization to total income may not be indicative of the trading price of the Equity Shares upon listing on the Stock Exchanges subsequent to the Offer and, as a result, you may lose a significant part or all of your investment.

Our market capitalization to the multiple of total income for Fiscal 2026 is [●] times and our price to earnings ratio (based on our restated profit for Fiscal 2026) calculated at the upper end of the price band is [●]. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process. Our Offer Price, the multiples and ratios specified above may not be comparable to the market price, market capitalization and price-to-earnings ratios of our peers. Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company in consultation with the BRLMs, would not be based on a benchmark with our industry peers. The relevant financial parameters on the basis of which Price Band will be determined, have been disclosed under "*Basis for Offer Price"* on page 126 and shall be disclosed in the Pre-Offer and Price Band Advertisement. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by us or our competitors of significant acquisitions, strategic alliances, our competitors launching new products or superior products, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial

indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

76. QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their bids (in terms of quantity of Equity Shares or the bid amount) at any stage after submitting a bid, and Retail Individual Bidders are not permitted to withdraw their bids after Bid/Offer closing date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are required to block the bid amount on submission of the bid and are not permitted to withdraw or lower their bids (in terms of quantity of equity shares or the bid amount) at any stage after submitting a bid. Retail Individual Bidders can revise or withdraw their bids at any time during the bid/offer period and until the bid/offer closing date, but not thereafter. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Offer within three Working Days from the Bid/Offer Closing Date or such other timeline as may be prescribed under applicable law, 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 may 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. Therefore, QIBs and Non-Institutional Bidders will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise at any stage after the submission of their bids.

77. Any future issuance of our Equity Shares or convertible securities or other equity linked instruments by our Company may dilute prospective investors' shareholding, and sales of our Equity Shares by our Promoter or any major shareholders may adversely affect the trading price of our Equity Shares.

We may be required to raise additional capital and finance our growth through future equity offerings. Any future equity that we issue, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares or the disposal of Equity Shares by our Promoter or any of our major shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception that such issuance or sales may occur, may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. Additionally, the disposal, pledge or encumbrance of the Equity Shares by our Promoter or any of our significant Shareholders, or the perception that such transactions may occur, may affect the trading price of the Equity Shares. There can be no assurance that we will not issue further Equity Shares or that the shareholders including our Promoter will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on equity shares sold on an Indian stock exchange. Any capital gains exceeding ₹125,000, realised on the sale of listed equity shares on a recognised stock exchange, held for more than 12 months may be subject to long-term capital gains tax in India at the rate of 12.5% (plus applicable surcharge and cess). This beneficial provision is, inter alia, subject to payment of STT. Further any capital gains realised on the sale of listed equity shares of an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 12.5% (plus applicable surcharge and cess), without indexation benefits.

Further, any gain realised on the sale of the Equity Shares held for a period of 12 months or less immediately preceding the date of transfer, will be subject to short-term capital gains tax in India at the rate of 20% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such Equity Shares. Otherwise, such gains will be taxed at the applicable rates.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (Multilateral Instrument,) if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally,

Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain realised upon the sale of the Equity Shares. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

As a result, subject to any relief available under an applicable tax treaty or under the laws of their own jurisdictions, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of our Equity Shares.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount No dividend distribution tax is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends not be exempt in the hands of the shareholders, both for residents as well as non-residents and that such dividends are likely to be subject to tax deduction at source. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

The Government of India has introduced various tax reforms through Finance Act, 2026 for the Financial Year 2027. Additionally, the Government of India has enacted the Income Tax Act, 2025 and Income Tax Rules, 2026, to repeal and replace the Income-tax Act, 1961 and Income Tax Rules, 1962 respectively with effect from April 1, 2026. While the Government of India has stated that Income Tax Act does not introduce any policy changes and has primarily been enacted as a simplified, concise, and reader-friendly legislation, there is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, results of operations, financial condition and cash flows. Unfavourable changes in or interpretations of existing laws, rules and regulations, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

79. 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, a company incorporated in India and having share capital 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 the investors are located 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, the investors 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 the benefit of the investors. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional equity interests in us may be reduced.

80. Investor's ability to acquire and sell Equity Shares is restricted by the distribution and transfer restrictions set forth in this Draft Red Herring Prospectus.

No actions have been taken to permit a public offering of the Equity Shares in any jurisdiction, other than India. As such, the Equity Shares have not and will not be registered under the U.S. Securities Act, any state securities laws or the law of any jurisdiction other than India. Further, the Equity Shares are subject to restrictions on transferability and resale. Investors are required to inform yourself about and observe these restrictions. We, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with the restrictions set forth herein.

81. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares. Accordingly, our ability to raise foreign capital may be constrained.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA and the rules thereunder. Under the foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries and/or departments are responsible for granting approval for foreign investment. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness.

Shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, this is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds.

Additionally, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT as consolidated in the FDI Policy with effect from October 15, 2020, and the FEMA (Non-debt Instruments) Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which share a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India. Subsequently, *vide* Press Note No. 2 (2026 Series), dated March 15, 2026 issued by the DPIIT, the FDI Policy has been further amended to, *inter alia*, define the expression "beneficial owner" and to provide that prior approval of the Government of India shall be required only where citizen(s) and/or entity(ies) of a country sharing a land border with India hold, directly or indirectly, individually or cumulatively, more than 10% of the shares, capital or profits of the investor entity, or exercise control over such investor entity, or exercise ultimate effective control over the investee entity. Any such approval(s) would be subject to the discretion of the regulatory authorities. Restrictions on foreign investment activities and impact on our ability to attract foreign investors may cause uncertainty and delays in our future investment plans and initiatives. We cannot assure you that any required approval from the relevant governmental agencies can be obtained on any particular terms or at all.

The GoI may impose foreign exchange restrictions in certain emergency situations, including those where there are sudden fluctuations in interest rates or exchange rates, where the GoI experiences extreme difficulty in stabilising the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the GoI's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI, or any other governmental agency can be obtained on any particular terms or at all.

As an Indian company, we are also subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

For further information, see "*Restrictions on Foreign Ownership of Indian Securities"* on page 466.

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

Subject to requisite approvals, our Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws and practice, certain actions in relation to the Offer must be completed before our Equity Shares can be listed and trading of our Equity Shares may commence, including the crediting of the Investors' "demat" accounts within the timeline specified under applicable law. Further, in accordance with Indian law and practice, permission for listing of our Equity Shares will not be granted until after our Equity Shares in this Issue have been Allotted and submission of all other relevant documents authorizing the issuing of our Equity Shares. There could be a failure or delay in listing of our Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise to commence trading in our Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that our Equity Shares will be credited to investors' demat accounts, or that trading in our Equity Shares will commence, within the prescribed time periods or at all. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

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

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law, including in relation to class actions, may not be as extensive and widespread and may differ from shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as a shareholder in an Indian company rather than as a shareholder of an entity in another jurisdiction.

SECTION III: INTRODUCTION

THE OFFER

The following table sets forth the details of the Offer:

Offer [(1)(2)]	Up to [●] Equity Shares of face value of ₹1 each aggregating to ₹30,000 million
The Offer consists of:	
Employee Reservation Portion[(3)]	Up to [●] Equity Shares of face value of ₹1 each aggregating to ₹[●] million
Accordingly	
Net Offer	Up to [●] Equity Shares of face value of ₹1 each aggregating to ₹[●] million
The Net Offer consists of:	
QIB Portion[(4)(5)]	**Not more than [●] Equity Shares of face value of ₹1 each, aggregating to ₹ [●] million**
of which:	
- Anchor Investor Portion	Up to [●] Equity Shares of face value of ₹1 each
of which 40% of the Anchor Investor Portion shall be reserved in the following manner:	
33.33% of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds	Up to [●] Equity Shares of face value of ₹1 each
6.67% of the Anchor Investor Portion shall be reserved for allocation to Life Insurance Companies and Pension Funds	Up to [●] Equity Shares of face value of ₹1 each
- Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹1 each
of which:	
Mutual Fund Portion (5% of the Net QIB Portion)	Up to [●] Equity Shares of face value of ₹1 each
Balance of the Net QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares of face value of ₹1 each
Non-Institutional Portion[(5)(6)]	**Not less than [●] Equity Shares of face value of ₹1 each aggregating to ₹[●] million**
of which:	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1 million	[●] Equity Shares of face value of ₹1 each
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1 million	[●] Equity Shares of face value of ₹1 each
Retail Portion[(5)]	**Not less than [●] Equity Shares of face value of ₹1 each, aggregating to ₹[●] million**
Pre and post-Offer Equity Shares	
Equity Shares of face value of ₹1 each outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	303,884,790 Equity Shares of face value of ₹1 each
Equity Shares of face value of ₹1 each outstanding after the Offer	303,884,790 Equity Shares of face value of ₹1 each
Utilisation of the proceeds of the Offer	Our Company will not receive any proceeds from the Offer. For further details, see "*Objects of the Offer – Offer for Sale*" beginning on page 123.

(1) The Offer has been authorised by our Board pursuant to the resolution passed at their meeting held on July 13, 2026.

(2) Our Board has, pursuant to its resolution dated August 1, 2026, taken on record, consent/ authorisation of the Selling Shareholders, as applicable, to participate in the Offer for Sale. The Selling Shareholders have, severally and not jointly, consented to/ authorised their participation in the Offer for Sale to the extent of their respective portion of the Offered Shares. Further, the Selling Shareholders, severally and not jointly, confirm that their respective portion of the Offered Shares are eligible to be offered for sale in the Offer in accordance with Regulation 8 of the SEBI ICDR Regulations.

Sr. No.	*Selling Shareholders*	*Aggregate number of Equity Shares of face value of ₹1 each offered in the Offer for Sale*	*Date of corporate approval/ authorisation*	*Date of consent letters*
1.	*Mehul Madhusudan Shah*	*Up to [●] Equity Shares of face value of ₹1 each aggregating to ₹20,000 million*	*NA*	*August 1, 2026*
2.	*Frontier Investment Holdings Pte. Ltd.*	*Up to [●] Equity Shares of face value of ₹1 each aggregating to ₹10,000 million*	*July 31, 2026*	*July 31, 2026*

(3) The Employee Reservation Portion shall not exceed 5% of the post Offer Equity Share capital of our Company. Eligible Employees Bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹ 500,000 (net of Employee Discount, if any). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount, if any). Our Company, in consultation with the BRLMs, may offer a discount of [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion which shall be announced two Working Days prior to the Bid/Offer Opening Date. For further details, see "Offer Structure" beginning on page 442.

(4) Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the shares allocated to Anchor Investors. 40% of the Anchor Investor Portion shall be reserved as under: (i) 33.33% for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the price at which Equity Shares will be allocated to the Anchor Investors, in accordance with the SEBI ICDR Regulations. Any under-subscription in the reserved category specified in clause (ii) above, may be allocated to domestic Mutual Funds. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added back to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" beginning on page 446. Allocation to all categories shall be made in accordance with the SEBI ICDR Regulations.

(5) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories.

(6) The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to NIBs shall be reserved for Bidders with an application size of more than ₹200,000 and up to ₹1 million, and (ii) two-third of the portion shall be reserved for Bidders with application size of more than ₹1 million, provided that the unsubscribed portion in either of the aforementioned sub-categories would be allocated to applicants in the other sub-category of NIBs. The allocation to each NIB shall not be less than the applicable minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. For details, see "*Offer Procedure*" beginning on page 446.

Pursuant to Rule 19(2)(b) of the SCRR, the Offer is being made for at least [●]% of the post-Offer paid-up Equity Share capital of our Company. For further details, see "*Offer Structure*", "*Offer Procedure*" and "*Terms of the Offer*" beginning on pages 442, 446 and 436, respectively.

SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Consolidated Financial Information as at and for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024.

The Restated Consolidated Financial Information referred to above are presented under "Restated Consolidated Financial Information" beginning on page 299. The summary of financial information presented below should be read in conjunction with the "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 299 and 363, respectively.

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SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(All amounts are in ₹ in million, unless otherwise stated)

Particulars	As at		
	March 31, 2026	March 31, 2025	March 31, 2024
ASSETS			
Non-Current Assets			
Property, plant and equipment	6,450	6,301	5,197
Capital work-in-progress	867	108	633
Right of use assets	457	392	391
Intangible assets	2,311	2,030	1,961
Intangible assets under development	308	494	651
Financial assets			
(i) Investments	101	86	260
(ii) Other financial assets	16	11	10
Deferred tax assets (net)	676	542	386
Non-current tax assets (net)	3	6	6
Other non-current assets	187	187	151
Total Non-Current Assets	**11,376**	**10,157**	**9,646**
Current Assets			
Inventories	4,406	4,065	2,526
Financial assets			
(i) Investments	2,981	2,177	920
(ii) Trade receivables	7,286	4,901	4,255
(iii) Cash and cash equivalents	541	465	381
(iv) Bank balances other than (iii) above	-	-	1
(v) Loans	2	2	1
(vi) Other financial assets	76	86	53
Current tax asset (net)	6	17	22
Other current assets	1,247	1,131	913
Total Current Assets	**16,545**	**12,844**	**9,072**
Total assets	**27,921**	**23,001**	**18,718**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	101	101	101
Other Equity	19,051	14,851	12,333
Equity attributable to owners of parent	**19,152**	**14,952**	**12,434**
Non-controlling Interest	(29)	(23)	(22)
Total Equity	**19,123**	**14,929**	**12,412**
LIABILITIES			
Non-Current liabilities			
Financial Liabilities			
(i) Borrowings	13	231	425
(ii) Lease liabilities	213	147	123
(iii) Other financial liabilities	49	0	0
Provisions	11	4	4
Deferred tax liabilities (net)	503	557	296
Total Non-Current Liabilities	**789**	**939**	**848**
Current liabilities			
Financial Liabilities			
(i) Borrowings	2,204	2,074	1,856
(ii) Lease liabilities	48	62	86
(iii) Trade payables			
- Total outstanding dues of micro and small enterprises	380	196	71
- Total outstanding dues of creditors other than micro and small enterprises	2,074	2,386	1,719
(iv) Other financial liabilities	670	619	522
Other current liabilities	651	722	419
Provisions	1,772	1,006	690
Current tax liabilities (net)	210	68	95
Total current liabilities	**8,009**	**7,133**	**5,458**
Total equity and liabilities	**27,921**	**23,001**	**18,718**

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All amounts are in ₹ in millions, unless otherwise stated)

Particulars	For the Financial Year ended March 31, 2026	For the Financial Year ended March 31, 2025	For the Financial Year ended March 31, 2024
Revenue from operations	18,487	13,448	10,859
Other income	631	242	123
Total income	**19,118**	**13,690**	**10,982**
Expenses			
Cost of materials consumed	5,820	4,709	3,845
Purchases of stock-in-trade	6	48	117
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(356)	(743)	(415)
Employee benefits expense	1,750	1,435	1,207
Finance costs	174	191	172
Depreciation and amortisation expenses	1,187	1,021	816
Impairment charges	1	209	30
Other expenses	4,640	3,469	2,989
Total expenses	**13,222**	**10,339**	**8,761**
Restated Profit before Tax & Share of net Profit / (Loss) of investment accounted for using equity method & Exceptional Items	**5,896**	**3,351**	**2,221**
Add / (Less): Share of profit/ (loss) of associate accounted for using equity method	6	(5)	(3)
Restated profit before tax and exceptional items	**5,902**	**3,346**	**2,218**
Exceptional items	-	4	137
Restated profit before tax	**5,902**	**3,342**	**2,081**
Tax expense			
Current tax	1,690	715	551
Adjustment of tax relating to earlier periods	(3)	20	(1)
Deferred tax (credit)/charge	(152)	111	(30)
Total tax expense	**1,535**	**846**	**520**
Restated profit for the year (A)	**4,367**	**2,496**	**1,561**
Restated other comprehensive income			
Items that will not be reclassified subsequently to profit or loss:			
Re-measurements of the defined benefit plans	(12)	(3)	(3)
Tax on remeasurement loss on defined benefit plans	3	1	-
Items that will be reclassified subsequently to profit or loss:			
Exchange differences on translation of financials	(211)	(27)	(30)
Restated total other comprehensive income/ (loss), net of tax (B)	**(220)**	**(29)**	**(33)**
Restated total comprehensive income for the year, net of tax (A+B)	**4,147**	**2,467**	**1,528**
Restated profit for the year attributable to:			
Equity holders of the parent	4,370	2,500	1,561
Non-controlling interest	(3)	(4)	0
	4,367	**2,496**	**1,561**
Restated other comprehensive income/ (loss) for the year attributable to:			
Equity holders of the parent	(217)	(28)	(33)
Non-controlling interest	(3)	(1)	(0)
	(220)	**(29)**	**(33)**
Restated total comprehensive income for the year attributable to:			
Equity holders of the parent	4,153	2,472	1,528
Non-controlling interest	(6)	(5)	(0)
	4,147	**2,467**	**1,528**
Restated earnings per equity share (nominal value of ₹1each)			
Basic (₹)	14.38	8.23	5.14
Diluted (₹)	14.36	8.21	5.13

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(All amounts are in ₹ in million, unless otherwise stated)

Particulars	For the Financial Year ended March 31, 2026	For the Financial Year ended March 31, 2025	For the Financial Year ended March 31, 2024
Operating activities			
Restated profit before tax	**5,902**	**3,342**	**2,081**
Adjustments for:			
Depreciation of property, plant and equipment	722	649	505
Amortisation of intangible assets	407	290	230
Depreciation on right of use assets	58	82	81
ESOP expenses	43	48	22
Unrealised foreign exchange gain	(303)	0	(8)
Effect of FCTR	0	0	(18)
Duties saved on EPCG licenses	(23)	(20)	(1)
Government Grant	(31)	(20)	-
Impairment of Investment	1	209	(2)
Finance costs	147	162	164
Interest on Income tax	3	9	0
Interest cost on right of use assets	14	15	19
Interest Income	(10)	(24)	(12)
Dividend income	(0)	(0)	(0)
Loss on disposal of property, plant and equipment	16	36	1
Net gain on fair value of Mutual Fund	(135)	(112)	(64)
Gain or Loss on Lease Termination/Extinguishment	(6)	(7)	-
Share of loss of Associate (using Equity Method)	(6)	5	3
Loss on Remeasurement of lease	-	5	-
Allowances for expected credit loss	16	2	(1)
Impairment of goodwill	-	-	30
Working capital adjustments:			
Increase in trade receivables	(1,931)	(578)	(406)
Increase in Loans, advances and other assets	(189)	(224)	(85)
Increase in inventories	(341)	(1,538)	(483)
Increase in trade payables, other current and non current liabilities	211	1,431	290
Cash flows generated from operating activities before taxes	**4,565**	**3,762**	**2,346**
Income tax paid (net of refunds)	(1,534)	(764)	(527)
Net cash flows generated from operating activities (A)	**3,031**	**2,998**	**1,819**
Investing activities			
Proceeds from sale of property, plant and equipment	2	0	3
Purchase of property, plant and equipment (including CWIP, Intangibles and intangibles under development)	(2,014)	(1,489)	(2,790)
Proceeds from sale of current investments	1,480	1,651	1,070
Purchase of current investments	(2,150)	(2,795)	(921)
Incentive from Government Received	158	-	-
Purchase of Non-Current Investment	-	(17)	(3)
Dividend Income received	0	0	0
Interest income on bank deposits	10	7	6
Sublease income	0	0	-
Net cash flows used in investing activities (B)	**(2,514)**	**(2,643)**	**(2,635)**
Financing activities			
Proceeds from issue of borrowings	-	423	438
Repayment of borrowings	(267)	(354)	(2)
Proceeds from issue of equity shares	4	4	0
Finance costs	(119)	(146)	(155)
Premium on Buyback	-	(2)	-
Interest payment of lease liabilities	(14)	(15)	(19)
Principal payment of lease liabilities	(66)	(89)	(76)
Net cash flows generated from /(used in) financing activities (C)	**(462)**	**(179)**	**174**

Particulars	For the Financial Year ended March 31, 2026	For the Financial Year ended March 31, 2025	For the Financial Year ended March 31, 2024
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**55**	**176**	**(642)**
Opening balance of cash and cash equivalents	465	285	923
Add/ (less): Exchange difference on translation of foreign currency cash and cash equivalents	21	4	4
Cash and cash equivalents at the end of the year	**541**	**465**	**285**

SUMMARY OF CONTINGENT LIABILITIES

A summary of our contingent liabilities as at March 31, 2026, as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, derived from our Restated Consolidated Financial Information, is set forth below:

(₹ in million)

Particulars*	As at March 31, 2026
Income tax	8
Sales tax liability	65
Custom duty	8
Total contingent liabilities	**81**

** The United States Department of Justice (DoJ) is investigating whether our Material Subsidiary, Encube Ethicals Inc, caused false claims to Medicare by shipping a product with "Rx" labelling despite the reference listed drug having switched to an over the counter "OTC" label. A civil investigate demand dated May 9, 2023, sought documents, interrogatories, and information on the labelling transition, shipments, purchasers, and public materials referring to the product as "Rx Product Only". No further action has been taken by DoJ as on date, therefore no provision has been made under Contingent Liability.*

For further details on contingent liabilities as at March 31, 2026, as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, see "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 26 – Commitments and Contingencies"* on page 342.

For details on risks in relation to our contingent liabilities, see *"Risk Factors – 38. We have certain contingent liabilities as of March 31, 2026, which if they materialize, may adversely affect our business, results of operations, cash flows and financial condition."* on page 58.

SUMMARY OF RELATED PARTY TRANSACTIONS

A summary of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations, entered into by our Company with related parties as at and for Fiscals 2026, 2025 and 2024, derived from our Restated Consolidated Financial Information (post elimination on consolidation) are as follows:

(₹ in million, unless otherwise specified)

Sr. No.	Names of related party	Nature of relationship	Nature of transactions	Fiscal 2026	As a % of revenue from operations (%)	Fiscal 2025	As a % of revenue from operations (%)	Fiscal 2024	As a % of revenue from operations (%)
1.	Mehul Madhusudan Shah	Chairman and Managing Director	Employee benefit expense	24	0.13%	24	0.18%	20	0.18%
2.	Mansi Harses Kampani	Close member of KMP	Employee benefit expense	7	0.04%	5	0.04%	3	0.03%
3	Parineeta S Poonja	KMP(Company secretary)	Employee benefit expense	1	0.01%	1	0.01%	1	0.01%
4.	Confira Laboratories Private Limited	Common director	Revenue from Operation	76	0.41%	34	0.25%	8	0.07%
5.	Intact Therapeutics Inc	Associate	Share of Loss	6	0.03%	(5)	(0.04)%	(3)	(0.03)%
6	Confira Laboratories Private Limited	Common director	Miscellaneous income (reimbursement)	0	0.00%	0	0.00%	-	0.00%
7.	Confira Laboratories Private Limited	Common director	Other Income (Support Service)	2	0.01%	2	0.01%	3	0.03%
8.	Pharma Laboratories & Distributors	Director being partner	Lease payment	-	0.00%	2	0.01%	2	0.02%
9.	Relief Pharmaceuticals Private Limited	Common director	Lease payment	-	0.00%	2	0.01%	2	0.02%
10.	Madhusudan Shah	Close member of KMP	Lease payment	-	0.00%	2	0.01%	2	0.02%
11	Mehul Madhusudan Shah	Chairman and Managing Director	Lease payment	29	0.16%	39	0.29%	41	0.38%
12.	Madhusudan Shah (HUF)	Enterprise in which a close member of KMP is a Karta	Lease payment	-	0.00%	0	0.00%	0	0.00%
13.	Mehul Madhusudan Shah (HUF)	Director being Karta	Lease payment	-	0.00%	4	0.03%	4	0.04%
14.	Niti Shah	Close member of KMP	Lease payment	24	0.13%	3	0.02%	3	0.03%
15.	Mansi Harses Kampani	Close member of KMP	Lease payment	-	0.00%	2	0.01%	2	0.02%

For details of the related party transactions including transactions eliminated due to consolidation, see "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 33A – Related party transactions*" on page 349.

GENERAL INFORMATION

Registered and Corporate Office

Encube Ethicals Limited
803, B Wing, HDIL Kaledonia, Sahar Road
Andheri East, Mumbai City
Mumbai 400 069
Maharashtra, India

Corporate Identity Number: U24230MH1995PLC092485

Company Registration Number: 092485

For further details of our incorporation, changes to our name and changes to our registered office address, see "*History and Certain Corporate Matters*" beginning on page 268.

Address of the RoC

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

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

Board of Directors of our Company

Details regarding our Board as on the date of this Draft Red Herring Prospectus are set forth below:

Name	Designation	DIN	Address
Mehul Madhusudan Shah	Chairman and Managing Director	00312359	901, 9 Floor, Ciroc, Plot No 4, Hatkesh CHSL, JVPD opposite Joggers Park, Vile Parle (West), Mumbai 400 056 Maharashtra, India
Pratik Haresh Kamani	Executive Director and Chief Executive Officer	11681818	Flat B406, Skyvistas C.H.S L.T.D, DN Nagar, Andheri (West), Mumbai 400 053, Maharashtra, India
Dr. Amit Varma*	Non-Executive Director	02241746	Vimaakr Estate Gate number – 7/1, Awas Dhokawade-1, Ranjanpada, Alibag 402 201, Raigad, Maharashtra, India
Pallavi Pratap Gokhale	Independent Director	00036369	Flat 602, Silver Leaf Apartments, Gokhale Road, Model Colony, Shivaji Nagar, Pune 411 016, Maharashtra, India
Sudarshan Jain	Independent Director	00927487	101, Jamuna Mahal CHS, 73 Prabhat Colony, Santacruz East, Mumbai 400 055, Maharashtra, India
Manoj Kumar	Independent Director	07177262	906A, The Aralias, DLF Golf Links, DLF Phase 5, Gurgaon 122 022, Haryana, India

**Nominee of Frontier Investment Holdings Pte. Ltd.*

For brief profiles of our Directors and further details of our Board, see "*Our Management*" beginning on page 277.

Company Secretary and Compliance Officer of our Company

Parineeta S Poonja is the Company Secretary and Compliance Officer of our Company. Her contact details are as set forth below:

Parineeta S Poonja
803, B Wing, HDIL Kaledonia, Sahar Road
Andheri East, Mumbai City
Mumbai 400 069
Maharashtra, India
Telephone: +91 22 62288000
E-mail: compliance.cs@encubeethicals.com

Book Running Lead Managers

JM Financial Limited
7th Floor, Cnergy,
Appasaheb Marathe Marg, Prabhadevi
Mumbai 400 025
Maharashtra, India
Telephone: +91 22 6630 3030
E-mail: encube.ipo@jmfl.com
Investor grievance e-mail: grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact person: Prachee Dhuri
SEBI registration no.: INM000010361

Axis Capital Limited
Axis House, 1st Floor,
Pandurang Budhkar Marg, Worli,
Mumbai 400 025
Maharashtra, India
Telephone: +91 22 4325 2183
E-mail: encube.ipo@axiscap.in
Investor grievance e-mail: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact person: Devika Kanani/ Pavan Naik
SEBI registration no.: INM000012029

Kotak Mahindra Capital Company Limited
27 BKC, 1st Floor
Plot No. C – 27, "G" Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India
Telephone: +91 22 4336 0000
E-mail: encube.ipo@kotak.com
Investor grievance e-mail: kmccredressal@kotak.com
Website: https://investmentbank.kotak.com
Contact person: Ganesh Rane
SEBI registration no.: INM000008704

Legal Counsel to our Company as to Indian Law

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Telephone: +91 22 2496 4455
E-mail: ipo.cam@cyrilshroff.com

Registrar to the Offer

MUFG Intime India Private Limited
(*Formerly Link Intime India Private Limited)*
C-101, Embassy 247
L.B.S. Marg, Vikhroli West
Mumbai 400 083
Maharashtra, India
Tel: +91 810 811 4949
E-mail: encubeethicals.ipo@in.mpms.mufg.com
Website: https://in.mpms.mufg.com
Investor grievance e-mail: encubeethicals.ipo@in.mpms.mufg.com
Contact person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Statutory Auditors to our Company

Walker Chandiok & Co LLP, Chartered Accountants
42nd Floor, Building Commerz III
International Business Park, Oberoi Garden City
Off Western Express Highway, Goregaon (East)
Mumbai 400 063
Maharashtra, India
Telephone: +91 22 6626 2600
E-mail: Yashwant.Jain@WalkerChandiok.in
Firm registration number: 001076N/N500013
Peer review number: 020566

Changes in statutory auditors of our Company

Except as stated below, there has been no change in our statutory auditors in the three years preceding the date of this Draft Red Herring Prospectus:

Particulars	Date of change	Reason for change
Walker Chandiok & Co LLP, Chartered Accountants 42nd Floor, Building Commerz III International Business Park, Oberoi Garden City Off Western Express Highway, Goregaon (East) Mumbai 400 063, Maharashtra, India **Telephone:** +91 22 6626 2600 **E-mail:** Yashwant.Jain@WalkerChandiok.in **Firm registration number:** 001076N/N500013 **Peer review number:** 020566	September 28, 2023	Appointed as the statutory auditor for a period of five consecutive years, upon completion of term of the previous statutory auditor
Shaparia Mehta & Associates LLP, Chartered Accountants 804, A-Wing, Naman Midtown Senapati Bapat Marg, Elphinstone Road Mumbai 400 013 **Telephone**: +91 6229 5100 **E-mail**: office.smca@gmail.com **Firm registration number:** 0112350W/W-100051 **Peer review number**: 016960	September 28, 2023	Completion of term

Bankers to the Offer

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public offer Account Bank

[●]

Sponsor Bank(s)

[●]

Bankers to our Company

HDFC Bank Ltd
HDFC Bank Ltd., 3rd Floor
R Square By Runwal Realty
JB Nagar, Andheri East
Mumbai 400 059
Tel.: +91 75060 01798
Contact Person: Amit Parag Parulekar
Email: amit.parulekar@hdfc.bank.in
Website: www.hdfcbank.com

Citibank N.A.
FIFC, 10th Floor
C-54 and 55
G Block, Bandra Kurla Complex
Mumbai 400 098
Tel.: +91 22 6175 9999
Contact Person: Sagar Tanna/ Amit N Shah
Email: Sagar.tanna@citi.com/ Amit2.shah@citi.com
Website: www.citi.com

Syndicate Members

[●]

Filing

A copy of this Draft Red Herring Prospectus, along with the Draft Abridged Prospectus has been uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and in accordance with the SEBI ICDR Master Circular. Further, physical copies of this Draft Red Herring Prospectus, along with the Draft Abridged Prospectus will also be filed with SEBI at the following address:

Securities and Exchange Board of India
Corporation Finance Department, Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed with the RoC in accordance with Section 32 of the Companies Act, and a copy of the Prospectus shall be filed with the RoC as required under Section 26 of the Companies Act and through the electronic portal at www.mca.gov.in.

Inter-se Allocation of Responsibilities among the Book Running Lead Managers

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

Sr. No	Activities	Responsibility	Coordination
1.	Capital structuring, positioning strategy, due diligence of the Company including its operations/management, legal etc. Drafting and design of the Draft Red Herring Prospectus, draft abridged prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application forms. The BRLMs shall ensure compliance with SEBI ICDR Regulations and stipulated requirements and completion of prescribed formalities with the stock exchanges, RoC and SEBI and RoC filings and follow up and coordination till final approval from all regulatory authorities.	All BRLMs	JM
2.	Drafting and approval of statutory advertisements (including audio visual presentation)	All BRLMs	JM
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above corporate advertising, brochure etc., and filing of media compliance report	All BRLMs	Kotak
4.	Appointment of Registrar to the Offer and advertising agency	All BRLMs	JM
5.	Appointment of intermediaries – Bankers to the Offer, monitoring agency, Sponsor Banks, printers to the Offer and other intermediaries including co-ordination for agreements to be entered into with such intermediaries.	All BRLMs	Axis
6.	Preparation of road show and analyst marketing presentation	All BRLMs	Axis
7.	Preparation of frequently asked questions	All BRLMs	Axis
8.	International Institutional marketing of the Offer which will cover, inter alia: • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	All BRLMs	Kotak, Axis, JM
9.	Domestic Institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedule	All BRLMs	JM
10.	Retail marketing of the Offer, which will cover, inter alia: • Finalising media, marketing, public relations strategy and publicity budget including list of frequently asked questions at retail road shows • Finalising collection centres • Finalising application form • Finalising centres for holding conferences for brokers etc. • Follow - up on distribution of publicity; and • Offer material including application form, Red Herring Prospectus / Prospectus and deciding on the • quantum of the Offer material	All BRLMs	Axis
11.	Non-Institutional marketing of the Offer, which will cover, inter alia: • Finalising media, marketing and public relations strategy; and • Formulating strategies for marketing to Non - Institutional Investors.	All BRLMs	JM
12.	Managing the book and finalization of pricing in consultation with the Company	All BRLMs	JM

Sr. No	Activities	Responsibility	Coordination
13.	Coordination with Stock Exchanges for anchor coordination, anchor CAN and intimation of anchor allocation and submission of letters to regulators post completion of anchor allocation.	All BRLMs	Kotak
14.	Coordination with Stock Exchanges for book building software, bidding terminals, and mock trading	All BRLMs	Axis
15.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with registrar, SCSBs and Bank to the Offer, intimation of allocation and dispatch of refund to bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds in coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transaction tax ("**STT**") on sale of unlisted equity shares by the Selling Shareholders under the Offer for Sale to the Government. Co-ordination with SEBI and Stock Exchanges for submission of all post Offer reports including final Post Offer report to SEBI.	All BRLMs	Kotak

Grading of the Offer

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

Monitoring Agency

As the Offer is an offer for sale of Equity Shares by the Selling Shareholders, our Company is not required to appoint a monitoring agency in relation to the Offer.

Appraising Entity

As the Offer is an offer for sale of Equity Shares by the Selling Shareholders, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity has been appointed for the Offer.

Credit Rating

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI, for the ASBA process is available at (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes updated from time to time or at such other websites as may be prescribed by SEBI from time to time, (ii) A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidder using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

Self-Certified Syndicate Banks and mobile applications enabled for Unified Payment Interface Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI ICDR Master Circular, UPI Bidders Bidding through UPI Mechanism may apply through the SCSBs and mobile applications, using UPI handles, whose

name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public offers using UPI mechanism is provided in the list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and 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 under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com and https://www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Experts to the Offer

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

Our Company has received written consent dated August 1, 2026 from Walker Chandiok & Co LLP, Chartered Accountants (FRN: 001076N/ N500013), holding a valid peer review certificate from the ICAI to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditor and in respect of their (i) examination report dated July 29, 2026 on our Restated Consolidated Financial Information; and (ii) report dated August 1, 2026 on the statement of special tax benefits available to our Company and Shareholders, included in this Draft Red Herring Prospectus. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated August 1, 2026, from Manian & Rao, Chartered Accountants, (FRN: 001983S), holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act in respect of various certifications issued by them in their capacity as an independent chartered accountant to our Company in connection with the Offer. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated July 31, 2026, from KNAV Advisory Inc., to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act in respect of report dated July 31, 2026 on the statement of special tax benefits included in this Draft Red Herring Prospectus with respect to our Material Subsidiary, Encube Ethicals Inc. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated August 1, 2026 from S Majumdar & Co., intellectual property consultant to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in respect of the certificate dated August 1, 2026 on the (i) patent and trademark filings and registrations; and (ii) product filings and registrations of the

Company in India and certain other jurisdictions, and such consent has not been withdrawn as on the date of this DRHP. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated August 1, 2026 from Sharjeel Aslam Faiz, chartered engineer, having membership number M164524-7 to include his name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in his capacity as an Independent Chartered Engineer, in relation to his certificate dated August 1, 2026 certifying production capacity, actual capacity and extent of utilisation of manufacturing facilities for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024 and such consent has not been withdrawn as on the date of this DRHP. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated August 1, 2026 from Mehta & Mehta, Company Secretaries, practising company secretaries, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in respect of the certifications issued by them in their capacity as a practising company secretary to our Company in connection with the Offer. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus, the Bid Cum Application Forms and the Revision Forms within the Price Band, which will be decided by our Company in consultation with the BRLMs, and which will either be included in the Red Herring Prospectus or will be notified in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and all editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located) each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Managers after the Bid/ Offer Closing Date. For details, see "*Offer Procedure*" beginning on page 446.

All Bidders, other than Anchor Investors, shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or in the case of UPI Bidders, by using the UPI Mechanism. UPI Bidders shall participate through the ASBA process either by (i) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (ii) using the UPI Mechanism.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders 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. RIBs and Eligible Employees Bidding in the Employee Reservation Portion 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 Bid/Offer Period. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis, while, allocation to Anchor Investors will be on a discretionary basis. Further, allocation to RIBs and Non-Institutional Bidders will be in a manner as may be prescribed under the SEBI ICDR Regulations.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

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

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

For further details, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" beginning on pages 436, 442 and 446, respectively.

Illustration of Book Building Process and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Terms of the Offer*" and "*Offer Procedure*" beginning on pages 436 and 446, respectively.

Investor Grievances

For mechanism for the redressal of investor grievances, see "*Other Regulatory and Statutory Disclosures – Disposal of Investor Grievances by our Company*" on page 434.

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, each of the Selling Shareholders and the Registrar to the Offer will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer, in accordance with Regulation 40(3) of the SEBI ICDR Regulations. The extent of underwriting obligations and the Bids to be underwritten by each BRLM shall be as per the Underwriting Agreement.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares of face value of ₹1 each, which they shall subscribe to on account of rejection of Bids, either by themselves or by procuring subscription, at a price which shall not be less than the Offer Price:

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares to be underwritten	Amount underwritten (in ₹ million)
Name: [●] Address: [●] Telephone: [●] E-mail: [●]	[●]	[●]

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

The above-mentioned underwriting commitment is indicative and will be finalised after determination of the Offer Price and Basis of Allotment, subject to and in accordance with the provisions of the SEBI ICDR Regulations.

In the opinion of our Board (on the basis of representation 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 as merchant bankers with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board, at its meeting held on [●], has approved and entered into the Underwriting Agreement mentioned above on behalf of our Company. Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. The extent of underwriting obligations (including any defaults in payment for which the respective Underwriter is required to procure purchasers for or purchase the Equity Shares to the extent of the defaulted amount) and the Bids to be underwritten in the Offer by each Book Running Lead Manager shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

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

(in ₹, except share data)

	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORISED SHARE CAPITAL**(1)		
	450,000,000 Equity Shares of face value of ₹1 each	450,000,000	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	303,884,790 Equity Shares of face value of ₹1 each	303,884,790	-
C.	**PRESENT OFFER**		
	Offer for Sale of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹ 30,000 million(2)(3)	[●]	[●]
	Which includes:		
	Employee Reservation Portion of up to [●] Equity Shares of face value of ₹1 each, aggregating up to ₹[●] million(4)	[●]	[●]
	Accordingly		
	Net Offer of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	303,884,790 Equity Shares of face value of ₹1 each	303,884,790	[●]
E.	**SECURITIES PREMIUM**		
	Before (as on the date of this Draft Red Herring Prospectus) and after the Offer$$ (in ₹ million)		4,343

* *To be updated upon finalization of the Offer Price, and subject to the Basis of Allotment.*

$$ *As of March 31, 2026, the securities premium amount was ₹ 4,546 million. The securities premium amount mentioned in the table above has been adjusted for the allotment made by our Company post March 31, 2026, pursuant to the issue of fully paid bonus Equity Shares allotted on July 13, 2026. For further details in relation to the allotment of fully paid bonus Equity Shares dated July 13, 2026, see "- Notes to capital structure – 1. Share capital history of our Company – Equity share capital" on page 99. Given that the Offer comprises of an Offer for Sale, the issued, subscribed and paid-up share capital of our Company and the securities premium before and after the Offer shall remain the same.*

(1) For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association in the last 10 years" on page 268.

(2) The Offer has been authorised by our Board pursuant to the resolution passed at their meeting held on July 13, 2026.

(3) Our Board has, pursuant to its resolution dated August 1, 2026, taken on record, consent/ authorisation of the Selling Shareholders, as applicable, to participate in the Offer for Sale. The Selling Shareholders have, severally and not jointly, consented to/ authorised their participation in the Offer for Sale to the extent of their respective portion of the Offered Shares. Further, the Selling Shareholders, severally and not jointly, confirm that their respective portion of the Offered Shares are eligible to be offered for sale in the Offer in accordance with Regulation 8 of the SEBI ICDR Regulations. For details regarding the consents and authorisation of the Selling Shareholders for the Offer, see "The Offer" and "Other Regulatory and Statutory Disclosures" beginning on pages 81 and 417.

(4) The Employee Reservation Portion shall not exceed 5% of the post Offer Equity Share capital of our Company. Eligible Employees Bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹ 500,000 (net of Employee Discount, if any). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount, if any). Our Company, in consultation with the BRLMs, may offer a discount of [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion which shall be announced two Working Days prior to the Bid/Offer Opening Date. For further details, see "Offer Structure" beginning on page 442.

Notes to capital structure

1. **Share capital history of our Company**

a. Equity share capital

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

Date of allotment/ buy-back	Number of equity shares allotted/ bought back	Face value per equity share (in ₹)	Issue/ buy-back price per equity share (in ₹)	Nature of allotment	Nature of consideration	Names of the shareholders along with number of equity shares allotted/ bought back	Number of allottees/ shareholders whose equity shares were bought back	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
September 7, 1995^	20	10	10	Initial subscription to the Memorandum of Association	Cash	**Sr. No.** / **Name of the shareholder** / **No. of equity shares allotted** 1. Mehul Madhusudan Shah — 10 2. Madhusudan Shah — 10	2	20	200
March 31, 1997*	799,980@	10	10	Further issue	Cash	**Sr. No.** / **Name of the shareholder** / **No. of equity shares allotted** 1. Mehul Madhusudan Shah — 399,990 2. Madhusudan Shah — 399,990	2	800,000	8,000,000
January 30, 2002*	200,000	10	10	Further issue	Cash	**Sr. No.** / **Name of the shareholder** / **No. of equity shares allotted** 1. Chandra Shah — 150,000 2. Niti Shah — 49,940 3. Nilesh N. Maniar — 10 4. Rupa N. Maniar — 10 5. Chandramani N. Maniar — 10 6. Himanshu Gandhi — 10 7. Pinki Gandhi — 10 8. Bipin G. Shah — 10	8	1,000,000	10,000,000
March 7, 2002*	1,000,000	10	NA	Bonus issue in the ratio of one fully paid-up equity share of face value of ₹10 each for	NA	**Sr. No.** / **Name of the shareholder** / **No. of equity shares allotted**	10	2,000,000	20,000,000

Date of allotment/ buy-back	Number of equity shares allotted/ bought back	Face value per equity share (in ₹)	Issue/ buy-back price per equity share (in ₹)	Nature of allotment	Nature of consideration	Names of the shareholders along with number of equity shares allotted/ bought back	Number of allottees/ shareholders whose equity shares were bought back	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
				every fully paid-up equity share of face value of ₹10 each, held on the record date i.e. February 15, 2002.		1. Mehul Madhusudan Shah 400,000 2. Madhusudan Shah 400,000 3. Chandra Shah 150,000 4. Niti Shah 49,940 5. Nilesh N. Maniar 10 6. Rupa N. Maniar 10 7. Chandramani N. Maniar 10 8. Himanshu Gandhi 10 9. Pinki Gandhi 10 10. Bipin G. Shah 10			
August 12, 2003*	(499,970)	10	17	Buy-back of equity shares in the ratio of one equity share of face value of ₹10 each for every four equity shares of face value of ₹10 each held.	Cash	**Sr. No. / Name of the shareholder / No. of equity shares bought back** 1. Mehul Madhusudan Shah (200,000) 2. Madhusudan Shah (200,000) 3. Chandra Shah (75,000) 4. Niti Shah (24,970)	4	1,500,030	15,000,300
February 5, 2016	7,500,150	10	NA	Bonus issue in the ratio of five fully paid-up equity shares of face value of ₹10 each for every fully paid-up equity share of face value of ₹10 each held on the record date i.e. January 13, 2016.	NA	**Sr. No. / Name of the shareholder / No. of equity shares allotted** 1. Mehul Madhusudan Shah 4,125,000 2. Madhusudan Shah 750,000 3. Chandra Shah 750,000 4. Niti Shah 1,874,450 5. Nilesh N. Maniar 100 6. Rupa N. Maniar 100 7. Chandramani N. Maniar 100 8. Himanshu Gandhi 100 9. Pinki Gandhi 100 10 Bipin G. Shah 100 11 Madhusudan Shah HUF 50 12 Mehul Madhusudan Shah HUF 50	12	9,000,180	90,001,800
July 21, 2016*	678,000	10	3,111	Private placement	Cash	**Sr. / Name of the / No. of equity**	2	9,678,180	96,781,800

Date of allotment/ buy-back	Number of equity shares allotted/ bought back	Face value per equity share (in ₹)	Issue/ buy-back price per equity share (in ₹)	Nature of allotment	Nature of consideration	Names of the shareholders along with number of equity shares allotted/ bought back	Number of allottees/ shareholders whose equity shares were bought back	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
						No. / **shareholder** / **shares allotted** 1. Plenty Private Equity Fund I Limited — 613,658 2. Multiples Private Equity Fund II LLP — 64,342			
June 28, 2021*	448,873	10	5,666	Private placement	Cash	**Sr. No.** / **Name of the shareholder** / **No. of equity shares allotted** 1. Frontier Investment Holdings Pte. Ltd. — 448,873	1	10,127,053	101,270,530
December 10, 2024	1,250	10	3,250	Exercise of employee stock options pursuant to ESOP 2020	Cash	**Sr. No.** / **Name of the shareholder** / **No. of equity shares allotted** 1. Jhelam Unadkat — 1,250	1	10,128,303	101,283,030
May 15, 2025	200	10	3,250	Exercise of employee stock options pursuant to ESOP 2020	Cash	**Sr. No.** / **Name of the shareholder** / **No. of equity shares allotted** 1. Ashish Talele — 200	1	10,128,503	101,285,030
July 29, 2025	300	10	3,250	Exercise of employee stock options pursuant to ESOP 2020	Cash	**Sr. No.** / **Name of the shareholder** / **No. of equity shares allotted** 1. Amish Desai — 300	1	10,128,803	101,288,030
November 6, 2025	100	10	3,250	Exercise of employee stock options pursuant to ESOP 2020	Cash	**Sr. No.** / **Name of the shareholder** / **No. of equity shares allotted** 1. Devarsh Patel — 100	1	10,128,903	101,289,030
March 5, 2026	400	10	3,250	Exercise of employee stock options pursuant to ESOP 2020	Cash	**Sr. No.** / **Name of the shareholder** / **No. of equity shares allotted** 1. Yogesh Sampat Randive — 400	1	10,129,303	101,293,030
Pursuant to resolutions passed by our Board dated May 22, 2026, and our Shareholders dated May 22, 2026, the existing equity shares of face value of ₹10 each of our Company were sub-divided into Equity Shares of face value of ₹1 each. Consequently, the issued, subscribed and paid-up equity share capital of our Company being ₹101,293,030 comprising of 10,129,303 equity shares of face value of ₹10 each was sub-divided into ₹101,293,030 comprising of 101,293,030 Equity Shares of face value of ₹1 each.									
May 22, 2026	1,900	1	325	Exercise of employee stock options pursuant to ESOP 2020	Cash	**Sr. No.** / **Name of the shareholder** / **No. of equity shares allotted** 1. Deepa Naik — 1,900	1	101,294,930	101,294,930

Date of allotment/ buy-back	Number of equity shares allotted/ bought back	Face value per equity share (in ₹)	Issue/ buy-back price per equity share (in ₹)	Nature of allotment	Nature of consideration	Names of the shareholders along with number of equity shares allotted/ bought back	Number of allottees/ shareholders whose equity shares were bought back	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
July 13, 2026	202,589,860	1	NA	Bonus issue in the ratio of 2 fully paid-up Equity Shares of face value of ₹1 each for every fully paid-up Equity Share of face value of ₹1 each held on the record date i.e. July 8, 2026.	NA	Please refer to note no. 1 below	99 Please refer to note no. 2 below	303,884,790	303,884,790
Total								**303,884,790**	**303,884,790**

^While our Company was incorporated on September 7, 1995, the date of subscription to the Memorandum of Association was August 19, 1995. The initial subscription to the Memorandum of Association was taken on record by our Board on June 30, 2026.

[@]Form 2 filed with the Registrar of Companies, Maharashtra, erroneously mentions allotment of 400,000 equity shares of face value of ₹10, each, to Mehul Madhusudan Shah and Madhusudan Shah, instead of 399,990 equity shares of face value ₹10, each, being the actual number of equity shares allotted on March 31, 1997. For further details, please see "Risk Factors – 46. Certain of our corporate records are not traceable. Further, certain filings may have inadvertent errors or inaccuracies. We cannot assure you that legal proceedings or regulatory actions will not be initiated against us in the future, which could adversely affect our financial condition and reputation." on page 63.

[*] We have been unable to trace certain challans for the form filings made with the RoC in relation to allotments made by our Company as the relevant information was not available in our Company's records. For details see, "Risk Factors – 46. Certain of our corporate records are not traceable. Further, certain filings may have inadvertent errors or inaccuracies. We cannot assure you that legal proceedings or regulatory actions will not be initiated against us in the future, which could adversely affect our financial condition and reputation." on page 63.

Notes:

1. *Allotment of 124,317,400 fully paid bonus Equity Shares of face value of ₹1 each to Mehul Madhusudan Shah, 18,897,600 fully paid bonus Equity Shares of face value of ₹1 each to Niti Shah, 30,526,660 fully paid bonus Equity Shares of face value of ₹1 each to Frontier Investment Holdings Pte. Ltd., 2,400 fully paid bonus Equity Shares of face value of ₹1 each to Nilesh Navinchandra Maniar, 2,400 fully paid bonus Equity Shares of face value of ₹1 each to Chandramani Maniar, 27,000 fully paid bonus Equity Shares of face value of ₹1 each to Chandramani Maniar jointly with Nilesh Navin Chandra Maniar 2,400 fully paid bonus Equity Shares of face value of ₹1 each to Rupa Nilesh Maniar, 27,000 fully paid bonus Equity Shares of face value of ₹1 each to Rupa Nilesh Maniar jointly with Nilesh Navin Chandra Maniar, 56,400 fully paid bonus Equity Shares of face value of ₹1 each to Himanshu Gandhi, 2,400 fully paid bonus Equity Shares of face value of ₹1 each to Pinki Gandhi, 2,080,000 fully paid bonus Equity Shares of face value of ₹1 each to Harses Kampani, 4,000 fully paid bonus Equity Shares of face value of ₹1 each to Ashish Laxman Talele, 2,000 fully paid bonus Equity Shares of face value of ₹1 each to Devarsh Bharatkumar Patel, 25,000 fully paid bonus Equity Shares of face value of ₹1 each to Jhelam Mayur Unadkat, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Amish Mayurkant Desai, 1,200 fully paid bonus Equity Shares of face value of ₹1 each to Mehul Madhusudan Shah HUF, 1,200 fully paid bonus Equity Shares of face value of ₹1 each to Madhusudan Nyalchand Shah HUF, 10,320,000 fully paid bonus Equity Shares of face value of ₹1 each to Mansi Harses Kampani, 10,320,000 fully paid bonus Equity Shares of face value of ₹1 each to Niloni Mihir Shah, 2,080,000 fully paid bonus Equity Shares of face value of ₹1 each to Mihir Shah, 8,000 fully paid bonus Equity Shares of face value of ₹1 each to Yogesh Sampat, 2,400 fully paid bonus Equity Shares of face value of ₹1 each to Sandhya Bipin Shah, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Ami Hemendra Mehta, 13,000 fully paid bonus Equity Shares of face value of ₹1 each to Sanjiv Suresh Shah, 13,000 fully paid bonus Equity Shares of face value of ₹1 each to Ketan Bipin Kaji, 13,000 fully paid bonus Equity Shares of face value of ₹1 each to Manish Kanaiyalal Shah, 13,000 fully paid bonus Equity Shares of face value of ₹1 each to Umang Manish Shah, 20,000 fully paid bonus Equity Shares of face value of ₹1 each to Kaushal Vinod Doshi, 13,000 fully paid bonus Equity Shares of face value of ₹1 each to Someshwar Madappa Mudda, 3,000 fully paid bonus Equity Shares of face value of ₹1 each to Anuj Doshi, 3,000 fully paid bonus Equity Shares of face value of ₹1 each to Paresh Vasantrai Popat, 3,000 fully paid bonus Equity Shares of face value of ₹1 each to Ashish Vasantrai Popat, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Kunali Ashok Maheshwari, 20,000 fully paid bonus Equity Shares of face value of ₹1 each to Dipesh Prabodhchandra Shah, 1,000 fully paid bonus Equity Shares of face value of ₹1 each to Heena Bhavesh Shah, 27,000 fully paid bonus Equity Shares of face value of ₹1 each to Nilesh Natvarlal Dadia, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Suneesh Kumar Prabhu Pulikkal Sudheendran, 1,000 fully paid bonus Equity Shares of face value of ₹1 each to Priyal Vishal Choksi, 1,000 fully paid bonus Equity Shares of face value of ₹1 each to Jill Samir Deliwala, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Krishna Nilesh Parekh, 2,000 fully paid bonus Equity Shares of face value of ₹1 each to Mohammad Akbar Hussain Shaikh, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Dipak Mehta, 2,000 fully paid bonus Equity Shares of face value of ₹1 each to Bharati Pankaj Jhaveri, 2,000 fully paid bonus Equity Shares of face value of ₹1 each to Ishi Shalin Javeri, 600 fully paid bonus Equity Shares of face value of ₹1 each to Krishita Yash Shah, 5,000 fully paid bonus Equity Shares of face value of ₹1 each to Rahul Pankaj Javeri, 3,000 fully paid bonus Equity Shares of face value of ₹1 each to Sachin Pankaj Javeri, 1,000 fully paid bonus Equity Shares of face value of ₹1 each to Shalin Pankaj Jhaveri, 27,000 fully paid bonus Equity Shares of face value of ₹1 each to Vipulkumar Anopchand Shah, 27,000 fully paid bonus Equity Shares of face value of ₹1 each to Vipul Pravinchandra Shah, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Mita Vipul Shah, 3,000 fully paid bonus Equity Shares of face value of ₹1 each to Kashyap D Doshi, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Kishorkumar C Shah, 3,000 fully paid bonus Equity Shares of face value of ₹1 each to Sanjay Mahendra Gandhi, 27,000 fully paid bonus Equity Shares of face value of ₹1 each to Pravin Dipchand Shah, 33,000 fully paid bonus Equity Shares of face value of ₹1 each to Jayesh V Sanghavi, 27,000 fully paid bonus Equity Shares of face value of ₹1 each to Punit Bipinchandra Shah, 1,000,000 fully paid bonus Equity Shares of face value of ₹1 each to Vallabh Bhanshali, 1,000 fully paid bonus Equity Shares of face value of ₹1 each to Niketa Gandhi, 2,000 fully paid bonus Equity Shares of face value of ₹1 each to Hariram Krishnan, 2,000 fully paid bonus Equity Shares of face value of ₹1 each to Dipali S Mody, 8,000 fully paid bonus Equity Shares of face value of ₹1 each to Bhavesh Navinchandra Goradia, 54,000 fully paid bonus Equity Shares of face value of ₹1 each to V Shankar, 13,000 fully paid bonus Equity Shares of face value of ₹1 each to Alka Nalinkumar Shah, 40,000 fully paid bonus Equity Shares of face value of ₹1 each to Jayeshkumar Mohanlal Shah, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Harshad R Shah, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Sunita Ashok Maheshwari, 20,000 fully paid bonus Equity Shares of face value of ₹1 each to Mukeshkumar Mohanlal Shah, 13,000 fully paid bonus Equity Shares of face value of ₹1 each to Mari A Konar, 2,080,000 fully paid bonus Equity Shares of face value of ₹1 each to Nemish S*

Shah (HUF), 13,000 fully paid bonus Equity Shares of face value of ₹1 each to Sumit Sajjanraj Lunker, 27,000 fully paid bonus Equity Shares of face value of ₹1 each to Parul Rajesh Maniar, 20,000 fully paid bonus Equity Shares of face value of ₹1 each to Rajesh Navinchandra Maniar, 13,000 fully paid bonus Equity Shares of face value of ₹1 each to Malav Rajiv Shah, 2,000 fully paid bonus Equity Shares of face value of ₹1 each to Preeti Viral Shah, 1,000 fully paid bonus Equity Shares of face value of ₹1 each to Mehul Mahasukhbhai Gandhi, 5,000 fully paid bonus Equity Shares of face value of ₹1 each to Hetvi Bhavesh Goradia, 13,000 fully paid bonus Equity Shares of face value of ₹1 each to Rajesh P Shah, 2,000 fully paid bonus Equity Shares of face value of ₹1 each to Viral A Shah, 13,000 fully paid bonus Equity Shares of face value of ₹1 each to Shanay Rajiv Shah, 3,000 fully paid bonus Equity Shares of face value of ₹1 each to Rajesh Suryakantbhai Gandhi, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Rajvi Abhishek Bhuta, 3,000 fully paid bonus Equity Shares of face value of ₹1 each to Rikin Milan Kapadia, 67,000 fully paid bonus Equity Shares of face value of ₹1 each to J Vaidyaraman, 13,000 fully paid bonus Equity Shares of face value of ₹1 each to Nirav Manish Shah, 5,000 fully paid bonus Equity Shares of face value of ₹1 each to Rajen Pravinchandra Parekh, 3,000 fully paid bonus Equity Shares of face value of ₹1 each to Prakash Mudda, 20,000 fully paid bonus Equity Shares of face value of ₹1 each to Vatsal Vipul Shah, 3,000 fully paid bonus Equity Shares of face value of ₹1 each to Priyanshi Rajen Parekh, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Rina Jayesh Shah, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Bijal Milan Shah, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Poorvi Divyesh Shah, 6,000 fully paid bonus Equity Shares of face value of ₹1 each to Nita Rajesh Shah, 10,000 fully paid bonus Equity Shares of face value of ₹1 each to Sonal Paresh Shaparia, 3,000 fully paid bonus Equity Shares of face value of ₹1 each to Shreya Dhrumill Shah, 10,000 fully paid bonus Equity Shares of face value of ₹1 each to Jyoti Sanjiv Mehta, 1,000 fully paid bonus Equity Shares of face value of ₹1 each to Taruna Shailesh Mehta, 1,000 fully paid bonus Equity Shares of face value of ₹1 each to Chandrika Girish Mehta and 3,800 fully paid bonus Equity Shares of face value of ₹1 each to Deepa Naik.

2. *The total number of allottees in this allotment were 100, however, we have only counted allottees holding unique PAN, accordingly, one allottee, namely Himanshu Gandhi whose name was appearing twice under two different folios in the above list of allottees has been included only once in this count.*

b. Preference share capital

As on the date of this Draft Red Herring Prospectus, our Company does not have any preference share capital.

2. **Secondary transactions of equity shares by our Promoter (also the Promoter Selling Shareholder), members of the Promoter Group and Investor Selling Shareholder**

Except as disclosed below and under "- *History of share capital build-up of our Promoter, Minimum Promoter's Contribution and lock-in requirements*" on page 105, there have been no purchase/ transfer/ transmission of equity shares through secondary transactions by our Promoter (also the Promoter Selling Shareholder).

Further, except as disclosed below, there have been no purchase/ transfer of equity shares through secondary transactions by members of the Promoter Group and the Investor Selling Shareholder:

Date of transfer	Number of equity shares transferred	Details of the transferor	Details of transferee	Face value per equity share (in ₹)	Transfer price per equity share (in ₹)	Nature of consideration
Promoter Group						
January 2, 2007	10	Niti Shah	Madhusudan Shah (HUF)	10	10	Cash
	10	Niti Shah	Mehul Shah (HUF)	10	10	Cash
December 15, 2015	200,000	Madhusudan Shah	Mehul Madhusudan Shah	10	Nil[#]	NA
	200,000	Madhusudan Shah	Niti Shah	10	Nil[#]	NA
	25,000	Madhusudan Shah	Mehul Madhusudan Shah	10	Nil[#]	NA
	25,000	Madhusudan Shah	Niti Shah	10	Nil[#]	NA
	75,000	Chandra Shah	Niti Shah	10	Nil[#]	NA
June 17, 2016	900,000	Madhusudan Shah	Madhusudan Shah jointly with Mehul Madhusudan Shah	10	10	Cash
	900,000	Chandra Shah	Chandra Shah jointly with Mehul Madhusudan Shah	10	10	Cash
	2,249,340	Niti Shah	Niti Shah jointly with Mehul Madhusudan Shah	10	10	Cash
July 8, 2016	150,000	Chandra Shah jointly with Mehul Madhusudan Shah	Chandra Shah jointly with Madhusudan Shah	10	Nil[#]	NA
	150,000	Madhusudan Shah jointly with Mehul Madhusudan Shah	Madhusudan Shah jointly with Chandra Shah	10	Nil[#]	NA
July 21, 2016	150,000	Madhusudan Shah jointly with Chandra Shah	Plenty Private Equity Fund I Limited	10	3,111	Cash
	121,530	Chandra Shah jointly with Madhusudan Shah	Plenty Private Equity Fund I Limited	10	3,111	Cash
	28,470	Chandra Shah jointly with Madhusudan Shah	Multiples Private Equity Fund II LLP	10	3,111	Cash
June 28, 2021	99,460	Madhusudan Shah jointly with Mehul Madhusudan Shah	Frontier Investment Holdings Pte. Ltd.	10	5,666	Cash
August 1, 2023	375,000	Chandra Shah jointly with Mehul Madhusudan Shah	Niti Shah jointly with Mehul Madhusudan Shah	10	Nil[^]	NA
March 23, 2026	650,540	Madhusudan Shah jointly with Mehul Madhusudan Shah	Mehul Madhusudan Shah	10	Nil[#]	NA
	439,460	Niti Shah jointly with Mehul Madhusudan Shah	Mehul Madhusudan Shah	10	Nil[#]	NA
	516,000	Niti Shah jointly with	Niloni Shah jointly	10	Nil[#]	NA

		Mehul Madhusudan Shah	with Niti Shah			
	516,000	Niti Shah jointly with Mehul Madhusudan Shah	Mansi Harses Kampani jointly with Niti Shah	10	Nil[#]	NA
	104,000	Niti Shah jointly with Mehul Madhusudan Shah	Mihir Shah	10	Nil[#]	NA
	104,000	Niti Shah jointly with Mehul Madhusudan Shah	Harses Kampani	10	Nil[#]	NA
June 25, 2026	9,448,800	Niti Shah jointly with Mehul Madhusudan Shah	Niti Shah	1	Nil[#]	NA
July 7, 2026	5,160,000	Mansi Harses Kampani jointly with Niti Shah	Mansi Harses Kampani	1	Nil[#]	NA
	5,160,000	Niloni Shah jointly with Niti Shah	Niloni Shah	1	Nil[#]	NA
Investor Selling Shareholder						
June 28, 2021	99,460	Madhusudan Shah jointly with Mehul Madhusudan Shah	Frontier Investment Holdings Pte. Ltd.	10	5,666	Cash
	885,188	Plenty Private Equity Fund I Limited	Frontier Investment Holdings Pte. Ltd.	10	6,155	Cash
	92,812	Multiples Private Equity Fund II LLP	Frontier Investment Holdings Pte. Ltd.	10	6,155	Cash

[#]*Transfer price pursuant to a gift of equity shares is nil.*
[^]*Transfer price pursuant to transmission of equity shares is nil.*

3. **(a) Issue of shares for consideration other than cash (other than bonus issue)**

As on the date of this Draft Red Herring Prospectus, our Company has not issued any equity shares for consideration other than cash at any time since incorporation.

(b) **Issue of shares out of revaluation reserves**

As on the date of this Draft Red Herring Prospectus, our Company has not issued any equity shares out of revaluation reserves at any time since incorporation.

4. **Issue of shares under Sections 391 to 394 of the Companies Act, 1956, or Sections 230 to 234 of the Companies Act**

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

5. **Issue of specified securities in the preceding one year at a price below the Offer Price**

The Offer Price is [●][^]. Except as disclosed in "– *Equity share capital history of our Company*" on page 99, our Company has not issued any equity shares at a price below the Offer Price in the one year immediately preceding the date of this Draft Red Herring Prospectus.

^To be updated in the Prospectus to be filed with the RoC.

6. **Issue of Equity Shares under employee stock option scheme**

Except as disclosed in "– *Equity share capital history of our Company*" on page 99, our Company has not issued any Equity Shares pursuant to the exercise of options under ESOP 2020.

For details regarding the employee stock option scheme of our Company, see "- *Employee Stock Option Scheme*" on page 117.

7. **History of share capital build-up of our Promoter, minimum promoter's contribution and lock-in requirements**

(a) Equity Share capital build-up of our Promoter

As on the date of this Draft Red Herring Prospectus, Mehul Madhusudan Shah holds 186,476,100 Equity Shares of face

value of ₹1 each, constituting 61.36% of the issued, subscribed and paid-up Equity Share capital of our Company.

Set forth below is the equity share capital build-up of our Promoter:

Date of allotment / buy-back/ transfer/ transmission of equity shares	Number of equity shares allotted/ bought back/ transferred/ transmitted	Face value per equity share (₹)	Issue/ buy-back/ transfer price per equity share (₹)	Nature of consideration	Nature of transaction	Percentage of pre-Offer equity share capital of our Company (%)[#]	Percentage of post-Offer equity share capital of our Company (%)[&]
Mehul Madhusudan Shah*							
September 7, 1995[^]	10	10	10	Cash	Initial subscription to the Memorandum of Association	0.00	[●]
March 31, 1997	399,990[@]	10	10	Cash	Further issue	1.32	[●]
March 7, 2002	400,000	10	NA	NA	Bonus issue in the ratio of one fully paid-up equity share of face value of ₹10 each for every fully paid-up equity share of face value of ₹10 each held on the record date i.e. February 15, 2002.	1.32	[●]
August 12, 2003	(200,000)	10	17	Cash	Buy-back	(0.66)	[●]
December 15, 2015	200,000	10	Nil[#]	NA	Transfer from Madhusudan Shah by way of gift	0.66	[●]
December 15, 2015	25,000	10	Nil[#]	NA	Transfer from Madhusudan Shah by way of gift	0.08	[●]
February 5, 2016	4,125,000	10	NA	NA	Bonus issue in the ratio of five fully paid-up equity share of face value of ₹10 each for every fully paid-up equity share of face value of ₹10 each held on the record date i.e. January 13, 2016.	13.57	[●]
August 1, 2023	375,000	10	Nil[%]	NA	Transmission from Chandra Shah jointly with Mehul Madhusudan Shah	1.23	[●]
March 23, 2026	650,540	10	Nil[#]	NA	Transfer from Madhusudan Shah jointly with Mehul Madhusudan Shah by way of gift	2.14	[●]
March 23, 2026	439,460	10	Nil[#]	NA	Transfer from Niti Shah jointly with Mehul Madhusudan Shah by way of gift	1.45	[●]
Pursuant to resolutions passed by Board dated May 22, 2026, and our Shareholders dated May 22, 2026, the existing equity shares of face value of ₹10 each of our Company were sub-divided into Equity Shares of face value of ₹1 each. Accordingly, 6,415,000 equity shares of face value of ₹10 each held by Mehul Madhusudan Shah were sub-divided into 64,150,000 Equity Shares of face value of ₹1 each.							
June 7, 2026	(16,500)	1	1,480	Cash	Transfer to Jayesh V Sanghavi	(0.01)	[●]
June 17, 2026	(1,500)	1	1,480	Cash	Transfer to Kashyap D Doshi	Negligible	[●]
	(3,000)	1	1,480	Cash	Transfer to Kishorkumar C Shah	Negligible	[●]
	(1,500)	1	1,480	Cash	Transfer to Sanjay Mahendra Gandhi	Negligible	[●]
	(27,000)	1	1,480	Cash	Transfer to V Shankar	(0.01)	[●]
	(3,000)	1	1,480	Cash	Transfer to Harshad R Shah	Negligible	[●]
	(1,040,000)	1	1,480	Cash	Transfer to Nemish S Shah (HUF)	(0.34)	[●]
	(6,500)	1	1,480	Cash	Transfer to Malav Rajiv Shah	Negligible	[●]
	(6,500)	1	1,480	Cash	Transfer to Shanay Rajiv Shah	Negligible	[●]
	(33,500)	1	1,480	Cash	Transfer to J Vaidyaraman	(0.01)	[●]
June 18, 2026	(3,000)	1	1,480	Cash	Transfer to Mita Vipul Shah	Negligible	[●]
	(27,000)	1	1,480	Cash	Transfer to Himanshu Mahendra Gandhi	(0.01)	[●]
	(13,500)	1	1,480	Cash	Transfer to Punit Bipinchandra Shah	Negligible	[●]
	(1,000)	1	1,480	Cash	Transfer to Hariram Krishnan	Negligible	[●]
		1	1,480	Cash	Transfer to Bhavesh	Negligible	[●]

Date of allotment / buy-back/ transfer/ transmission of equity shares	Number of equity shares allotted/ bought back/ transferred/ transmitted	Face value per equity share (₹)	Issue/ buy-back/ transfer price per equity share (₹)	Nature of consideration	Nature of transaction	Percentage of pre-Offer equity share capital of our Company (%)[#]	Percentage of post-Offer equity share capital of our Company (%)[&]
	(4,000)				Navinchandra Goradia		
	(6,500)	1	1,480	Cash	Transfer to Alka Nalinkumar Shah	Negligible	[●]
	(20,000)	1	1,480	Cash	Transfer to Jayeshkumar Mohanlal Shah	(0.01)	[●]
	(6,500)	1	1,480	Cash	Transfer to Mari A Konar	Negligible	[●]
	(6,500)	1	1,480	Cash	Transfer to Sumit Sajjanraj Lunker	Negligible	[●]
	(2,500)	1	1,480	Cash	Transfer to Hetvi Bhavesh Goradia	Negligible	[●]
	(6,500)	1	1,480	Cash	Transfer to Nirav Manish Shah	Negligible	[●]
	(2,500)	1	1,480	Cash	Transfer to Rajen Pravinchandra Parekh	Negligible	[●]
June 19, 2026	(1,000)	1	1,480	Cash	Transfer to Bharati Pankaj Jhaveri	Negligible	[●]
	(1,000)	1	1,480	Cash	Transfer to Ishi Shalin Javeri	Negligible	[●]
	(300)	1	1,480	Cash	Transfer to Krishita Yash Shah	Negligible	[●]
	(2,500)	1	1,480	Cash	Transfer to Rahul Pankaj Jhaveri	Negligible	[●]
	(1,500)	1	1,480	Cash	Transfer to Sachin Pankaj Jhaveri	Negligible	[●]
	(500)	1	1,480	Cash	Transfer to Shalin Pankaj Jhaveri	Negligible	[●]
	(13,500)	1	1,480	Cash	Transfer to Vipulkumar Anopchand Shah	Negligible	[●]
	(13,500)	1	1,480	Cash	Transfer to Vipul Pravinchandra Shah	Negligible	[●]
	(13,500)	1	1,480	Cash	Transfer to Pravin Dipchand Shah	Negligible	[●]
	(1,000)	1	1,480	Cash	Transfer to Dipali S Mody	Negligible	[●]
	(13,500)	1	1,480	Cash	Transfer to Chandramani Maniar jointly with Nilesh Navinchandra Maniar	Negligible	[●]
	(13,500)	1	1,480	Cash	Transfer to Parul Rajesh Maniar	Negligible	[●]
	(10,000)	1	1,480	Cash	Transfer to Rajesh Navinchandra Maniar	Negligible	[●]
	(6,500)	1	1,480	Cash	Transfer to Rajesh P Shah	Negligible	[●]
	(3,000)	1	1,480	Cash	Transfer to Rajvi Abhishek Bhuta	Negligible	[●]
	(1,500)	1	1,480	Cash	Transfer to Priyanshi Rajen Parekh	Negligible	[●]
June 20, 2026	(10,000)	1	1,480	Cash	Transfer to Vatsal Vipul Shah	Negligible	[●]
	(3,000)	1	1,480	Cash	Transfer to Rina Jayesh Shah	Negligible	[●]
	(3,000)	1	1,480	Cash	Transfer to Bijal Milan Shah	Negligible	[●]
	(3,000)	1	1,480	Cash	Transfer to Poorvi Divyesh Shah	Negligible	[●]
	(3,000)	1	1,480	Cash	Transfer to Nita Rajesh Shah	Negligible	[●]
June 22, 2026	(13,500)	1	1,480	Cash	Transfer to Rupa Nilesh Maniar jointly with Nilesh Navinchandra Maniar	Negligible	[●]

Date of allotment / buy-back/ transfer/ transmission of equity shares	Number of equity shares allotted/ bought back/ transferred/ transmitted	Face value per equity share (₹)	Issue/ buy-back/ transfer price per equity share (₹)	Nature of consideration	Nature of transaction	Percentage of pre-Offer equity share capital of our Company (%) #	Percentage of post-Offer equity share capital of our Company (%)&
June 23, 2026	(500,000)	1	1,480	Cash	Transfer to Vallabh Bhanshali	(0.16)	[●]
	(3,000)	1	1,480	Cash	Transfer to Sunita Ashok Maheshwari	Negligible	[●]
	(10,000)	1	1,480	Cash	Transfer to Mukeshkumar Mohanlal Shah	Negligible	[●]
	(1,500)	1	1,480	Cash	Transfer to Rajesh Suryakantbhai Gandhi	Negligible	[●]
	(1,500)	1	1,480	Cash	Transfer to Prakash Mudda	Negligible	[●]
June 24, 2026	(1,000)	1	1,480	Cash	Transfer to Preeti Viral Shah	Negligible	[●]
	(1,500)	1	1,480	Cash	Transfer to Rikin Milan Kapadia	Negligible	[●]
	(1,500)	1	1,480	Cash	Transfer to Shreya Dhrumill Shah	Negligible	[●]
	(5,000)	1	1,480	Cash	Transfer to Jyoti Sanjiv Mehta	Negligible	[●]
	(500)	1	1,480	Cash	Transfer to Taruna Shailesh Mehta	Negligible	[●]
	(500)	1	1,480	Cash	Transfer to Chandrika Girish Mehta	Negligible	[●]
June 25, 2026	(1,000)	1	1,480	Cash	Transfer to Viral A Shah	Negligible	[●]
	(5,000)	1	1,480	Cash	Transfer to Sonal Paresh Shaparia	Negligible	[●]
July 02, 2026	(500)	1	1,480	Cash	Transfer to Niketa Gandhi	Negligible	[●]
	(500)	1	1,480	Cash	Transfer to Mehul Mahasukhbhai Gandhi	Negligible	[●]
July 06, 2026	(6,500)	1	1,480	Cash	Transfer to Manish Kanaiyalal Shah	Negligible	[●]
	(10,000)	1	1,480	Cash	Transfer to Dipesh Prabodhchandra Shah	Negligible	[●]
July 07, 2026	(3,000)	1	1,480	Cash	Transfer to Ami Hemendra Mehta	Negligible	[●]
	(6,500)	1	1,480	Cash	Transfer to Ketan Bipin Kaji	Negligible	[●]
	(6,500)	1	1,480	Cash	Transfer to Umang Manish Shah	Negligible	[●]
	(10,000)	1	1,480	Cash	Transfer to Kaushal Vinod Doshi	Negligible	[●]
	(6,500)	1	1,480	Cash	Transfer to Someshwar Madappa Mudda	Negligible	[●]
	(1,500)	1	1,480	Cash	Transfer to Anuj Doshi	Negligible	[●]
	(1,500)	1	1,480	Cash	Transfer to Paresh Vasantrai Popat	Negligible	[●]
	(1,500)	1	1,480	Cash	Transfer to Ashish Vasantrai Popat	Negligible	[●]
	(3,000)	1	1,480	Cash	Transfer to Kunali Ashok Maheshwari	Negligible	[●]
	(500)	1	1,480	Cash	Transfer to Heena Bhavesh Shah	Negligible	[●]
	(13,500)	1	1,480	Cash	Transfer to Nilesh Natvarlal Dadia	Negligible	[●]
	(3,000)	1	1,480	Cash	Transfer to Suneesh Kumar Prabhu Pulikkal Sudheendran	Negligible	[●]
	(500)	1	1,480	Cash	Transfer to Priyal Vishal Choksi	Negligible	[●]
		1	1,480	Cash	Transfer to Jill Samir Deliwala	Negligible	[●]

Date of allotment / buy-back/ transfer/ transmission of equity shares	Number of equity shares allotted/ bought back/ transferred/ transmitted	Face value per equity share (₹)	Issue/ buy-back/ transfer price per equity share (₹)	Nature of consideration	Nature of transaction	Percentage of pre-Offer equity share capital of our Company (%)[#]	Percentage of post-Offer equity share capital of our Company (%)[&]
	(500)						
	(3,000)	1	1,480	Cash	Transfer to Krishna Nilesh Parekh	Negligible	[●]
	(1,000)	1	1,480	Cash	Transfer to Mohammad Akbar Mohammad Hussain Shaikh	Negligible	[●]
	(3,000)	1	1,480	Cash	Transfer to Dipak Mehta	Negligible	[●]
July 08, 2026	(6,500)	1	1,480	Cash	Transfer to Sanjiv Suresh Shah	Negligible	[●]
July 13, 2026	124,317,400	1	NA	NA	Bonus issue in the ratio of 2 fully paid-up Equity Shares of face value of ₹1 each for every fully paid-up Equity Share of face value of ₹1 each held on the record date i.e. July 8, 2026.	40.91	[●]
Total	**186,476,100**					**61.36**	**[●]**

[*]The build-up of the equity shareholding of our Promoter, Mehul Madhusudan Shah only includes such transfers wherein the first holder was Mehul Madhusudan Shah and does not include any transfer where he is the second holder.

[#]These percentages have been adjusted to give effect to the sub-division of each equity share of face value ₹ 10 each of our Company into Equity Shares of face value of ₹1 each on May 22, 2026, as applicable.

[&] To be updated at the Prospectus stage

^ While our Company was incorporated on September 7, 1995, the date of subscription to the Memorandum of Association was August 19, 1995. The initial subscription to the Memorandum of Association was taken on record by our Board on June 30, 2026.

[#]Transfer price pursuant to a gift of equity shares is nil.

[%] Transfer price pursuant to a transmission of equity shares is nil.

[@]Form 2 filed with the Registrar of Companies, Maharashtra, erroneously mentions allotment of 400,000 equity shares to Mehul Madhusudan Shah instead of 399,990 equity shares, being the actual number of equity shares allotted. For further details, please see "Risk Factors – 46. Certain of our corporate records are not traceable. Further, certain filings may have inadvertent errors or inaccuracies. We cannot assure you that legal proceedings or regulatory actions will not be initiated against us in the future, which could adversely affect our financial condition and reputation."

All the Equity Shares held by our Promoter were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, none of the Equity Shares held by our Promoter are pledged as on the date of this Draft Red Herring Prospectus.

(b) Details of Minimum Promoters' Contribution and lock-in for 18 months

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter is required to be provided towards minimum promoters' contribution and locked-in for a period of 18 months or any other period as may be prescribed under applicable law, from the date of Allotment ("**Minimum Promoters' Contribution**") and our Promoters' shareholding in excess of 20% shall be locked-in for a period of six months from the date of Allotment or any other period as may be prescribed under applicable law.

Set forth below are the details of the Equity Shares that will be locked-in for a period of 18 months or such other period as prescribed under the SEBI ICDR Regulations, from the date of Allotment as Minimum Promoters' Contribution:

Name of the Promoter	Number of Equity Shares	Date of allotment/ acquisition/ transfer of Equity Share	Nature of transaction	Number of Equity Shares locked-in	Face value per Equity Share (₹)	Issue/ Acquisition price per Equity Share (₹)	% of pre-Offer Equity Share capital on a fully diluted basis	% of the post-Offer Equity Share capital on a fully diluted basis[**]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at the Prospectus stage.

[**]Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under ESOP 2020.

For details on the build-up of the equity share capital of our Company held by our Promoter, see "**-** *History of share capital build-up of our Promoter, Minimum Promoter's Contribution and lock-in requirements – Equity Share capital build-up of our Promoter*" on page 105.

Our Promoter has given his consent to include such number of Equity Shares held by him, in aggregate, constituting 20%

of the fully diluted post-Offer Equity Share capital of our Company as Minimum Promoters' Contribution. Our Promoter has agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Minimum Promoters' Contribution from the date of 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 Minimum Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. In this regard, we confirm that:

(i) the Equity Shares offered as part of the Minimum Promoters' Contribution do not comprise (a) equity shares acquired during the three years immediately preceding the date of this Draft Red Herring Prospectus, for consideration other than cash and wherein revaluation of assets or capitalization of intangible assets was involved, or (b) equity shares arising pursuant to a bonus issue by utilization of revaluations reserves or unrealized profits of our Company or from a bonus issue against the equity shares that are otherwise ineligible for Minimum Promoters' Contribution;

(ii) the Minimum Promoters' Contribution does not include equity shares acquired during the one year immediately preceding the date of this Draft Red Herring Prospectus at a price lower than Offer Price;

(iii) our Company has not been formed by conversion of one or more partnership firms or a limited liability partnership 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) as on the date of this Draft Red Herring Prospectus, the Equity Shares held by our Promoter and offered as part of the Minimum Promoters' Contribution are not subject to any pledge or any other form of encumbrance.

(v) All the Equity Shares held by our Promoter are in dematerialized form.

(c) Details of Equity Shares locked-in for six months

(i) In terms of Regulation 17(1) of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of six months from the date of Allotment in the Offer. In the event where lock-in of such pre-Offer Equity Share capital of our Company cannot be created, the relevant Depositories, upon instructions from our Company, shall record such Equity Shares as 'non-transferable' for such duration of six months from the date of Allotment in the Offer. However, the above lock-in of Equity Shares shall not be applicable to (a) the Minimum Promoters' Contribution, which shall be locked-in as above; (b) the Equity Shares allotted to the employees, whether currently an employee or not, pursuant to exercise of options held by such employees in terms of ESOP 2020 prior to the Offer ("**ESOP Equity Shares**"), including any Equity Shares allotted pursuant to any bonus issue by our Company against such ESOP Equity Shares; (c) Offered Shares, which are successfully transferred as part of the Offer for Sale; and (d) any shareholders who are registered as VCF, category I AIFs, category II AIFs or FVCIs, subject to certain conditions set out in Regulation 17(1) of the SEBI ICDR Regulations. However, such equity shares shall be locked-in for a period of at least six months from the date of purchase by the VCF or category I AIFs, category II AIFs or FVCI.

(ii) As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository. Any unsubscribed portion of the Offered Shares offered pursuant to the Offer for Sale would also be locked-in as required under the SEBI ICDR Regulations.

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

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

(e) Other requirements in respect of lock-in

Pursuant to Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoter and locked-in for six months may be pledged only with scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or deposit taking housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanctioned loan. Equity Shares locked-in as Minimum Promoters' Contribution for 18 months or such other periods, as may be prescribed under the SEBI ICDR Regulations can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer. However, such lock-in will continue pursuant to any invocation of the pledge and the transferee of the Equity Shares pursuant to such invocation shall not be eligible to transfer the Equity Shares until the

expiry of the lock-in period stipulated above.

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoter and locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations for a period of 18 months or such other periods, as may be prescribed under the SEBI ICDR Regulations, may be transferred amongst our Promoter and any members of the Promoter Group or to a new promoter, subject to continuation of lock-in applicable to the transferee for the remaining period and compliance with provisions of the SEBI Takeover Regulations. Such transferees are not eligible to transfer such transferred Equity Shares till the expiry of the lock-in period.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by persons other than our Promoter and locked-in pursuant to Regulation 17 of the SEBI ICDR Regulations for a period of six months or such other periods, as may be prescribed under the SEBI ICDR Regulations, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in applicable to the transferee and compliance with the provisions of the SEBI Takeover Regulations. Such transferees are not eligible to transfer such transferred Equity Shares till the expiry of the lock-in period.

8. **Shareholding of our Promoter and members of the Promoter Group**

As on the date of this Draft Red Herring Prospectus, our Promoter, Mehul Madhusudan Shah, holds 186,476,100 Equity Shares of face value of ₹1 each, constituting 61.36% of the issued, subscribed and paid-up Equity Share capital of our Company and 61.15% of the pre-Offer Equity Share capital of our Company on a fully diluted basis.

For details in relation to the shareholding of our Promoter, see "- *History of share capital build-up of our Promoter, Minimum Promoter's Contribution and lock-in requirements– Equity Share capital build-up of our Promoter*" on page 105.

As on the date of this Draft Red Herring Prospectus, the members of the Promoter Group (apart from our Promoter) collectively hold 59,391,300 Equity Shares of face value of ₹1 each, constituting 19.54% of the issued, subscribed and paid-up Equity Share capital of our Company and 19.48% of the pre-Offer Equity Share capital of our Company on a fully diluted basis.

Except as stated below, our Promoter and members of the Promoter Group do not hold any Equity Shares in our Company as on date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholder	Pre-Offer		Post-Offer^	
		Number of Equity Shares of face value of ₹1 each held	Percentage of pre-Offer paid-up Equity Share capital on a fully diluted basis (in %)#	Number of Equity Shares of face value of ₹1 each held	Percentage of post-Offer paid-up Equity Share capital on a fully diluted basis (in %)
Promoter					
1.	Mehul Madhusudan Shah	186,476,100	61.15	[●]	[●]
Sub-total (A)		**186,476,100**	**61.15**	**[●]**	**[●]**
Promoter Group					
1.	Niti Shah	28,346,400	9.30	[●]	[●]
2.	Niloni Shah	15,480,000	5.08	[●]	[●]
3.	Mansi Harses Kampani	15,480,000	5.08	[●]	[●]
4.	Chandramani N. Maniar*	44,100	0.01	[●]	[●]
5.	Rajesh Navinchandra Maniar	30,000	0.01	[●]	[●]
6.	Nilesh N. Maniar	3,600	Negligible	[●]	[●]
7.	Pinki Gandhi	3,600	Negligible	[●]	[●]
8.	Mehul Madhusudan Shah HUF	1,800	Negligible	[●]	[●]
9.	Madhusudan Shah HUF	1,800	Negligible	[●]	[●]
Sub-total (B)		**59,391,300**	**19.48**	**[●]**	**[●]**
Total (A+B)		**245,867,400**	**80.63**	**[●]**	**[●]**

Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under ESOP 2020.

^ To be updated at the Prospectus stage.

****** Includes 40,500 Equity Shares of face value of ₹ 1 each with Nilesh Navinchandra Maniar*

9. **Details of price at which specified securities were acquired by our Promoter (also the Promoter Selling Shareholder), members of the Promoter Group, Investor Selling Shareholder and Shareholders entitled with the right to nominate directors or other special rights in our Company in the last three years preceding the date of this Draft Red Herring Prospectus**

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoter (also the Promoter Selling Shareholder), members of the Promoter

Group, Investor Selling Shareholder and Shareholders entitled with the right to nominate directors or other special rights in our Company:

Sr. No.	Name	Date of acquisition	Number specified securities acquired	Nature of specified securities	Nature of consideration	Nature of transaction	Face value of the specified security (in ₹)	Acquisition price per unit of specified security (in ₹)
1	Mehul Madhusudan Shah^	August 1, 2023	375,000	Equity shares	NA	Transmission	10	Nil
		March 23, 2026	650,540	Equity shares	NA	Transfer by way of gift	10	Nil
		March 23, 2026	439,460	Equity shares	NA	Transfer by way of gift	10	Nil
		July 13, 2026	124,317,400	Equity shares	NA	Bonus issue	1	Nil
2	Niti Shah	August 1, 2023	375,000*	Equity shares	NA	Transmission	10	Nil
		June 25, 2026	9,448,800	Equity shares	NA	Transfer by way of gift	1	Nil
		July 13, 2026	18,897,600	Equity shares	NA	Bonus issue	1	Nil
3	Niloni Shah	July 02, 2026	5,160,000	Equity shares	NA	Transfer by way of gift	1	Nil
		July 13, 2026	10,320,000	Equity shares	NA	Bonus issue	1	Nil
4	Mansi Harses Kampani	July 02, 2026	5,160,000	Equity shares	NA	Transfer by way of gift	1	Nil
		July 13, 2026	10,320,000	Equity shares	NA	Bonus issue	1	Nil
5	Rajesh Navinchandra Maniar	June 19, 2026	10,000	Equity shares	Cash	Transfer	1	1,480
		July 13, 2026	20,000	Equity shares	NA	Bonus issue	1	Nil
6	Chandramani N. Maniar	June 19, 2026	13,500**	Equity shares	Cash	Transfer	1	1,480
		July 13, 2026	27,000**	Equity shares	NA	Bonus issue	1	Nil
		July 13, 2026	2,400	Equity shares	NA	Bonus issue	1	Nil
7	Nilesh N. Maniar	July 13, 2026	2,400	Equity shares	NA	Bonus issue	1	Nil
8	Pinki Gandhi	July 13, 2026	2,400	Equity shares	NA	Bonus issue	1	Nil
9	Mehul Madhusudan Shah HUF	July 13, 2026	1,200	Equity shares	NA	Bonus issue	1	Nil
10	Madhusudan Shah HUF	July 13, 2026	1,200	Equity shares	NA	Bonus issue	1	Nil
11	Frontier Investment Holdings Pte. Ltd.^	July 13, 2026	30,526,660	Equity shares	NA	Bonus issue	1	Nil

As certified by Manian & Rao, Chartered Accountants (FRN: 001983S), by way of their certificate dated August 1, 2026.
^Also a Selling Shareholder.
**Jointly acquired by Niti Shah and Mehul Madhusudan Shah.*
*** Jointly acquired by Chandramani N. Maniar and Nilesh Navinchandra Maniar.*

10. **Weighted average cost of acquisition of all equity shares transacted in three years, 18 months and one year immediately preceding this Draft Red Herring Prospectus**

The weighted average cost of acquisition of all equity shares transacted in the last three years, 18 months and one year immediately preceding this Draft Red Herring Prospectus is as follows:

Period	Weighted Average Cost of Acquisition of Equity Shares (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition*	Range of acquisition price: Lowest Price – Highest Price (in ₹)
Last one year preceding the date of this Draft Red Herring Prospectus	11.91	[●]	Nil – 493.33
Last 18 months preceding the date of this Draft Red Herring Prospectus	11.92	[●]	Nil – 493.33
Last three years preceding the date of this Draft Red Herring Prospectus	11.58	[●]	Nil – 493.33

As certified by Manian & Rao, Chartered Accountants (FRN: 001983S), by way of their certificate dated August 1, 2026.
** To be updated on finalisation of the Price Band.*
Note:
1. Effect of sub-division and bonus issuance has been given while calculating weighted average cost of acquisition and the range of acquisition price.

11. **Details of weighted average cost of acquisition of equity shares of our Promoter (also the Promoter Selling Shareholder) and Investor Selling Shareholder**

The weighted average cost of acquisition of all equity shares acquired by our Promoter (also the Promoter Selling Shareholder) and the Investor Selling Shareholder as on the date of this Draft Red Herring Prospectus, and the weighted average cost of acquisition of all equity shares acquired by our Promoter (also the Promoter Selling Shareholder) and the Investor Selling Shareholder in the one year preceding the date of this Draft Red Herring Prospectus and three years preceding the date of this Draft Red Herring Prospectus is as follows:

Name	Number of Equity Shares of face value of ₹1 each held as on the date of this Draft Red Herring Prospectus	Weighted average cost of acquisition of Equity Shares of face value of ₹1 each (in ₹ per Equity Share)	Number of equity shares acquired during the last one year	Weighted average cost of acquisition of Equity Shares face value of ₹1 each (in ₹ per Equity Share) acquired in last one year	Number of equity shares acquired during the last three years	Weighted average cost of acquisition of Equity Shares face value of ₹1 each (in ₹ per Equity Share) acquired in last three years
Promoter (also the Promoter Selling Shareholder)						
Mehul Madhusudan Shah	186,476,100	0.08	135,217,400	0.08	138,967,400	0.08
Investor Selling Shareholder						
Frontier Investment Holdings Pte. Ltd.	45,789,990	199.31	30,526,660	Nil*	30,526,660	Nil*

As certified by Manian & Rao, Chartered Accountants (FRN: 001983S), by way of their certificate dated August 1, 2026.
**The equity shares acquired have been pursuant to a bonus issuance or gift.*
Note:
1. For arriving at the average cost of acquisition of the Equity Shares by the Promoter (also the Promoter Selling Shareholder) and the Investor Selling Shareholder, only acquisition of equity shares has been considered while arriving at average cost of acquisition per Equity Share.

12. All issuances, allotments and buy-back of equity shares by our Company since its incorporation until the date of filing of this Draft Red Herring Prospectus have been undertaken in compliance with the Companies Act and the Companies Act, 1956, as applicable.

13. Except as disclosed in "- *History of share capital build-up of our Promoter, Minimum Promoter's Contribution and lock-in requirements*" and "- *Secondary transactions of equity shares by our Promoter (also the Promoter Selling Shareholder), members of the Promoter Group and Investor Selling Shareholder*" on pages 109 and 104, respectively, none of our Promoter, members of the Promoter Group, our Directors or their relatives have purchased or sold any specified securities of our Company, during the six months immediately preceding the date of this Draft Red Herring Prospectus.

14. Except as disclosed below, there have been no financing arrangements whereby our Promoter, the members of our Promoter Group, our Directors or their relatives have financed the purchase by any other person of any securities of our Company, during the six months immediately preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name of acquirer	Financing person/ entity	Date of the transaction	Nature of the transaction	No. of Equity Shares	Price per Equity Share
1	Mari A Konar	Mehul Madhusudan Shah	June 18, 2026	Transfer from Mehul Madhusudan Shah	6,486	1,480
2	Dipali S Mody	Niti Shah	June 19, 2026	Transfer from Mehul Madhusudan Shah	1,000	1,480
3	Mohammad Akbar Mohammad Hussain Shaikh	Niti Shah	July 7, 2026	Transfer from Mehul Madhusudan Shah	1,000	1,480

15. **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 shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares of face value ₹1 each held (IV)*	Number of Partly paid-up Equity Shares of face value ₹1 each held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+(VI) *	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities(IX)			Number of Equity Shares of face value ₹1 each Underlying Outstanding convertible securities (including Warrants, ESOP^, etc.) (X)	Total No of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (XI)=(VII+X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XIII)		Number of Equity Shares of face value ₹1 each pledged (XIV)		Non-Disposal Undertaking (XV)		Other encumbrances, if any (XVI)		Total number of shares encumbered (XVII) = (XIV+XV+XVI)		Number of Equity Shares of face value ₹1 each held in dematerialized form (XVIII)*
								Number of voting rights		Total as a % of (A+B+C)				Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)		
								Class: Equity Shares	Total																
(A)	Promoter and Promoter Group	10	245,867,400	-	-	245,867,400	80.91%	245,867,400	245,867,400	80.91%	-	245,867,400	80.63%	-	-	-	-	-	-	-	-	-	-	245,867,400
(B)	Public	89	58,017,390	-	-	58,017,390	19.09%	58,017,390	58,017,390	19.09%	1,050,750	59,068,140	19.37%	-	-	-	-	-	-	-	-	-	-	58,017,390
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**99**	**303,884,790**	-	-	**303,884,790**	**100%**	**303,884,790**	**303,884,790**	**100%**	**1,050,750**	**304,935,540**	**100%**	-	-	-	-	-	-	-	-	-	-	**303,884,790**

**Based on beneficiary position statement dated July 30, 2026.*

^ Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under ESOP 2020.

16. **Shareholding of our Directors, Key Managerial Personnel and members of Senior Management**

Except as stated below, none of our Directors, Key Managerial Personnel or members of Senior Management hold any Equity Shares in our Company, as of the date of this Draft Red Herring Prospectus:

Name of the shareholder	Designation	No. of Equity Shares of face value ₹1 each	Number of ESOPs granted	% of pre-Offer Equity Share capital on a fully diluted basis* (%)	% of post-Offer Equity Share capital on a fully diluted basis (%)*^
Mehul Madhusudan Shah	Chairman and Managing Director	186,476,100	NA	61.15	[●]
Pratik Haresh Kamani	Executive Director and Chief Executive Officer	-	1,000,000	-	[●]
Chinnadharavaram Sundaresan Muralidharan	Chief Financial Officer	-	200,000	-	[●]
Amarkumar Kasturi	Chief Quality Officer	-	149,500	-	[●]
Sandeep Kumar Chhajer	Associate Vice President (Finance)	-	72,500	-	[●]
Sharad Shankar	General Manager (Corporate Strategy)	-	61,000	-	[●]
Meet Ashwin Vora	General Manager - Finance	-	70,000	-	[●]
Jinaraja Sanjeeva Poojary	Chief Operating Officer	-	205,000	-	[●]
Milind Suresh Narvekar	Senior Vice President (Regulatory Affairs)	-	42,500	-	[●]
Dinar Srihari Mhatre	Business Head - India Brand Business	-	115,000	-	[●]
Anuj Agarwal	Head (Information Technology)	-	27,500	-	[●]
Abhijeet Anil Sethi	Head (Supply Chain Management and Global CDMO Business)	-	31,000	-	[●]
Prashant Manohar Mandaogade	Chief Scientific Officer	-	15,000	-	[●]

**Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under ESOP 2020.*
^To be updated in the Prospectus to be filed with the RoC

17. As on the date of this Draft Red Herring Prospectus, our Company has 99 Shareholders (based on beneficiary position statement available on July 30, 2026).

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

a. Set forth below is a list of Shareholders holding 1% or more of the pre-Offer Equity Share capital of our Company, on a fully diluted basis, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value ₹1 each*	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)**
1	Mehul Madhusudan Shah	186,476,100	61.15
2	Frontier Investment Holdings Pte. Ltd.	45,789,990	15.02
3	Niti Shah	28,346,400	9.30
4	Mansi Harses Kampani	15,480,000	5.08
5	Niloni Shah	15,480,000	5.08
6	Harses Kampani	3,120,000	1.02
7	Mihir Shah	3,120,000	1.02
8	Nemish S Shah (HUF)	3,120,000	1.02
Total		**300,932,490**	**98.69**

** Based on beneficiary position statement as available on July 30, 2026.*
***Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under the ESOP 2020.*

b. Set forth below is a list of Shareholders holding 1% or more of the pre-Offer Equity Share capital of our Company, on a fully diluted basis, as of ten days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value ₹1 each*	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)**
1	Mehul Madhusudan Shah	186,476,100	61.15
2	Frontier Investment Holdings Pte. Ltd.	45,789,990	15.02
3	Niti Shah	28,346,400	9.30
4	Mansi Harses Kampani	15,480,000	5.08
5	Niloni Shah	15,480,000	5.08
6	Harses Kampani	3,120,000	1.02
7	Mihir Shah	3,120,000	1.02
8	Nemish S Shah (HUF)	3,120,000	1.02
Total		**300,932,490**	**98.69**

** Based on beneficiary position statement as available on July 21, 2026, board resolutions and shareholders' resolution approving the issue of bonus shares dated June 30, 2026 and July 6, 2026 respectively along with the board resolution approving the allotment of Bonus issuance and the relevant form filings.*

***Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under the ESOP 2020.*

c. Set forth below is a list of Shareholders holding 1% or more of the pre-Offer Equity Share capital of our Company, as of one year prior to the date of Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of equity shares of face value ₹10 each*	Percentage of the pre-Offer equity share capital on a fully diluted basis (%)**
1	Mehul Madhusudan Shah	5,325,000	52.38
2	Niti Shah(1)	2,624,340	25.82
3	Frontier Investment Holdings Pte. Ltd.	1,526,333	15.01
4	Madhusudan Shah(1)	650,540	6.40
Total		**10,126,213**	**99.61**

** Based on beneficiary position statement as available on July 31, 2025 and board resolutions approving the allotment pursuant to exercise of employee stock options pursuant to ESOP 2020 along with relevant form filings.*

***Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under the ESOP 2020.*

Notes:

(1) Held jointly with Mehul Madhusudan Shah.

d. Set forth below is a list of Shareholders holding 1% or more of the pre-Offer Equity Share capital of our Company, as of two years prior to the date of Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of equity shares of face value ₹10 each*	Percentage of the pre-Offer equity share capital on a fully diluted basis (%)**
1	Mehul Madhusudan Shah	5,325,000	52.42
2	Niti Shah(1)	2,624,340	25.84
3	Frontier Investment Holdings Pte. Ltd.	1,526,333	15.03
4	Madhusudan Shah(1)	650,540	6.40
Total		**10,126,213**	**99.69**

** Based on beneficiary position statement as available on July 31, 2024 along with relevant form filings.*

***Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under the ESOP 2020.*

Notes:

(1) Held jointly with Mehul Madhusudan Shah.

19. Pre-Offer and Post-Offer shareholding of our Promoter, members of the Promoter Group and the additional top 10 Shareholders

The pre-Offer and post-Offer shareholding of our Promoter, members of our Promoter Group and the additional top 10 Shareholders (excluding our Promoter and members of our Promoter Group) is set out below:

Sr. No.	Name of the shareholder	Pre-Offer shareholding as at the date of the Draft Red Herring Prospectus		Post-Offer shareholding as at the date of Allotment^			
				At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
		Number of Equity Shares of face value of ₹1 each held	Shareholding on a fully diluted basis (in %)&	Number of Equity Shares of face value of ₹1 each held*	Shareholding (in %)*	Number of Equity Shares of face value of ₹1 each held*	Shareholding (in %)*
Promoter							
1.	Mehul Madhusudan Shah^^	186,476,100	61.15	[●]	[●]	[●]	[●]
Members of the Promoter Group							
1.	Niti Shah	28,346,400	9.30	[●]	[●]	[●]	[●]
2.	Mansi Harses Kampani	15,480,000	5.08	[●]	[●]	[●]	[●]
3.	Niloni Shah	15,480,000	5.08	[●]	[●]	[●]	[●]
4.	Chandramani N. Maniar**	44,100	Negligible	[●]	[●]	[●]	[●]
5.	Rajesh Navinchandra Maniar	30,000	Negligible	[●]	[●]	[●]	[●]
6.	Nilesh N. Maniar	3,600	Negligible	[●]	[●]	[●]	[●]
7.	Pinki Gandhi	3,600	Negligible	[●]	[●]	[●]	[●]
8.	Mehul Madhusudan Shah HUF	1,800	Negligible	[●]	[●]	[●]	[●]
9.	Madhusudan Shah HUF	1,800	Negligible	[●]	[●]	[●]	[●]
Public Shareholders (top 10 Shareholders)							
1.	Frontier Investment Holdings Pte. Ltd.^^	45,789,990	15.02	[●]	[●]	[●]	[●]
2.	Harses Kampani	3,120,000	1.02				
3.	Mihir Shah	3,120,000	1.02				
4.	Nemish S Shah (HUF)	3,120,000	1.02	[●]	[●]	[●]	[●]
5.	Vallabh Bhansali	1,500,000	0.49	[●]	[●]	[●]	[●]
6	J Vaidyaraman	100,500	0.03	[●]	[●]	[●]	[●]
7	Himanshu Mahendra Gandhi	84,600	0.03	[●]	[●]	[●]	[●]
8	V Shankar	81,000	0.03	[●]	[●]	[●]	[●]
9	Jayeshkumar Mohanlal Shah	60,000	0.02	[●]	[●]	[●]	[●]
10	Jayesh V Sanghvi	49,500	0.02	[●]	[●]	[●]	[●]
Other Public Shareholders							
1.	-#	[●]	[●]	[●]	[●]	[●]	[●]
Total		[●]	[●]				

$Based on beneficiary position statement as available on July 30, 2026.

& Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under ESOP 2020.

** The post-Offer shareholding shall be updated in the Abridged Prospectus and Prospectus.*

^Assuming full subscription in the Offer. The post-Offer shareholding details as at Allotment will be based on the actual subscription and the Offer Price and updated in the Prospectus, subject to finalization of the Basis of Allotment. The post-Offer shareholding shall be updated in the Prospectus based on ESOPs exercised until such date.

^^Also a Selling Shareholder

#As on the date of this Draft Red Herring Prospectus, our Company has 99 shareholders (based on beneficiary position statement available on July 30, 2026)

*** Includes 40,500 Equity Shares of face value of ₹ 1 each with Nilesh Navinchandra Maniar*

Notes:

(1) Includes all options that have been exercised until the date of Prospectus and any transfers of Equity Shares by existing Shareholders after the date of the pre-Offer and Price Band advertisements until date of Prospectus.

(2) Based on the Offer Price of ₹ [●] and subject to finalisation of basis of Allotment.

20. **Employee Stock Option Scheme**

Employees' Stock Option Plan 2020

Our Company, pursuant to the resolution passed by our Board on July 14, 2020, and the resolution passed by our Shareholders on July 20, 2020, adopted the Employees' Stock Option Plan 2020 ("**ESOP 2020**"). ESOP 2020 was last amended pursuant to the resolution passed by our Board on July 13, 2026, and the resolution passed by our Shareholders

on July 15, 2026. ESOP 2020 is in compliance with the SEBI SBEB Regulations and other applicable laws and has been certified by Mehta & Mehta, Company Secretaries, practising company secretaries, pursuant to their certificate dated August 1, 2026.

As on the date of this Draft Red Herring Prospectus, under ESOP 2020, an aggregate of 2,928,250 options have been granted (including an aggregate of 336,750 lapsed, expired and forfeited options), 1,050,750 options have been vested and an aggregate of 4,150 options have been exercised. These options have been granted in compliance with the relevant provisions of the Companies Act and only to the employees of our Company. Further, the allotment of Equity Shares have been made only to employees of our Company pursuant to exercise of options granted and vested under ESOP 2020.

The details of ESOP 2020, as certified by Manian & Rao, Chartered Accountants (FRN: 001983S), by way of their certificate dated August 1, 2026, are as follows:

Particulars	For the period from April 1, 2026 till the date of this DRHP^	Financial Year ended March 31, 2026	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024
Options granted	1,096,500	4,800	5,850	28,650
Options vested (net of forfeited/ lapsed/ cancelled/ exercised options)	1,050,750	36,830	31,610	18,000
Options exercised	1,900[&]	1,000	1,250	-
Options forfeited/ lapsed/ cancelled	304,250*	3,150	6,050	13,300
Options outstanding (including vested and unvested options)	2,587,350	60,300	59,650	61,100
Exercise price of options (in ₹) (For the options granted during the year/ period) (Range)	493	3,250	3,250	3,250
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of forfeited/ lapsed/ cancelled options) (vested and unvested options)	2,587,350	60,300	59,650	61,100
Variation in terms of options	Nil	At the Annual General Meeting held on September 30, 2025, Clauses 5.7(b)(i), (ii), (iii) and (iv) of the Encube ESOP 2020 relating to the terms of options were amended and modified. At the Extraordinary General Meeting held in November 2025, the Encube ESOP 2020 was amended by inserting Clause 5.9 (Cancellation Offer) and Clause 7 (Liquidity Event), and by amending Clause 8 (Deduction of Tax and Stamp Duty).	At the Extraordinary General Meeting held on July 18, 2024, the definition of "Exercise Period" under the Encube ESOP 2020 was amended by introducing a fixed exercise period of up to six years from the date of vesting for each vested tranche. At the Extraordinary General Meeting held on November 27, 2024, the Encube ESOP 2020 was amended to provide for exceptions to the vesting of options in the event of the option grantee's death, permanent incapacity or certain merger events, and to introduce provisions relating to an exit opportunity for	Nil

			option grantees upon a change in control of the Company and a right of first refusal in respect of the transfer of shares acquired pursuant to the exercise of options.	
Money realized by exercise of options (in ₹ million)	6,17,500	32,50,000	40,62,500	-
Total number of options in force (vested and unvested options)	2,587,350	60,300	59,650	61,100
Employee wise details of options granted to				
Key Managerial Personnel				
Pratik Haresh Kamani	4,00,000	Nil	Nil	10,000
Chinnadharavaram Sundaresan Muralidharan	2,00,000	Nil	Nil	Nil
Senior Management				
Amarkumar Kasturi	85,000	500	150	500
Sandeep Kumar Chhajer	35,000	500	250	500
Sharad Shankar	25,000	500	250	500
Meet Ashwin Vora	25,000	500	250	500
Jinaraja Sanjeeva Poojary	1,00,000	500	Nil	Nil
Milind Suresh Narvekar	12,500	250	Nil	250
Dinar Srihari Mhatre	25,000	Nil	3,000	Nil
Anuj Agarwal	20,000	Nil	250	Nil
Abhijeet Anil Sethi	25,000	200	Nil	Nil
Prashant Manohar Mandaogade	15,000	Nil	Nil	Nil
Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year				
Sudarshan Mahapatra	N.A.	250	Nil	Nil
Saurabh Srivastava		500	Nil	Nil
Yogesh Upadhyay		250	Nil	Nil
Rakesh Pokhrana		250	Nil	Nil
Ashok Dewangan		250	Nil	Nil
Rohit Wayal		250	Nil	Nil
Amish Desai		Nil	500	Nil

Kirit Dashrathlal Vora		Nil	Nil	1,500
Identified employees who are granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil	Nil	Nil	Nil
Fully diluted EPS on a pre- Offer basis pursuant to the issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard on 'Earnings per Share' (in ₹) for continuing and discontinued operations	N.A.	14.36	8.21	5.13
Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been recognised if the Company had used fair value of options and impact of this difference on profits and EPS of the Company	Not Applicable. As per the valuation report, the fair value has been computed as per the Black Scholes Model			

Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option

The Black Scholes valuation model has been used for computing fair value of Options considering the following inputs:

Granted in FY 24				
Life of the Option	**4**	**5**	**6**	**7**
Expected dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	39.10%	32.58%	32.69%	32.00%
Risk-free interest rate	7.09%	7.09%	7.09%	7.09%
Weighted average share price	**5,716.69**	**5,716.69**	**5,716.69**	**5,716.69**
Exercise price	**3,250.00**	**3,250.00**	**3,250.00**	**3,250.00**
Expected life of options granted in years	4	5	6	7
Fair value of options	**3,465.77**	**3,560.54**	**3,730.02**	**3,872.43**

Granted in FY 25				
Life of the Option	**4**	**5**	**6**	**7**
Expected dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	37.88%	32.57%	32.67%	32.07%
Risk-free interest rate	6.79%	6.79%	6.79%	6.79%
Weighted average share price	**8,554.93**	**8,554.93**	**8,554.93**	**8,554.93**
Exercise price	**3,250.00**	**3,250.00**	**3,250.00**	**3,250.00**
Expected life of options granted in years	4	5	6	7
Fair value of options	**6,148.51**	**6,285.05**	**6,449.06**	**6,594.50**

Granted in FY 26				
Life of the Option	**4**	**5**	**6**	**7**
Expected dividend yield (%)	**0%**	**0%**	**0%**	**0%**
Expected volatility	**39%**	**34%**	**33%**	**33%**
Risk-free interest rate	**7%**	**7%**	**7%**	**7%**
Weighted average share price	**9,025.90**	**9,025.90**	**9,025.90**	**9,025.90**
Exercise price	**3,250.00**	**3,250.00**	**3,250.00**	**3,250.00**
Expected life of options granted in years	4	5	6	7
Fair value of options	**8,757.10**	**8,902.40**	**9,059.50**	**9,205.20**

Impact on profits and EPS of the last three years if the Company had followed the accounting policies specified in the SEBI SBEB & SE Regulations in respect of options granted in the last three years	N.A.

Intention of the Key Managerial Personnel, Senior Management and whole-time directors who are holders of Equity Shares allotted on exercise of options granted under an employee stock option scheme or allotted under an employee stock purchase scheme, to sell their Equity Shares within three months after the date of listing of the Equity Shares in the Offer (aggregate number of Equity Shares intended to be sold by the holders of options), if any	The Key Managerial Personnel and members of Senior Management may sell some Equity Shares allotted on the exercise of their options post-listing of the Equity Shares of the Company
Intention to sell Equity Shares arising out of an employee stock option scheme or allotted under an employee stock purchase scheme within three months after the date of listing, by Directors, senior managerial personnel and employees having Equity Shares issued under an employee stock option scheme or employee stock purchase scheme amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company	N.A.

^Pursuant to the resolutions passed by the Board dated May 22, 2026 and shareholders dated May 22, 2026, each equity share of face value of ₹10 each of the Company has been sub-divided into ten Equity Shares of face value of ₹1 each and, pursuant to bonus issue dated July 13, 2026 in the ratio of two fully paid-up Equity Shares of face value of ₹1 each for every one fully paid-up Equity Share of face value of ₹1 each held on the record date i.e., July 8, 2026, the existing employee stock option pool under the Encube ESOP 2020 Scheme shall stand adjusted and that the number of options available for grant under the Encube ESOP 2020 Scheme has been proportionately increased to reflect the impact of the subdivision and bonus issue, such that the overall dilution and economic interest remain unaffected. This has been considered for calculations for the period from April 1, 2026 till the date of this Draft Red Herring Prospectus, as applicable

** 4,100 options were cancelled after sub-division of shares but before the bonus issuance and 300,150 options were cancelled after sub-division of shares and bonus issuance.*

& 1900 options were exercised after sub-division of shares but before the bonus issuance.

21. Except for allotment of Equity Shares pursuant to exercise of options granted under ESOP 2020 and any fund raising activities that our Company may undertake post listing of its Equity Shares, our Company does not propose or intend to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or further issue of specified securities (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis or by bonus issuance or on a rights basis or further public issue of specified securities.

22. Our Company, Directors and the BRLMs have not entered into any buy-back arrangements for the purchase of Equity Shares.

23. 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 transferred pursuant to the Offer shall be fully paid up at the time of Allotment.

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

25. None of the BRLMs or their respective associates (as defined under the SEBI Merchant Banker Regulations) hold any Equity Shares, as on the date of this Draft Red Herring Prospectus.

26. We confirm that the BRLMs are not associates of our Company as per Regulation 21A of the SEBI Merchant Banker Regulations.

27. Except for outstanding options granted pursuant to ESOP 2020, there are no outstanding convertible securities of our Company or any other right which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus.

28. Except for allotment of Equity Shares pursuant to exercise of options granted under ESOP 2020, there will be no further issuance of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner from the date of filing this Draft Red Herring Prospectus, until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded or unblocked, as the case may be, in the event there is a failure of the Offer.

29. 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.

30. No person connected with the Offer, including but not limited to our Company, our Promoter and members of the Promoter Group, Directors, Group Companies, Subsidiaries, Key Managerial Personnel, members of Senior Management, the BRLMs or Syndicate Member(s) shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

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

32. Other than sale of the Offered Shares by our Promoter in the Offer for Sale, our Promoter or members of the Promoter Group will not participate in the Offer.

OBJECTS OF THE OFFER

The objects of the Offer are to (i) carry out the Offer for Sale of up to [●] Equity Shares of face value of ₹1 each by the Selling Shareholders aggregating up to ₹30,000 million; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. For further details of the Offer, see "*The Offer*" beginning on page 81.

Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image as well as provide a public market for the Equity Shares in India.

Offer for Sale

Each Selling Shareholder shall be entitled to its respective portion of the proceeds of the Offer for Sale, after deducting its respective portion of the Offer-related expenses and the relevant taxes thereon, in accordance with the terms of the Offer Agreement. For further details, see "- *Offer-related expenses*" on page 123.

Each Selling Shareholder has, severally and not jointly, consented to/ authorised, as applicable, its respective participation in the Offer for Sale to the extent of its respective portion of the Offered Shares, pursuant to their respective consent letters/ authorizations, as applicable. For details regarding the Offer for Sale, see "*The Offer*" on page 81 and for details regarding the consents and authorisation of the Selling Shareholders for the Offer, see "*Other Regulatory and Statutory Disclosures*" on page 417.

Utilisation of the Offer Proceeds by the Selling Shareholders

Our Company will not receive the Offer Proceeds, and all the Offer Proceeds will be received by each of the Selling Shareholders after deduction of their respective portion of the Offer-related expenses and the relevant taxes thereon, to be borne by the respective Selling Shareholders.

Offer-related Expenses

The Offer expenses are estimated to be approximately ₹[●] million.

The expenses in relation to this Offer include, among others, listing fees, filing fees, book building fees and other charges, fees and expenses of SEBI, Stock Exchanges, the RoC, fees payable to the BRLMs, fees payable to the legal counsels, fees payable to the Registrar to the Offer, Escrow Collection Bank(s) and Sponsor Bank(s) to the Offer and any other consultants, advisors or third parties in connection with the Offer, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than (a) listing fees; and (b) any fee and expense not directly attributable to the Offer, including but not limited to (i) any consultant fees aimed at strengthening our Company's finance and business process; (ii) the fees and expenses of the statutory auditors only in relation to the routine statutory audit of our Company and Subsidiaries; (iii) the expenses for any product or corporate advertisements consistent with our Company's past practice (other than the expenses relating to marketing and advertisements in connection with the Offer), which shall be borne solely by our Company and (c) any fees and expenses for the legal counsel to the Selling Shareholders, and any payments towards applicable taxes each of which shall be borne solely and directly by the respective Selling Shareholders, the Offer related costs and expenses, shall be borne by the Selling Shareholders on a pro-rata basis, in proportion to the respective portion of the Offered Shares, in accordance with applicable law, except as may be prescribed by SEBI.

All costs and expenses relating to the Offer may be paid by our Company on behalf of the Selling Shareholders in the first instance and upon listing and commencement of trading of Equity Shares on the Stock Exchanges pursuant to the Offer; each Selling Shareholder shall, severally and not jointly, reimburse our Company for such expenses in relation to the Offer paid by our Company on behalf of the respective Selling Shareholder, on a pro-rata basis, in proportion to their respective portion of the Offered Shares, directly from the Public Offer Account, in the manner as may be agreed upon between our Company and Selling Shareholders in writing, except as may be prescribed by SEBI.

It is clarified that if the Offer is withdrawn or not completed for any reason whatsoever, all Offer-related expenses shall be borne by the respective Selling Shareholder, severally and not jointly, on a pro-rata basis, in proportion to their respective portion of the Offered Shares, in accordance with applicable law. Further, if any of the Selling Shareholders, fully withdraws from the Offer or abandons the Offer, or the Offer Agreement is terminated in respect of the such Selling Shareholder, at any stage prior to the completion of the Offer and the Offer is successful or consummated or completed, such Selling Shareholder will not be liable to reimburse the Company for any costs, charges, fees and expenses associated with and incurred in connection with the Offer subject to Applicable Law.

The estimated Offer expenses are as follows:

(*₹ in million*)

Activity	Estimated expenses* (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees and commissions payable to the BRLMs (including any underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Offer. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(1)(2)(3)(4)(5)	[●]	[●]	[●]
Printing and stationery expenses	[●]	[●]	[●]
Others			
A. Regulatory filing fees, book building software fees, listing fees etc	[●]	[●]	[●]
B. Fees payable to other intermediaries including but not limited to the Statutory Auditors, industry report provider, independent chartered accountant, independent engineer, practicing company secretary	[●]	[●]	[●]
C. Fee payable to legal counsels	[●]	[●]	[●]
D. Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

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

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

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

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price. Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE. No processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the application directly procured by them. Processing fees payable to the SCSBs for capturing Syndicate Member/ Sub-syndicate (Broker)/ Sub-broker code on the ASBA Form for Non-Institutional Bidders and Qualified Institutional Bidders with bids above ₹ [●] million would be ₹ [●] plus applicable taxes, per valid application. The uploading charges/ processing fee payable to SCSBs will be subject to maximum cap of ₹[●] (plus applicable taxes). In case the total processing fees exceeds ₹[●] (plus applicable taxes), then processing fees will be paid on pro-rata basis for portion of (i) Retail Individual Bidders, (ii) Non-Institutional Bidders, and (iii) Eligible Employees, as applicable.*

2) *Brokerage, selling commission and processing/ uploading charges on the portion for RIBs (using the UPI mechanism), Eligible Employees and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate Members) would be as follows:*

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

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

The selling commission payable to the Syndicate / Sub-Syndicate Members will be determined as under
(i) for Retail Individual Bidders (up to ₹ [●] million) and Non- Institutional Bidders (up to ₹[●] million), on the basis of the application form number / series, provided that the Bid cum Application Form is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB, the selling commission will be payable to the Syndicate / Sub-Syndicate Member; and
(ii) for Non-Institutional Bidders (above ₹ [●] million), Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE.

3) *Bidding Charges payable to SCSBs on the QIB Portion and NIBs (excluding UPI Bids) which are procured by the Syndicate/ sub-Syndicate/ Registered Broker/ RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹ [●] per valid application (plus applicable taxes).*

Selling commission/ uploading charges payable to the Registered Brokers on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

*Portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidder**	*₹[●] per valid application (plus applicable taxes)*

** Based on valid applications.*

Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members) on the applications made using 3-in-1 accounts would be ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub- Syndicate Members) subject to a maximum of ₹[●] million (plus applicable taxes), in case if the total processing fees exceeds ₹[●] million (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of (i) Retail Individual Bidders, (ii) Eligible Employees and (iii) Non-Institutional Bidders, as applicable.

4) *Uploading Charges/ processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:*

Members of the Syndicate / RTAs / CDPs	*₹ [●] per valid application (plus applicable taxes)*

/ Registered Brokers[*]	*The total uploading charges / processing fees payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers will be subject to a maximum cap of ₹ [●] million (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹ [●] million (plus applicable taxes), then the amount payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹ [●] million.*
Sponsor Bank(s)	*For [●]: ₹[●] per valid Bid cum Application Form (plus applicable taxes).* *For [●] and [●]: ₹[●] per valid Bid cum Application Form (plus applicable taxes).* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

[*]*Based on valid applications.*
All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

Pursuant to the SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate / sub-Syndicate Member were not able to Bid the Application Form above ₹[●] million and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / sub-Syndicate Member to SCSB a special Bid cum application form with a heading / watermark "Syndicate ASBA" may be used by Syndicate / sub-Syndicate Member along with SM code and broker code mentioned on the Bid-cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for Retail Individual Investor and Non-Institutional Investor Bids up to ₹ [●] million will not be eligible for brokerage. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.

Monitoring Utilization of Funds

Since the Offer is an Offer for Sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

Other confirmations

Except to the extent of any proceeds received pursuant to the sale of the Offered Shares proposed to be sold in the Offer by the Promoter Selling Shareholder, there is no arrangement whereby any portion of the Offer Proceeds will be paid to our Promoter, members of the Promoter Group, Directors, Key Managerial Personnel and members of the Senior Management, directly or indirectly, and there are no material existing or anticipated transactions in relation to utilization of the Offer Proceeds entered into or to be entered into by our Company with our Promoter, members of the Promoter Group, Directors, Key Managerial Personnel or members of the Senior Management.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers and in accordance with applicable law, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹1 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Bidders should read the below mentioned information along with "*Risk Factors*", "*Our Business*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 21, 224, 299 and 363, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors which form the basis for computing the Offer Price are as follows:

1. **Large scale and regulated market approved manufacturing operations supported by robust compliance track-record**

   We operate a large topical and topical-adjacent manufacturing platform with an aggregate installed capacity of 15,624 metric tonnes across two manufacturing facilities in Goa and Indore as of March 31, 2026. Our aggregate installed filling and packaging capacity of 807 million units corresponds to approximately 2.8 times the total US topical market demand in Fiscal 2026 (*Source: F&S Report*). This capacity provides significant headroom to support growth across our Global Generics, Global CDMO and India Branded Formulations businesses, enabling us to scale volumes without reliance on third-party manufacturing. We have also maintained a track record of regulatory compliance since the inception of our operations, with zero OAI classifications from the USFDA and zero product recalls across all manufacturing facilities. During Fiscals 2026, 2025 and 2024, we have successfully completed 56 audits comprising eight regulatory audits and 48 customer audits without any adverse findings, demonstrating consistently audit-ready operations.

2. **Focus on R&D driving innovation pipeline depth and conversion to commercial products**

   Our research activities are carried out at our R&D center, being the Encube Advanced Research Centre in Palava, Mumbai, which spans a built-up area of 117,252 square feet and is led by a dedicated team of 228 employees (of which 12 were PhDs) as of March 31, 2026. We support our Global CDMO customers across the product lifecycle including formulation and analytical development, scale-up, dossier preparation and technology transfer, while also developing both in-house and acquired ANDAs/dossiers for the global generics market including remediation, technology transfer and re-filing of acquired products. Our topical R&D capabilities span generics, complex topicals, transdermals and advanced drug delivery systems. These include microspheres, bio-adhesive gels, transdermal systems, hormonal patches, vaginal rings and drug-device combinations. Our pipeline is complex and includes products across multiple dosage forms, high potency products, hormone-based formulations. As of March 2026, we had a pipeline of 43 ANDAs in the United States and 25 dossiers in the UK and Germany across multiple stages comprising seven approved and yet to be commercialized, 19 filed and awaiting approval, and 42 under various stages of development.

3. **Fastest growing US topical generics player with an integrated manufacturing and front-end presence**

   Our US topical volumes increased at a CAGR of 51.42% between Fiscals 2024 and 2026, moving from the fifth to the third position by volume share globally (*Source: F&S Report*). We became the only top-five player globally to deliver sustained double-digit growth over the period (*Source: F&S Report*). Further, our topical volume share increased from 5.43% to 12.18%, representing the largest gain among leading players globally during the same period (*Source: F&S Report*). Our Global Generics revenue increased at a CAGR of 56.62% from ₹3,513 million in Fiscal 2024 to ₹8,617 million in Fiscal 2026. We have built a broad and balanced generics portfolio with 38 of our ANDAs representing the top three products by market volume share in Fiscal 2026 in the US topicals market (*Source: F&S Report*). Our pipeline is built through a combination of in-house development and strategic product/ANDA acquisitions to accelerate time-to-market. We filed 13, 12 and 15 ANDAs in Fiscals 2026, 2025 and 2024, respectively. Further, we added 38 new products to our Global Generics portfolio during Fiscals 2026, 2025 and 2024 and as of March 31, 2026, we had cumulatively commercialized 51 ANDAs in the United States.

4. **Long-standing relationships with marquee customers with consistent growth in wallet share**

   We serve as a comprehensive development and manufacturing partner for some of the global pharmaceutical companies across various geographies. As of March 31, 2026, we served over 160 global CDMO customers across 50 countries. Our Company onboarded 23 new customers during Fiscals 2026, 2025 and 2024. We have consistently expanded our wallet share with key marquee customers through addition of new products and SKUs, co-development of products and expansion

into new geographies. According to the F&S Report, we are the only Indian topical CDMO among the assessed peers with the ability to serve multiple regulated markets as of March 31, 2026. One of our customer relationships has scaled approximately 134 times from 12 million in Fiscal 2012 to ₹1,612 million in Fiscal 2026. Within another customer, our relationship has grown approximately 37 times from ₹62 million in Fiscal 2000 to ₹2,321 million in Fiscal 2026. Customers in regulated markets, including the United States, the United Kingdom and Europe, contributed 61.02%, 51.49% and 66.89% of our revenue from operations attributable to our Global CDMO business vertical in Fiscals 2026, 2025 and 2024, respectively, demonstrating our established presence and penetration across key regulated pharmaceutical markets.

5. Synergistic and integrated business verticals delivering accelerating growth

We are well-positioned with market access across both business-to-business ("**B2B**") and business-to-consumer ("**B2C**") channels, spanning multiple regulated markets and product categories (including prescription and OTC products) across varying levels of complexity. This enables us to maximize value from our customer relationships and global intellectual property by leveraging opportunities across markets and channels including cross-selling, out-licensing and selective in-licensing or acquisitions. We actively manage our portfolio to optimize returns across geographies, distribution channels and commercialization models. We employ a structured and data-driven framework for portfolio selection to identify and prioritize opportunities to leverage our capabilities across development, manufacturing and commercialization. This supports timely execution, sustainable margins and revenue growth. Our framework is further supported by our ability to route identified opportunities across our Global CDMO, Global Generics and India Branded Formulations businesses based on competitive intensity, intellectual property position, channel economics and portfolio adjacencies.

6. Professional leadership driving value creation and business transformation

Our Company has been built under the guidance of our Founder, Promoter, Chairman and Managing Director, Mr. Mehul Madhusudan Shah, who has over 30 years of leadership experience in the pharmaceutical industry. Under his leadership, our Company has evolved from a contract manufacturing business established in 1998 into a fully integrated, technology-led pharmaceutical platform with deep expertise in complex dosage forms. We follow well-established corporate governance practices and are supported by institutional investors including Frontier Investment Holdings Pte. Ltd. (backed by Quadria Capital), that contribute to governance oversight and strategic direction.

For further details, see "*Our Business –Competitive Strengths*" on page 229.

Quantitative Factors

Certain information presented below, relating to our Company, is derived from the Restated Consolidated Financial Information. For details, see "*Restated Consolidated Financial Information*" and "*Other Financial Information*" beginning on pages 299 and 361, respectively.

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

1. **Basic and diluted earnings per Equity Share of face value of ₹1 each ("EPS"):**

Financial Year	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2026	14.38	14.36	3
March 31, 2025	8.23	8.21	2
March 31, 2024	5.14	5.13	1
Weighted Average	**10.79**	**10.77**	**-**

Notes:

1. *Basic Earnings per Equity Share (₹) = Restated profit for the year attributable to the equity holders of the parent divided by weighted average number of Equity Shares outstanding during the year.*
2. *Diluted Earnings per Equity Share (₹) = Restated profit for the year attributable to the equity holders of the parent divided by weighted average no. of potential Equity Shares outstanding during the year.*
3. *Weighted average (basic and diluted EPS) = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year /total of weights.*
4. *The figures disclosed above for the financial years ended March 31, 2026, 2025 and 2024 and other relevant records of our Company are based on the Restated Consolidated Financial Information of the Company.*
5. *Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) read with the requirements of SEBI ICDR Regulations.*

2. **Price/ Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share of face value of ₹1 each:**

Particulars	P/E at the Floor Price (number of times)*	P/E at the Cap Price (number of times)*
Based on Basic EPS as per the Restated Consolidated Financial Information for Financial Year ended March 31, 2026	[●]	[●]

Particulars	P/E at the Floor Price (number of times)*	P/E at the Cap Price (number of times)*
Based on Diluted EPS as per the Restated Consolidated Financial Information for Financial Year ended March 31, 2026	[●]	[●]

**To be updated upon finalisation of the Price Band and populated in the Prospectus to be filed with the ROC.*

For reconciliation of Non-GAAP measures, see "Management's Discussion and Analysis of Financial Condition and Results of Operations- Non - GAAP Measures" on page 393.

3. Industry Peer Group P/E ratio

	P/E Ratio
Highest	97.49
Lowest	20.73
Average	37.43

Notes:

1. *The highest and lowest industry P/E ratio shown above is based on the peer set provided below under "Comparison of accounting ratios with listed industry peers". The industry average has been calculated as the arithmetic average of the P/E ratio of the peer set provided below*
2. *The industry P/E ratio mentioned above is computed based on the closing market price of equity shares on BSE on 31st July, 2026 divided by the Diluted EPS as on for the financial year ended March 31, 2026*
3. *All the financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for the Fiscal 2026, as available on the websites of the Stock Exchanges.*

4. Return on Net Worth ("RoNW")

Financial Year ended	RoNW %	Weight
Fiscal 2026	25.21%	3
Fiscal 2025	18.04%	2
Fiscal 2024	13.24%	1
Weighted Average	**20.83%**	

Notes:

1. *Return on Net Worth (%)= Restated Profit for the year attributable to equity holders of the parent as appearing in Restated Financial Information divided by average Net worth. Average Net worth is the average of opening and closing Net worth as at the end of relevant Fiscal.*
2. *Net Worth is defined as per Regulation 2(1)(hh) of SEBI (Issue of Capital and Disclosure Requirements) regulations, 2018, as amended. Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits which are available for distribution as dividend, securities premium account and debit or credit balance of profit and loss account i.e., retained earnings as per Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Net worth for Company is calculated as aggregate of Equity Share capital, securities premium, retained earnings, general reserve, share based payment reserve as appearing in Restated Consolidated Financial Information.*
3. *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights. Weights have been determined by our Company.*
4. *The figures disclosed above for the financial years ended March 31, 2026, 2025 and 2024 are based on the Restated Consolidated Financial Information of our Company*

For reconciliation of Non-GAAP measures, see "Management's Discussion and Analysis of Financial Condition and Results of Operations-Non - GAAP Measures" on page 393.

5. Net Asset Value ("NAV") per Equity Share of face value of ₹1 each

Particulars	Amount (in ₹)
As on March 31, 2026	64.29
At the Floor Price	[●]*
At the Cap Price	[●]*
At the Offer Price	[●]**

** To be computed upon finalisation of the Price Band and populated in the Prospectus to be filed with the RoC.*

*** To be determined on conclusion of the Book Building Process.*

Notes:

1. *Net asset value per Equity Share is calculated as Net worth as the end of the year divided by number of equity shares outstanding as at the end of year. Equity shares outstanding have been adjusted for split (10 Shares for every 1 Equity Share) and bonus (2 Bonus Shares for every 1 Equity Share) of equity shares.*
2. *Net Worth is defined as per Regulation 2(1)(hh) of SEBI (Issue of Capital and Disclosure Requirements) regulations, 2018, as amended. Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits which are available for distribution as dividend, securities premium account and debit or credit balance of profit and loss account i.e., retained earnings as per Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Net worth for Company is calculated as aggregate of Equity Share capital, securities premium, retained earnings, general reserve, share based payment reserve as appearing in Restated Consolidated Financial Information. .*
3. *The figures disclosed above for the financial year ended March 31, 2026, are based on the Restated Consolidated Financial Information of our Company.*

6. **Comparison of Accounting Ratios with listed industry peers**

The following table provides a comparison of the accounting ratios of our Company with our peer group. The peer group has been determined based on the companies listed on the Stock Exchanges which are in the similar line of business as our Company as at March 31, 2026, based on the rationale mentioned below:

Rationale for selection of Listed Industry Peers:

We are global pharmaceutical formulations platform with deep domain expertise in technically complex topical and transdermal dosage forms, serving 50 countries including regulated markets such as the United States, UK and Europe, and India as of March 31, 2026. We operate through three business verticals: global generics business ("**Global Generics**"), global contract development and manufacturing organization ("**CDMO**") business ("**Global CDMO**") and our India branded formulations business ("**India Branded Formulations**"), each serving different end markets and customer segments. Thus, for the purpose of selection of our peer set, we have selected companies that are listed on the Stock Exchanges in India meeting the following criteria:

Criteria	Explanation
Generic players with a focus on regulated markets	Our global generics business vertical is focused on the US market, and we are in the process of establishing presence in UK and Germany. Consistent with our focus on regulated markets, generic formulation players with revenue contribution of >50% from regulated markets have been considered
Formulation CDMOs with a focused dosage form approach	Our global CDMO business vertical is focused on topical and topical-adjacent dosage forms. Thus, formulation CDMOs specialising in specific dosage forms have been considered

Accordingly, based on the above, our listed peers have been considered as Dr. Reddy's Laboratories Limited, Lupin Limited, Zydus Lifesciences Limited, Aurobindo Pharma Limited, Glenmark Pharmaceuticals Limited, Alembic Pharmaceuticals Limited, Rubicon, Research Limited, Gland Pharma Limited, OneSource Specialty Pharma Limited.

Name of the company	Standalone / consolidated	Total revenue from operations (₹ in million)	Face value (₹ per equity share)	Closing price of each equity share as on July 31, 2026	P/E ratio (x)	EPS		RoNW (%)	Net asset value per share (₹)
						Basic (₹ per equity share)	Diluted (₹ per equity share)		
Our Company	Consolidated	18,487	1	[●]^	[●]^	14.38	14.36	25.21%	64.29
Listed industry peers									
Dr. Reddy's Laboratories Limited	Consolidated	3,37,002	1	1,147.60	22.79	50.41	50.35	11.75%	453.98
Lupin Limited	Consolidated	2,79,580	2	2,413.95	20.73	116.75	116.44	26.90%	489.98
Zydus Lifesciences Limited	Consolidated	2,71,484	1	1,126.50	22.49	50.09	50.09	19.74%	269.43
Aurobindo Pharma Limited	Consolidated	3,36,531	1	1,579.35	26.17	60.34	60.34	9.94%	652.39
Glenmark Pharmaceuticals Limited	Consolidated	1,69,825	1	2,233.30	46.30	48.26	48.24	14.07%	372.33
Alembic Pharmaceuticals Limited	Consolidated	73,449	2	797.05	23.22	34.33	34.33	12.42%	288.70
Rubicon Research Limited	Consolidated	17,540	1	1,492.60	97.49	15.52	15.31	26.97%	77.10
Gland Pharma Limited	Consolidated	64,307	1	2,504.4	40.21	62.35	62.28	10.53%	625.62
OneSource Specialty Pharma Limited	Consolidated	14,216	1	1,621.75	NA	(6.44)	(6.44)	(1.26)%	508.22

^ *To be updated upon finalization of the Price Band.*

Notes:

1. Notes:

1. All the financial information of our Company mentioned above has been derived from the Restated Consolidated Financial Information as at and for the Fiscal 2026.

2. *All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports/ annual results or investor presentations as available of the respective company for the year ended March 31, 2026 submitted to the Stock Exchanges.*
3. *P/E ratio has been computed based on the closing market price of equity shares on BSE on July 31, 2026 divided by the Diluted EPS for the year ended March 31, 2026.*
4. *a. Net Worth is defined as per Regulation 2(1)(hh) of SEBI (Issue of Capital and Disclosure Requirements) regulations, 2018, as amended. Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits which are available for distribution as dividend, securities premium account and debit or credit balance of profit and loss account i.e., retained earnings as per Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Net worth for Company is calculated as aggregate of Equity Share capital, securities premium, retained earnings, general reserve, share based payment reserve as appearing in Restated Consolidated Financial Information.*
   b. Net worth for peers is calculated as equity attributable to the owners of the company. Equity attributable to the owners of the company is the aggregate of equity share capital and other equity as appearing in their audited financial statements as at March 31, 2026.
5. *Net asset value per Equity Share is calculated as Net worth as the end of the year divided by number of equity shares outstanding as at the end of year. In relation to our Company, 1. Equity shares outstanding have been adjusted for split (10 Shares for every 1 Equity Share) and bonus (2 Bonus Shares for every 1 Equity Share) of equity shares, retrospectively.*
6. *RoNW = Return on net worth is calculated as profit/(loss) for the year attributable to owners of the company divided by average net worth as of at March 31, 2026.*
7. *NA – not applicable or the listed industry peer has reported loss in Fiscal 2026.*

7. Key Performance Indicators ("KPIs")

The table below sets forth the details of the KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been used historically by our Company to understand and analyse our business performance, which in result, help us in analysing the growth of our business in comparison to our peers. Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational key financial and operational KPIs, to assess our Company's performance in various business verticals and make an informed decision.

The KPIs disclosed below have been verified and approved by a resolution of our Audit Committee dated August 1, 2026 (copy made available under "*Material Contracts and Documents for Inspection – Material Documents*" as disclosed on page 487), certified by our Chief Executive Officer, on behalf of the management of our Company by way of their certificate dated August 1, 2026. The management and the Audit Committee have confirmed that other than the KPIs disclosed below have been identified and disclosed in accordance with the SEBI ICDR Regulations and the Industry Standards on Key Performance Indicators Disclosures in the Draft Offer Document and Offer Document ("**KPI Standards**"), our Company has not disclosed any other KPIs. Further, the management and the Audit Committee have verified the details of all KPIs pertaining to our Company and confirmed that the KPIs pertaining to our Company, as disclosed below, have been identified from the Selected Data as defined in KPI Standards (which also includes the data disclosed to investors at any point of time during the three years prior to the date of filing of this Draft Red Herring Prospectus) and have been subject to verification and certification by Manian & Rao, Chartered Accountants (FRN: 001983S), by way of their certificate dated August 1, 2026 which has been included as part of the "*Material Contracts and Documents for Inspection – Material Documents*" on page 487.

We have described and defined the KPIs, as applicable, in the section "*Definitions and Abbreviations – Key Performance Indicators*" on page 12.

The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance.

Our Company confirms that it shall continue to disclose all the KPIs included hereinabove in this section on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges pursuant to the Offer, or for such other period as may be required under the SEBI ICDR Regulations. The criteria for disclosing KPIs until complete utilisation of the proceeds of the Offer is not applicable given that the Offer comprises only of an Offer for Sale.

Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS and may have limitations as analytical tools.

Details of our KPIs for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024 are set out below:

(in ₹ million, unless otherwise indicated)

Sr. No.	KPIs	Unit	GAAP/ NON-GAAP/Operational	As at and for the financial year ended March 31, 2026	As at and for the financial year ended March 31, 2025	As at and for the financial year ended March 31, 2024
Financial KPIs						
1	Revenue from operations[(1)]	₹ million	GAAP	18,487	13,448	10,859
2	Revenue from Global Generics[(2)]	₹ million	NON-GAAP	8,617	5,437	3,513

3	Revenue from Global CDMO[3]	₹ million	NON-GAAP	7,828	6,430	5,902
4	Revenue from India Branded Formulations[4]	₹ million	NON-GAAP	1,658	1,318	1,146
5	Revenue from operations growth rate[5]	%	NON-GAAP	37.47%	23.84%	NA
6	Revenue from Global Generics growth rate[6]	%	NON-GAAP	58.49%	54.77%	NA
7	Revenue from Global CDMO growth rate[7]	%	NON-GAAP	21.74%	8.95%	NA
8	Revenue from India Branded Formulations growth rate[8]	%	NON-GAAP	25.80%	15.01%	NA
9	Material profit[9]	₹ million	NON-GAAP	13,017	9,434	7,312
10	Material margin[10]	%	NON-GAAP	70.41%	70.15%	67.34%
11	EBITDA[11]	₹ million	NON-GAAP	6,633	4,521	2,976
12	EBITDA growth rate[12]	%	NON-GAAP	46.72%	51.92%	NA
13	EBITDA margin[13]	%	NON-GAAP	35.88%	33.62%	27.41%
14	EBITDA pre-R&D[14]	₹ million	NON-GAAP	8,009	5,450	4,176
15	EBITDA pre-R&D margin[15]	%	NON-GAAP	43.32%	40.53%	38.46%
16	PAT[16]	₹ million	GAAP	4,367	2,496	1,561
17	PAT margin[17]	%	NON-GAAP	23.62%	18.56%	14.38%
18	Return on equity[18]	%	NON-GAAP	25.65%	18.26%	13.41%
19	Return on capital employed[19]	%	NON-GAAP	32.30%	23.66%	18.47%
20	Adjusted return on capital employed[20]	%	NON-GAAP	28.13%	20.25%	15.12%
21	Cash flow from operations[21]	₹ million	GAAP	3,031	2,998	1,819
22	Debt/ EBITDA[22]	times	NON-GAAP	0.37	0.56	0.84
23	Debt/ Equity[23]	times	NON-GAAP	0.13	0.17	0.20
24	Net working capital days[24]	days	NON-GAAP	143	141	143
25	R&D expenses[25]	₹ million	NON-GAAP	1,376	929	1,200
26	R&D expenses/ revenue[26]	%	NON-GAAP	7.44%	6.91%	11.05%
27	Capital expenditure[27]	₹ million	NON-GAAP	2,267	1,592	2,936
Operational KPIs						
28	ANDAs filed per year[28]	count	Operational	13	12	15
29	ANDAs approved per year[29]	count	Operational	14	13	11
30	Cumulative ANDAs filed[30]	count	Operational	73	60	48
31	Cumulative ANDAs approved[31]	count	Operational	57	43	30
32	Cumulative ANDAs commercialised[32]	count	Operational	51	35	28
33	R&D employees[33]	count	Operational	228	216	216

Notes:

1. *Revenue from operations is as appearing in the Restated Consolidated Financial Information*

2. *Revenue from global generics is calculated as the aggregate of revenue from generic topical formulation products that are commercialized through our own front-end*
3. *Revenue from global CDMO is calculated as the aggregate of revenue generated from topical formulation development and manufacturing services to global and Indian pharmaceutical companies*
4. *Revenue from India branded formulations is calculated as revenue generated from domestic branded and generic products which includes sales from Soframycin*
5. *Growth in revenue from operations is calculated as revenue from operations for the relevant fiscal minus the revenue from operations for the corresponding previous fiscal as a percentage of revenue from operations for the corresponding previous fiscal*
6. *Growth in revenue from global generics is calculated as revenue from global generics for the relevant fiscal minus the revenue from global generics for the corresponding previous fiscal as a percentage of revenue from global generics for the corresponding previous fiscal*
7. *Growth in revenue from global CDMO is calculated as revenue from global CDMO for the relevant fiscal minus the revenue from global CDMO for the corresponding previous fiscal as a percentage of revenue from global CDMO for the corresponding previous fiscal*
8. *Growth in revenue from India branded formulations is calculated as revenue from India branded formulations for the relevant fiscal minus the revenue from India branded formulations for the corresponding previous fiscal as a percentage of revenue from India branded formulations for the corresponding previous fiscal*
9. *Material profit is calculated as revenue from operations less (i) cost of materials consumed, (ii) purchases of stock-in-trade, (iii) changes in inventories of finished goods, work-in-progress and stock-in-trade*
10. *Material margin is calculated as material profit as a percentage of revenue from operations*
11. *EBITDA is calculated as restated profit before tax plus (i) finance costs, (ii) depreciation and amortization expenses, and (iii) impairment charges; less other income*
12. *Growth in EBITDA is calculated as EBITDA for the relevant fiscal minus the EBITDA for the corresponding previous fiscal as a percentage of EBITDA for the corresponding previous fiscal*
13. *EBITDA margin is calculated as EBITDA as a percentage of revenue from operations*
14. *EBITDA pre-R&D is calculated as restated profit before tax plus (i) finance costs, (ii) depreciation and amortisation expenses, and (iii) impairment charges, (iv) research & development expenditure recognised as an expense; less other income*
15. *EBITDA pre-R&D margin is calculated as EBITDA pre-R&D as a percentage of revenue from operations*
16. *Profit for the year (PAT) is restated profit for the year as appearing in the Restated Consolidated Financial Information*
17. *PAT Margin is calculated as profit for the year (PAT) as a percentage of revenue from operations*
18. *ROE is calculated as PAT for the relevant fiscal as a percentage of average total equity. Total equity is as appearing in Restated Consolidated Financial Information. Average total equity is calculated as the average of total equity for the relevant fiscal and the total equity of the corresponding previous fiscal*
19. *Return on capital employed or RoCE is calculated as EBIT as a percentage of capital employed. EBIT is calculated as the aggregate of restated profit before tax and finance costs for the relevant fiscal. Capital employed is calculated as the aggregate of (i) tangible net worth (which is total equity less (a) intangible assets, (b) intangible assets under development and (c) deferred tax assets), (ii) total debt (which includes (a) long-term borrowings, (b) short-term borrowings, (c) non-current lease liabilities and (d) current lease liabilities), and (iii) deferred tax liability as appearing in the Restated Consolidated Financial Information for the relevant fiscal*
20. *Adjusted RoCE is calculated as EBIT for the relevant fiscal divided by adjusted capital employed. Adjusted capital employed is calculated as the aggregate of (i) total equity and (ii) total debt*
21. *Cash flow from operations is net cash flows generated from operating activities as appearing in the Restated Consolidated Financial Information*
22. *Debt/ EBITDA is calculated as total debt divided by EBITDA*
23. *Debt/ Equity is calculated as total debt divided by total equity*
24. *Net working capital days is calculated as net working capital divided by revenue from operations multiplied by 365. Net working capital is calculated as (total current assets as appearing in the Restated Consolidated Financial Information less (i) cash and cash equivalents, (ii) bank balance other than cash and cash equivalents and (iii) current investments) minus (total current liabilities as appearing in Restated Consolidated Financial Information less (i) short-term borrowings and (ii) short-term lease liabilities)*
25. *R&D expenses is the research & development expenditure recognised as an expense as appearing in the Restated Consolidated Financial Information*
26. *R&D expenses/ revenue is calculated as R&D expenses as a percentage of revenue from operations*
27. *Capital expenditure is the aggregate of additions to property, plant and equipment, additions to intangible assets, additions to right of use assets, net additions to capital work in progress (CWIP) and net additions to intangible assets under development for the relevant fiscal. Net additions is calculated as additions less capitalised as appearing in the restated consolidated financial information*
28. *The number of ANDAs filed with the USFDA in the relevant fiscal include (i) ANDAs developed in-house and submitted for approval, and (ii) ANDAs acquired from third parties that were already approved by the USFDA as at the date of acquisition and for which a post-approval supplement has been filed during the relevant fiscal. In the case of acquired ANDAs, the filing refers to the post-approval supplement and not to the original ANDA, which is required to add the Company's facility as an approved manufacturing site*
29. *The number of ANDAs approved by the USFDA in the relevant fiscal include (i) in-house ANDAs approved during the fiscal, and (ii) acquired ANDAs in the fiscal in which both (a) technology transfer to our facility is complete and (b) the USFDA approves the post-approval supplement adding the Company's facility as an approved manufacturing site. An acquired ANDA is counted here in the fiscal of such supplement approval, notwithstanding that the underlying ANDA was approved by the USFDA prior to acquisition.*
30. *The cumulative number of ANDAs filed with the USFDA as at the end of the relevant fiscal, determined on the same basis as "ANDAs filed per year" above*
31. *The cumulative number of ANDAs approved by the USFDA as at the end of the relevant fiscal, determined on the same basis as "ANDAs approved per year" above*
32. *The cumulative number of USFDA-approved ANDAs that have generated revenue as at the end of the relevant fiscal*
33. *R&D employees is the count of employees in R&D. These include employees in all R&D Functions along with the dedicated QA team at R&D*

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 224 and 363, respectively.

Explanation of the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. These KPIs may not be defined under Ind AS and are not presented in accordance with Ind AS and hence, should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our performance, liquidity, profitability or results of operations. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends.

Investors are encouraged to review the Ind AS financial statements and to not rely on any single financial or operational KPI to evaluate our business.

The list of our KPIs along with brief explanation of the significance of the KPI for our business operations are set forth below:

Sr. no	KPI	Explanation for the KPIs
1	Revenue from operations	Reflects the income generated by the Company from its core business activities, providing a comprehensive view of the scale of the business
2	Revenue from global generics	Reflects the scale of the global generics vertical of the Company
3	Revenue from global CDMO	Reflects the scale of the global CDMO vertical of the Company
4	Revenue from India branded formulations	Reflects the scale of the India Branded Formulations vertical of the Company
5	Revenue from operations growth rate	Measures the year-on-year annual change in revenue generated from operations which indicates growth momentum and the ability of the company to scale operations
6	Revenue from global generics growth rate	Measures the year-on-year annual change in revenue generated from operations which indicates growth momentum and the ability of the company to scale operations in the global generics vertical
7	Revenue from global CDMO growth rate	Measures the year-on-year annual change in revenue generated from operations which indicates growth momentum and the ability of the company to scale operations in the global CDMO vertical
8	Revenue from India branded formulations growth rate	Measures the year-on-year annual change in revenue generated from operations which indicates growth momentum and the ability of the company to scale operations in the India branded formulations vertical
9	Material profit	Indicates how efficiently the company manages its cost of direct materials
10	Material margin	Provides a focused view of profitability specific to cost of direct materials in relation to the Company's revenue from operations and helps the Company formulate product pricing and sourcing strategies
11	EBITDA	A key indicator of the Company's operational efficiency and profitability
12	EBITDA growth rate	Measures the year-on-year annual change in EBITDA which indicates improvement in the company's operational efficiency and profitability
13	EBITDA margin	Indicates the percentage of total revenue that converts into EBITDA, giving insight into the company's operational efficiency and profitability relative to revenue from operations
14	EBITDA pre-R&D	EBITDA Pre R&D provides information regarding the Company's operational efficiency and profitability expenses incurred on R&D
15	EBITDA pre-R&D margin	An indicator of operational efficiency and profitability of the Company's operations without expenses incurred on R&D
16	PAT	The net earnings after taxes have been deducted, serving as a key indicator of the company's bottom line
17	PAT margin	Indicates the portion of total revenue that converts into net profit, offering a measure of overall profitability after all expenses and taxes
18	Return on equity	Measures how effectively the company generates profits from the capital provided by shareholders
19	Return on capital employed	Measures how efficiently the company is utilizing its capital base specific to tangible assets to generate profits, a key indicator of long-term financial sustainability
20	Adjusted return on capital employed	Measures how efficiently the company is utilizing its capital base to generate profits, a key indicator of long-term financial sustainability
21	Cash flow from operations	Provides insight into the company's ability to generate cash from its day-to-day operations, excluding any financing or investing activities
22	Debt to EBITDA	Assesses the company's ability to repay its debts from its operating earnings, giving an indication of creditworthiness and financial stability
23	Debt to Equity	Indicates the company's financial leverage, providing insight into the extent to which the company relies on borrowings compared to owners' funds for its operations

Sr. no	KPI	Explanation for the KPIs
24	Net Working capital days	Reflects how efficiently the company manages its working capital, calculated by tracking the time it takes to turn net working capital into sales
25	R&D expenses	Indicates the amount invested by the company in innovation and product development
26	R&D expenses/ revenue	A measure of innovation intensity, indicates how much of the Company's revenues are being reinvested in research and development
27	Capital expenditure	Capital expenditure represents investments in long-term assets that enhance operational capacity or efficiency, or strategic growth of the company
28	ANDAs filed per year	Indicates the development capabilities and dossier submission velocity of the R&D team
29	ANDAs approved per year	Indicates the ability of the company to obtain marketing approvals for its generic products which is essential for expanding its market presence
30	Cumulative ANDAs filed	Indicates the development capabilities and dossier submission velocity of the R&D team
31	Cumulative ANDAs approved	Indicates the ability of the company to obtain marketing approvals for its generic products which is essential for expanding its market presence
32	Cumulative ANDAs commercialised	Commercialization of new products widens the product portfolio and supports revenue growth of the Company. This metric is used by the Company to monitor the breadth of product portfolio for the US market
33	R&D employees	Indicates the strength of research and technical workforce and reflects the depth of scientific expertise within the organization

8. **Comparison of our KPIs with listed industry peers**

While our Company considers the following companies as listed peers, the definitions and explanation considered for the below KPIs by such peer companies may not be the same as our Company. The listed peer group has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our businesses in terms of our size and our business model. Accordingly, certain KPIs of our Company stated below, should be read in the context of the explanation and definitions provided in this section, and shall not be considered as comparable with below mentioned peer companies. Following is a comparison of our KPIs with the listed peers:

Particulars	Units	GAAP/ NON-GAAP/ OPERATIONAL	Encube Ethicals Limited			Dr. Reddy's Laboratories Limited		
			FY2026	FY2025	FY2024	FY2026	FY2025	FY2024
Financial KPIs								
Revenue from operations	₹ million	GAAP	18,487	13,448	10,859	3,37,002	3,26,439	2,80,111
Revenue from Global Generics	₹ million	Non-GAAP	8,617	5,437	3,513	NA	NA	NA
Revenue from Global CDMO	₹ million	Non-GAAP	7,828	6,430	5,902	NA	NA	NA
Revenue from India Branded Formulations	₹ million	Non-GAAP	1,658	1,318	1,146	NA	NA	NA
Revenue from operations growth rate	%	Non-GAAP	37.47%	23.84%	NA	3.20%	17.00%	14.00%
Revenue from Global Generics growth rate	%	Non-GAAP	58.49%	54.77%	NA	NA	NA	NA
Revenue from Global CDMO growth rate	%	Non-GAAP	21.74%	8.95%	NA	NA	NA	NA
Revenue from India Branded Formulations growth rate	%	Non-GAAP	25.80%	15.01%	NA	NA	NA	NA
Material profit	₹ million	Non-GAAP	13,017	9,434	7,312	NA	NA	NA
Material margin	%	Non-GAAP	70.41%	70.15%	67.34%	NA	NA	NA
EBITDA	₹ million	Non-GAAP	6,633	4,521	2,976	76,595	92,133	83,013
EBITDA growth rate	%	Non-GAAP	46.72%	51.92%	NA	NA	11.00%	13.00%
EBITDA margin	%	Non-GAAP	35.88%	33.62%	27.41%	22.80%	28.30%	29.70%
EBITDA before R&D expenses	₹ million	Non-GAAP	8,009	5,450	4,176	NA	NA	NA
EBITDA before R&D expenses margin	%	Non-GAAP	43.32%	40.53%	38.46%	NA	NA	NA
PAT	₹ million	GAAP	4,367	2,496	1,561	42,466	57,245	55,684
PAT margin	%	Non-GAAP	23.62%	18.56%	14.38%	12.60%	17.60%	19.90%
Return on equity (RoE)	%	Non-GAAP	25.65%	18.26%	13.41%	NA	NA	NA
Return on capital employed (RoCE)	%	Non-GAAP	32.30%	23.66%	18.47%	15.80%	27.70%	35.50%
Adjusted return on capital employed (Adjusted RoCE)	%	Non-GAAP	28.13%	20.25%	15.12%	NA	NA	NA
Cash flow from operations	₹ million	GAAP	3,031	2,998	1,819	56,755	46,428	45,443
Debt/ EBITDA	Times	Non-GAAP	0.37	0.56	0.84	NA	NA	NA
Debt/ Equity	Times	Non-GAAP	0.13	0.17	0.20	0.20	0.14	0.07
Net working capital days	Days	Non-GAAP	143	141	143	203	210	219

R&D expenses	₹ million	Non-GAAP	1,376	929	1,200	24,058	27,380	22,873
R&D expenses/ revenue	%	Non-GAAP	7.44%	6.91%	11.05%	7.20%	8.40%	8.20%
Capital expenditure	₹ million	Non-GAAP	2,267	1,592	2,936	23,000	26,990	15,170
Operational KPIs								
ANDAs filed per year	Count	Operational	13	12	15	15	10	17
ANDAs approved per year	Count	Operational	14	13	11	NA	NA	NA
Cumulative ANDAs filed	Count	Operational	73	60	48	347	329	325
Cumulative ANDAs approved	Count	Operational	57	43	30	270	253	239
Cumulative ANDAs commercialised	Count	Operational	51	35	28	280+	NA	NA
R&D employees	Count	Operational	228	216	216	2,769	2,968	3,335

Particulars	**Units**	**GAAP/ NON-GAAP/ OPERATIONAL**	**Encube Ethicals Limited**			**Lupin Limited**		
			FY2026	**FY2025**	**FY2024**	**FY2026**	**FY2025**	**FY2024**
Financial KPIs								
Revenue from operations	₹ million	GAAP	18,487	13,448	10,859	2,79,580	2,27,079	2,00,108
Revenue from Global Generics	₹ million	Non-GAAP	8,617	5,437	3,513	NA	NA	NA
Revenue from Global CDMO	₹ million	Non-GAAP	7,828	6,430	5,902	NA	NA	NA
Revenue from India Branded Formulations	₹ million	Non-GAAP	1,658	1,318	1,146	NA	NA	NA
Revenue from operations growth rate	%	Non-GAAP	37.47%	23.84%	NA	23.10%	13.50%	20.80%
Revenue from Global Generics growth rate	%	Non-GAAP	58.49%	54.77%	NA	NA	NA	NA
Revenue from Global CDMO growth rate	%	Non-GAAP	21.74%	8.95%	NA	NA	NA	NA
Revenue from India Branded Formulations growth rate	%	Non-GAAP	25.80%	15.01%	NA	NA	NA	NA
Material profit	₹ million	Non-GAAP	13,017	9,434	7,312	NA	NA	NA
Material margin	%	Non-GAAP	70.41%	70.15%	67.34%	NA	NA	NA
EBITDA	₹ million	Non-GAAP	6,633	4,521	2,976	92,405	54,792	39,307
EBITDA growth rate	%	Non-GAAP	46.72%	51.92%	NA	68.60%	38.90%	NA

EBITDA margin	%	Non-GAAP	35.88%	33.62%	27.41%	33.60%	24.70%	20.00%
EBITDA before R&D expenses	₹ million	Non-GAAP	8,009	5,450	4,176	NA	NA	NA
EBITDA before R&D expenses margin	%	Non-GAAP	43.32%	40.53%	38.46%	NA	NA	NA
PAT	₹ million	GAAP	4,367	2,496	1,561	53,555	33,063	19,145
PAT margin	%	Non-GAAP	23.62%	18.56%	14.38%	19.40%	14.80%	9.70%
Return on equity (RoE)	%	Non-GAAP	25.65%	18.26%	13.41%	NA	NA	14.00%
Return on capital employed (RoCE)	%	Non-GAAP	32.30%	23.66%	18.47%	28.40%	21.60%	21.00%
Adjusted return on capital employed (Adjusted RoCE)	%	Non-GAAP	28.13%	20.25%	15.12%	NA	NA	NA
Cash flow from operations	₹ million	GAAP	3,031	2,998	1,819	73,345	29,999	36,484
Debt/ EBITDA	Times	Non-GAAP	0.37	0.56	0.84	NA	-0.02	0.04
Debt/ Equity	Times	Non-GAAP	0.13	0.17	0.20	NA	NA	NA
Net working capital days	Days	Non-GAAP	143	141	143	113	129	124
R&D expenses	₹ million	Non-GAAP	1,376	929	1,200	20,631	17,968	15,573
R&D expenses/ revenue	%	Non-GAAP	7.44%	6.91%	11.05%	7.50%	8.00%	7.80%
Capital expenditure	₹ million	Non-GAAP	2,267	1,592	2,936	25,231	5,200	5,400
Operational KPIs								
ANDAs filed per year	Count	Operational	13	12	15	10+	NA	6
ANDAs approved per year	Count	Operational	14	13	11	NA	NA	NA
Cumulative ANDAs filed	Count	Operational	73	60	48	430	453	442
Cumulative ANDAs approved	Count	Operational	57	43	30	NA	NA	NA
Cumulative ANDAs commercialised	Count	Operational	51	35	28	151	138	NA
R&D employees	Count	Operational	228	216	216	1,400+	1,400+	1,400+

Particulars	Units	GAAP/ NON-GAAP/ OPERATIONAL	Encube Ethicals Limited			Zydus Lifesciences Limited		
			FY2026	FY2025	FY2024	FY2026	FY2025	FY2024
Financial KPIs								
Revenue from operations	₹ million	GAAP	18,487	13,448	10,859	2,71,484	2,32,415	1,95,474
Revenue from Global Generics	₹ million	Non-GAAP	8,617	5,437	3,513	NA	NA	NA
Revenue from Global CDMO	₹ million	Non-GAAP	7,828	6,430	5,902	NA	NA	NA
Revenue from India Branded Formulations	₹ million	Non-GAAP	1,658	1,318	1,146	NA	NA	NA
Revenue from operations growth rate	%	Non-GAAP	37.47%	23.84%	NA	16.80%	18.90%	13.40%
Revenue from Global Generics growth rate	%	Non-GAAP	58.49%	54.77%	NA	NA	NA	NA
Revenue from Global CDMO growth rate	%	Non-GAAP	21.74%	8.95%	NA	NA	NA	NA
Revenue from India Branded Formulations growth rate	%	Non-GAAP	25.80%	15.01%	NA	NA	NA	NA
Material profit	₹ million	Non-GAAP	13,017	9,434	7,312	NA	NA	NA
Material margin	%	Non-GAAP	70.41%	70.15%	67.34%	NA	NA	NA
EBITDA	₹ million	Non-GAAP	6,633	4,521	2,976	84,751	70,585	53,843
EBITDA growth rate	%	Non-GAAP	46.72%	51.92%	NA	20.10%	31.10%	39.50%
EBITDA margin	%	Non-GAAP	35.88%	33.62%	27.41%	31.20%	30.40%	27.50%
EBITDA before R&D expenses	₹ million	Non-GAAP	8,009	5,450	4,176	NA	NA	NA
EBITDA before R&D expenses margin	%	Non-GAAP	43.32%	40.53%	38.46%	NA	NA	NA
PAT	₹ million	GAAP	4,367	2,496	1,561	51,235	46,726	39,728
PAT margin	%	Non-GAAP	23.62%	18.56%	14.38%	18.60%	19.50%	NA
Return on equity (RoE)	%	Non-GAAP	25.65%	18.26%	13.41%	21.40%	21.70%	20.60%
Return on capital employed (RoCE)	%	Non-GAAP	32.30%	23.66%	18.47%	21.60%	24.70%	23.00%
Adjusted return on capital employed (Adjusted RoCE)	%	Non-GAAP	28.13%	20.25%	15.12%	NA	NA	NA
Cash flow from operations	₹ million	GAAP	3,031	2,998	1,819	21,166	67,811	31,963
Debt/ EBITDA	Times	Non-GAAP	0.37	0.56	0.84	NA	NA	NA
Debt/ Equity	Times	Non-GAAP	0.13	0.17	0.20	0.43	0.13	0.04
Net working capital days	Days	Non-GAAP	143	141	143	NA	NA	NA

R&D expenses	₹ million	Non-GAAP	1,376	929	1,200	22,732	18,555	13,096
R&D expenses/ revenue	%	Non-GAAP	7.44%	6.91%	11.05%	8.40%	8.00%	6.70%
Capital expenditure	₹ million	Non-GAAP	2,267	1,592	2,936	17,145	12,140	8,628
Operational KPIs								
ANDAs filed per year	Count	Operational	13	12	15	30	27	20
ANDAs approved per year	Count	Operational	14	13	11	20	19	41
Cumulative ANDAs filed	Count	Operational	73	60	48	508	486	460
Cumulative ANDAs approved	Count	Operational	57	43	30	409	394	380
Cumulative ANDAs commercialised	Count	Operational	51	35	28	NA	NA	NA
R&D employees	Count	Operational	228	216	216	1,500+	1,500+	1,400+

Particulars	**Units**	**GAAP/ NON-GAAP/ OPERATIONAL**	**Encube Ethicals Limited**			**Aurobindo Pharma Limited**		
			FY2026	**FY2025**	**FY2024**	**FY2026**	**FY2025**	**FY2024**
Financial KPIs								
Revenue from operations	₹ million	GAAP	18,487	13,448	10,859	3,36,531	3,17,237	2,90,019
Revenue from Global Generics	₹ million	Non-GAAP	8,617	5,437	3,513	NA	NA	NA
Revenue from Global CDMO	₹ million	Non-GAAP	7,828	6,430	5,902	NA	NA	NA
Revenue from India Branded Formulations	₹ million	Non-GAAP	1,658	1,318	1,146	NA	NA	NA
Revenue from operations growth rate	%	Non-GAAP	37.47%	23.84%	NA	6.10%	9.40%	17.00%
Revenue from Global Generics growth rate	%	Non-GAAP	58.49%	54.77%	NA	NA	NA	NA
Revenue from Global CDMO growth rate	%	Non-GAAP	21.74%	8.95%	NA	NA	NA	NA
Revenue from India Branded Formulations growth rate	%	Non-GAAP	25.80%	15.01%	NA	NA	NA	NA
Material profit	₹ million	Non-GAAP	13,017	9,434	7,312	NA	NA	NA
Material margin	%	Non-GAAP	70.41%	70.15%	67.34%	NA	NA	NA
EBITDA	₹ million	Non-GAAP	6,633	4,521	2,976	68,560	66,050	58,430
EBITDA growth rate	%	Non-GAAP	46.72%	51.92%	NA	3.80%	13.00%	55.00%

EBITDA margin	%	Non-GAAP	35.88%	33.62%	27.41%	20.40%	20.80%	20.10%
EBITDA before R&D expenses	₹ million	Non-GAAP	8,009	5,450	4,176	NA	NA	NA
EBITDA before R&D expenses margin	%	Non-GAAP	43.32%	40.53%	38.46%	NA	NA	NA
PAT	₹ million	GAAP	4,367	2,496	1,561	35,048	34,840	31,690
PAT margin	%	Non-GAAP	23.62%	18.56%	14.38%	NA	11.00%	10.90%
Return on equity (RoE)	%	Non-GAAP	25.65%	18.26%	13.41%	NA	11.10%	11.20%
Return on capital employed (RoCE)	%	Non-GAAP	32.30%	23.66%	18.47%	NA	14.50%	14.40%
Adjusted return on capital employed (Adjusted RoCE)	%	Non-GAAP	28.13%	20.25%	15.12%	NA	NA	NA
Cash flow from operations	₹ million	GAAP	3,031	2,998	1,819	55,264	39,246	24,345
Debt/ EBITDA	Times	Non-GAAP	0.37	0.56	0.84	NA	NA	NA
Debt/ Equity	Times	Non-GAAP	0.13	0.17	0.20	NA	0.08	0.11
Net working capital days	Days	Non-GAAP	143	141	143	NA	NA	NA
R&D expenses	₹ million	Non-GAAP	1,376	929	1,200	NA	16,220	14,710
R&D expenses/ revenue	%	Non-GAAP	7.44%	6.91%	11.05%	NA	5.10%	5.00%
Capital expenditure	₹ million	Non-GAAP	2,267	1,592	2,936	NA	27,000	NA
Operational KPIs								
ANDAs filed per year	Count	Operational	13	12	15	NA	31	40
ANDAs approved per year	Count	Operational	14	13	11	NA	31	68
Cumulative ANDAs filed	Count	Operational	73	60	48	888	861	830
Cumulative ANDAs approved	Count	Operational	57	43	30	728	690	658
Cumulative ANDAs commercialised	Count	Operational	51	35	28	NA	NA	NA
R&D employees	Count	Operational	228	216	216	NA	1,500	1,500+

Particulars	Units	GAAP/ NON-GAAP/ OPERATIONAL	Encube Ethicals Limited			Glenmark Pharmaceuticals Limited		
			FY2026	FY2025	FY2024	FY2026	FY2025	FY2024
Financial KPIs								
Revenue from operations	₹ million	GAAP	18,487	13,448	10,859	1,69,825	1,33,217	1,18,131
Revenue from Global Generics	₹ million	Non-GAAP	8,617	5,437	3,513	NA	NA	NA
Revenue from Global CDMO	₹ million	Non-GAAP	7,828	6,430	5,902	NA	NA	NA
Revenue from India Branded Formulations	₹ million	Non-GAAP	1,658	1,318	1,146	NA	NA	NA
Revenue from operations growth rate	%	Non-GAAP	37.47%	23.84%	NA	27.50%	12.80%	2.00%
Revenue from Global Generics growth rate	%	Non-GAAP	58.49%	54.77%	NA	NA	NA	NA
Revenue from Global CDMO growth rate	%	Non-GAAP	21.74%	8.95%	NA	NA	NA	NA
Revenue from India Branded Formulations growth rate	%	Non-GAAP	25.80%	15.01%	NA	NA	NA	NA
Material profit	₹ million	Non-GAAP	13,017	9,434	7,312	NA	NA	NA
Material margin	%	Non-GAAP	70.41%	70.15%	67.34%	NA	NA	NA
EBITDA	₹ million	Non-GAAP	6,633	4,521	2,976	45,724	23,514	11,953
EBITDA growth rate	%	Non-GAAP	46.72%	51.92%	NA	NA	NA	NA
EBITDA margin	%	Non-GAAP	35.88%	33.62%	27.41%	26.90%	17.60%	10.10%
EBITDA before R&D expenses	₹ million	Non-GAAP	8,009	5,450	4,176	NA	NA	NA
EBITDA before R&D expenses margin	%	Non-GAAP	43.32%	40.53%	38.46%	NA	NA	NA
PAT	₹ million	GAAP	4,367	2,496	1,561	13,620	10,471	-14,335
PAT margin	%	Non-GAAP	23.62%	18.56%	14.38%	7.80%	7.90%	NA
Return on equity (RoE)	%	Non-GAAP	25.65%	18.26%	13.41%	NA	15.50%	4.49%
Return on capital employed (RoCE)	%	Non-GAAP	32.30%	23.66%	18.47%	NA	18.50%	8.17%
Adjusted return on capital employed (Adjusted RoCE)	%	Non-GAAP	28.13%	20.25%	15.12%	NA	NA	NA
Cash flow from operations	₹ million	GAAP	3,031	2,998	1,819	-34,450	-8,276	-2,654
Debt/ EBITDA	Times	Non-GAAP	0.37	0.56	0.84	NA	NA	NA
Debt/ Equity	Times	Non-GAAP	0.13	0.17	0.20	NA	0.25	0.13

Net working capital days	Days	Non-GAAP	143	141	143	107	104	NA
R&D expenses	₹ million	Non-GAAP	1,376	929	1,200	NA	9,183	10,830
R&D expenses/ revenue	%	Non-GAAP	7.44%	6.91%	11.05%	NA	NA	NA
Capital expenditure	₹ million	Non-GAAP	2,267	1,592	2,936	NA	7,150	8,964
Operational KPIs								
ANDAs filed per year	Count	Operational	13	12	15	5	4	6
ANDAs approved per year	Count	Operational	14	13	11	NA	8	NA
Cumulative ANDAs filed	Count	Operational	73	60	48	NA	NA	NA
Cumulative ANDAs approved	Count	Operational	57	43	30	NA	NA	NA
Cumulative ANDAs commercialised	Count	Operational	51	35	28	NA	NA	NA
R&D employees	Count	Operational	228	216	216	NA	887	1,000+

Particulars	**Units**	**GAAP/ NON-GAAP/ OPERATIONAL**	**Encube Ethicals Limited**			**Alembic Pharmaceuticals Limited**		
			FY2026	**FY2025**	**FY2024**	**FY2026**	**FY2025**	**FY2024**
Financial KPIs								
Revenue from operations	₹ million	GAAP	18,487	13,448	10,859	73,449	66,721	62,286
Revenue from Global Generics	₹ million	Non-GAAP	8,617	5,437	3,513	NA	NA	NA
Revenue from Global CDMO	₹ million	Non-GAAP	7,828	6,430	5,902	NA	NA	NA
Revenue from India Branded Formulations	₹ million	Non-GAAP	1,658	1,318	1,146	NA	NA	NA
Revenue from operations growth rate	%	Non-GAAP	37.47%	23.84%	NA	10.00%	7.00%	10.19%
Revenue from Global Generics growth rate	%	Non-GAAP	58.49%	54.77%	NA	NA	NA	NA
Revenue from Global CDMO growth rate	%	Non-GAAP	21.74%	8.95%	NA	NA	NA	NA
Revenue from India Branded Formulations growth rate	%	Non-GAAP	25.80%	15.01%	NA	NA	NA	NA
Material profit	₹ million	Non-GAAP	13,017	9,434	7,312	NA	NA	NA
Material margin	%	Non-GAAP	70.41%	70.15%	67.34%	NA	NA	NA

EBITDA	₹ million	Non-GAAP	6,633	4,521	2,976	11,770	10,530	9,610
EBITDA growth rate	%	Non-GAAP	46.72%	51.92%	NA	12.00%	10.00%	41.00%
EBITDA margin	%	Non-GAAP	35.88%	33.62%	27.41%	16.03%	15.78%	15.42%
EBITDA before R&D expenses	₹ million	Non-GAAP	8,009	5,450	4,176	NA	NA	NA
EBITDA before R&D expenses margin	%	Non-GAAP	43.32%	40.53%	38.46%	0.25	NA	NA
PAT	₹ million	GAAP	4,367	2,496	1,561	6,708	5,820	6,158
PAT margin	%	Non-GAAP	23.62%	18.56%	14.38%	9.19%	8.74%	9.89%
Return on equity (RoE)	%	Non-GAAP	25.65%	18.26%	13.41%	12.43%	11.66%	13.40%
Return on capital employed (RoCE)	%	Non-GAAP	32.30%	23.66%	18.47%	12.77%	14.66%	13.79%
Adjusted return on capital employed (Adjusted RoCE)	%	Non-GAAP	28.13%	20.25%	15.12%	NA	NA	NA
Cash flow from operations	₹ million	GAAP	3,031	2,998	1,819	7,827	880	8,032
Debt/ EBITDA	Times	Non-GAAP	0.37	0.56	0.84	NA	NA	NA
Debt/ Equity	Times	Non-GAAP	0.13	0.17	0.20	0.24	0.23	0.09
Net working capital days	Days	Non-GAAP	143	141	143	NA	NA	NA
R&D expenses	₹ million	Non-GAAP	1,376	929	1,200	7,120	5,300	4,750
R&D expenses/ revenue	%	Non-GAAP	7.44%	6.91%	11.05%	9.60%	7.80%	7.60%
Capital expenditure	₹ million	Non-GAAP	2,267	1,592	2,936	4,320	5,750	3,450
Operational KPIs								
ANDAs filed per year	Count	Operational	13	12	15	10	8	15
ANDAs approved per year	Count	Operational	14	13	11	22	24	15
Cumulative ANDAs filed	Count	Operational	73	60	48	274	266	260
Cumulative ANDAs approved	Count	Operational	57	43	30	216	194	170
Cumulative ANDAs commercialised	Count	Operational	51	35	28	178	163	147
R&D employees	Count	Operational	228	216	216	610+	915+	800+

Particulars	Units	GAAP/ NON-GAAP/ OPERATIONAL	Encube Ethicals Limited			Rubicon Research Limited		
			FY2026	FY2025	FY2024	FY2026	FY2025	FY2024
Financial KPIs								
Revenue from operations	₹ million	GAAP	18,487	13,448	10,859	17,540	12,843	8,539
Revenue from Global Generics	₹ million	Non-GAAP	8,617	5,437	3,513	NA	NA	NA
Revenue from Global CDMO	₹ million	Non-GAAP	7,828	6,430	5,902	NA	NA	NA
Revenue from India Branded Formulations	₹ million	Non-GAAP	1,658	1,318	1,146	NA	NA	NA
Revenue from operations growth rate	%	Non-GAAP	37.47%	23.84%	NA	36.60%	NA	NA
Revenue from Global Generics growth rate	%	Non-GAAP	58.49%	54.77%	NA	NA	NA	NA
Revenue from Global CDMO growth rate	%	Non-GAAP	21.74%	8.95%	NA	NA	NA	NA
Revenue from India Branded Formulations growth rate	%	Non-GAAP	25.80%	15.01%	NA	NA	NA	NA
Material profit	₹ million	Non-GAAP	13,017	9,434	7,312	NA	NA	NA
Material margin	%	Non-GAAP	70.41%	70.15%	67.34%	NA	NA	NA
EBITDA	₹ million	Non-GAAP	6,633	4,521	2,976	4,080	2,679	1,731
EBITDA growth rate	%	Non-GAAP	46.72%	51.92%	NA	52.30%	NA	NA
EBITDA margin	%	Non-GAAP	35.88%	33.62%	27.41%	23.30%	20.90%	19.84%
EBITDA before R&D expenses	₹ million	Non-GAAP	8,009	5,450	4,176	5,938.00	3,967.00	2,803.18
EBITDA before R&D expenses margin	%	Non-GAAP	43.32%	40.53%	38.46%	0.34	0.31	0.32
PAT	₹ million	GAAP	4,367	2,496	1,561	2,467	1,344	910
PAT margin	%	Non-GAAP	23.62%	18.56%	14.38%	NA	10.46%	10.66%
Return on equity (RoE)	%	Non-GAAP	25.65%	18.26%	13.41%	NA	29.02%	27.11%
Return on capital employed (RoCE)	%	Non-GAAP	32.30%	23.66%	18.47%	NA	26.45%	18.62%
Adjusted return on capital employed (Adjusted RoCE)	%	Non-GAAP	28.13%	20.25%	15.12%	NA	NA	NA
Cash flow from operations	₹ million	GAAP	3,031	2,998	1,819	2,050	1,592	210
Debt/ EBITDA	Times	Non-GAAP	0.37	0.56	0.84	NA	NA	NA
Debt/ Equity	Times	Non-GAAP	0.13	0.17	0.20	NA	0.73	1.03

Net working capital days	Days	Non-GAAP	143	141	143	126	137	NA
R&D expenses	₹ million	Non-GAAP	1,376	929	1,200	1,935	1,325	1,072
R&D expenses/ revenue	%	Non-GAAP	7.44%	6.91%	11.05%	11.00%	10.30%	11.00%
Capital expenditure	₹ million	Non-GAAP	2,267	1,592	2,936	800	547	519
Operational KPIs								
ANDAs filed per year	Count	Operational	13	12	15	NA	11	17
ANDAs approved per year	Count	Operational	14	13	11	12	12	12
Cumulative ANDAs filed	Count	Operational	73	60	48	108	NA	NA
Cumulative ANDAs approved	Count	Operational	57	43	30	84	77	69
Cumulative ANDAs commercialised	Count	Operational	51	35	28	77	66	55
R&D employees	Count	Operational	228	216	216	240+	200	NA

Particulars	**Units**	**GAAP/ NON-GAAP/ OPERATIONAL**	**Encube Ethicals Limited**			**Gland Pharma Limited**		
			FY2026	**FY2025**	**FY2024**	**FY2026**	**FY2025**	**FY2024**
Financial KPIs								
Revenue from operations	₹ million	GAAP	18,487	13,448	10,859	64,307	56,165	56,647
Revenue from Global Generics	₹ million	Non-GAAP	8,617	5,437	3,513	NA	NA	NA
Revenue from Global CDMO	₹ million	Non-GAAP	7,828	6,430	5,902	NA	NA	NA
Revenue from India Branded Formulations	₹ million	Non-GAAP	1,658	1,318	1,146	NA	NA	NA
Revenue from operations growth rate	%	Non-GAAP	37.47%	23.84%	NA	14.00%	-1.00%	56.00%
Revenue from Global Generics growth rate	%	Non-GAAP	58.49%	54.77%	NA	NA	NA	NA
Revenue from Global CDMO growth rate	%	Non-GAAP	21.74%	8.95%	NA	NA	NA	NA
Revenue from India Branded Formulations growth rate	%	Non-GAAP	25.80%	15.01%	NA	NA	NA	NA
Material profit	₹ million	Non-GAAP	13,017	9,434	7,312	NA	NA	NA
Material margin	%	Non-GAAP	70.41%	70.15%	67.34%	NA	NA	NA

EBITDA	₹ million	Non-GAAP	6,633	4,521	2,976	16,295	12,689	13,331
EBITDA growth rate	%	Non-GAAP	46.72%	51.92%	NA	28.00%	-5.00%	30.00%
EBITDA margin	%	Non-GAAP	35.88%	33.62%	27.41%	25.00%	22.59%	23.53%
EBITDA before R&D expenses	₹ million	Non-GAAP	8,009	5,450	4,176	NA	NA	NA
EBITDA before R&D expenses margin	%	Non-GAAP	43.32%	40.53%	38.46%	NA	NA	NA
PAT	₹ million	GAAP	4,367	2,496	1,561	10,273	6,985	7,725
PAT margin	%	Non-GAAP	23.62%	18.56%	14.38%	NA	12.44%	13.64%
Return on equity (RoE)	%	Non-GAAP	25.65%	18.26%	13.41%	11.00%	7.82%	9.26%
Return on capital employed (RoCE)	%	Non-GAAP	32.30%	23.66%	18.47%	12.00%	9.42%	11.42%
Adjusted return on capital employed (Adjusted RoCE)	%	Non-GAAP	28.13%	20.25%	15.12%	NA	NA	NA
Cash flow from operations	₹ million	GAAP	3,031	2,998	1,819	10,314	9,147	9,968
Debt/ EBITDA	Times	Non-GAAP	0.37	0.56	0.84	NA	NA	NA
Debt/ Equity	Times	Non-GAAP	0.13	0.17	0.20	NA	0.03	0.04
Net working capital days	Days	Non-GAAP	143	141	143	NA	NA	NA
R&D expenses	₹ million	Non-GAAP	1,376	929	1,200	2,230	1,922	1,774
R&D expenses/ revenue	%	Non-GAAP	7.44%	6.91%	11.05%	5.00%	4.66%	4.26%
Capital expenditure	₹ million	Non-GAAP	2,267	1,592	2,936	4,938	3,938	3,975
Operational KPIs								
ANDAs filed per year	Count	Operational	13	12	15	24	24	19
ANDAs approved per year	Count	Operational	14	13	11	28	32	24
Cumulative ANDAs filed	Count	Operational	73	60	48	388	371	349
Cumulative ANDAs approved	Count	Operational	57	43	30	337	318	286
Cumulative ANDAs commercialised	Count	Operational	51	35	28	NA	NA	NA
R&D employees	Count	Operational	228	216	216	NA	250+	276

Particulars	Units	GAAP/ NON-GAAP/ OPERATIONAL	Encube Ethicals Limited			OneSource Specialty Pharma Limited		
			FY2026	FY2025	FY2024	FY2026	FY2025	FY2024
Financial KPIs								
Revenue from operations	₹ million	GAAP	18,487	13,448	10,859	14,216	14,449	NA
Revenue from Global Generics	₹ million	Non-GAAP	8,617	5,437	3,513	NA	NA	NA
Revenue from Global CDMO	₹ million	Non-GAAP	7,828	6,430	5,902	NA	NA	NA
Revenue from India Branded Formulations	₹ million	Non-GAAP	1,658	1,318	1,146	NA	NA	NA
Revenue from operations growth rate	%	Non-GAAP	37.47%	23.84%	NA	-2.00%	NA	NA
Revenue from Global Generics growth rate	%	Non-GAAP	58.49%	54.77%	NA	NA	NA	NA
Revenue from Global CDMO growth rate	%	Non-GAAP	21.74%	8.95%	NA	NA	NA	NA
Revenue from India Branded Formulations growth rate	%	Non-GAAP	25.80%	15.01%	NA	NA	NA	NA
Material profit	₹ million	Non-GAAP	13,017	9,434	7,312	NA	NA	NA
Material margin	%	Non-GAAP	70.41%	70.15%	67.34%	NA	NA	NA
EBITDA	₹ million	Non-GAAP	6,633	4,521	2,976	3,042	4,665	NA
EBITDA growth rate	%	Non-GAAP	46.72%	51.92%	NA	-35.00%	104.00%	NA
EBITDA margin	%	Non-GAAP	35.88%	33.62%	27.41%	21.00%	32.30%	NA
EBITDA before R&D expenses	₹ million	Non-GAAP	8,009	5,450	4,176	NA	NA	NA
EBITDA before R&D expenses margin	%	Non-GAAP	43.32%	40.53%	38.46%	NA	NA	NA
PAT	₹ million	GAAP	4,367	2,496	1,561	-738	-180	NA
PAT margin	%	Non-GAAP	23.62%	18.56%	14.38%	NA	NA	NA
Return on equity (RoE)	%	Non-GAAP	25.65%	18.26%	13.41%	NA	NA	NA
Return on capital employed (RoCE)	%	Non-GAAP	32.30%	23.66%	18.47%	NA	22.90%	NA
Adjusted return on capital employed (Adjusted RoCE)	%	Non-GAAP	28.13%	20.25%	15.12%	NA	NA	NA
Cash flow from operations	₹ million	GAAP	3,031	2,998	1,819	85	-679	NA
Debt/ EBITDA	Times	Non-GAAP	0.37	0.56	0.84	NA	NA	NA
Debt/ Equity	Times	Non-GAAP	0.13	0.17	0.20	NA	NA	NA
Net working capital days	Days	Non-GAAP	143	141	143	NA	NA	NA

R&D expenses	₹ million	Non-GAAP	1,376	929	1,200	NA	NA	NA
R&D expenses/ revenue	%	Non-GAAP	7.44%	6.91%	11.05%	NA	NA	NA
Capital expenditure	₹ million	Non-GAAP	2,267	1,592	2,936	NA	NA	NA
Operational KPIs								
ANDAs filed per year	Count	Operational	13	12	15	NA	NA	NA
ANDAs approved per year	Count	Operational	14	13	11	NA	NA	NA
Cumulative ANDAs filed	Count	Operational	73	60	48	NA	NA	NA
Cumulative ANDAs approved	Count	Operational	57	43	30	NA	NA	NA
Cumulative ANDAs commercialised	Count	Operational	51	35	28	NA	NA	NA
R&D employees	Count	Operational	228	216	216	NA	NA	NA

Notes:

1. *NA refers to Not Applicable where the information is unavailable i.e. not reported by the industry peers in either their annual reports, audited financial results and investor presentations as submitted to the Stock Exchanges*
2. *Financial information of our Company has been derived from the Restated Consolidated Financial Information*
3. *All the financial information for listed industry peers is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports, consolidated financial statements, and regulatory filings or investor presentations/ press releases issued/ disclosed by the respective listed peer companies and available on the website of the stock exchanges or on website of peers*
4. *Given that these numbers have been sourced from various public documents, and as different peers may apply varying methodologies and formulae in computing financial metrics, the figures presented above reflect the nearest comparable numbers based on available disclosures and may not be comparable across the peer set.*

Computation of our KPIs: The definitions and method of calculation/computation of our KPIs have been disclosed under "Details of our KPIs as at/ for the for the Fiscal Years ended March 31, 2026, March 31, 2025 and March 31, 2024" set forth above.

For details of other business and operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 224 and 363, respectively.

Our Company has not undertaken a material acquisition or disposition of assets / business for the periods that are covered by the KPIs and accordingly, no comparison of KPIs over time based on additions or dispositions to the business, have been provided.

9. **Weighted average cost of acquisition ("WACA"), Floor Price and Cap Price**

(a) **Price per share of our Company (as adjusted for corporate actions, including split and bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP 2020 and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")**

Our Company has not issued any equity shares or convertible securities (excluding Equity Shares issued under the ESOP 2020 and issuance of Equity Shares pursuant to a bonus issue), during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(b) **Price per share of our Company (as adjusted for corporate actions, including split and bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoter (also the Promoter Selling Shareholder), members of the Promoter Group, Investor Selling Shareholder or other shareholders with rights to nominate directors during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**

There have been no secondary sale/ acquisitions of Equity Shares, where our Promoter, members of the Promoter Group or the Selling Shareholders (including the Investor Selling Shareholder which is also a shareholder with nomination rights and other rights) are a party to the transaction, during the 18 months preceding the date of this Draft Red Herring Prospectus, where either such acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(c) **Since there are no such transactions to report to under points (a) and (b) above, therefore, details of price per share of our Company basis the last five primary or secondary transactions of equity shares (secondary transactions where our Promoter (also the Promoter Selling Shareholder), members of the Promoter Group, Investor Selling Shareholder or Shareholder(s) having the right to nominate directors on our Board were a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions, is set forth below:**

Primary issuances:

There are no primary transactions (excluding Equity Shares issued under the ESOP 2020 and issuance of Equity Shares pursuant to a bonus issue) where our Promoter (also the Promoter Selling Shareholder), members of the Promoter Group, Investor Selling Shareholder or Shareholder(s) having the right to nominate directors on our Board were a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions

Secondary transactions:

Date of transfer	Name of transferor	Name of transferee	Number of equity shares transferred	Face value (in ₹)	Nature of consideration	Transfer price per share	Number of equity shares adjusted for bonus issuance	Total consideration (in ₹ million)
June 25, 2026	Mehul Madhusudan Shah	Viral A Shah	1,000	1	Cash	1,480	3,000	1.48
		Sonal Paresh Shaparia	5,000	1	Cash	1,480	15,000	7.40
July 2, 2026	Mehul Madhusudan Shah	Niketa Gandhi	500	1	Cash	1,480	1,500	0.74
		Mehul Mahasukhbhai Gandhi	500	1	Cash	1,480	1,500	0.74

July 6, 2026	Mehul Madhusudan Shah	Manish Kanaiyalal Shah	6,500	1	Cash	1,480	19,500	9.62
		Dipesh Prabodhchandra Shah	10,000	1	Cash	1,480	30,000	14.80
July 7, 2026	Mehul Madhusudan Shah	Ami Hemendra Mehta	3,000	1	Cash	1,480	9,000	4.44
		Ketan Bipin Kaji	6,500	1	Cash	1,480	19,500	9.62
		Umang Manish Shah	6,500	1	Cash	1,480	19,500	9.62
		Kaushal Vinod Doshi	10,000	1	Cash	1,480	30,000	14.80
		Someshwar Madappa Mudda	6,500	1	Cash	1,480	19,500	9.62
		Anuj Doshi	1,500	1	Cash	1,480	4,500	2.22
		Paresh Vasantrai Popat	1,500	1	Cash	1,480	4,500	2.22
		Ashish Vasantrai Popat	1,500	1	Cash	1,480	4,500	2.22
		Kunali Ashok Maheshwari	3,000	1	Cash	1,480	9,000	4.44
		Heena Bhavesh Shah	500	1	Cash	1,480	1,500	0.74
		Nilesh Natvarlal Dadia	13,500	1	Cash	1,480	40,500	19.98
		Suneesh Kumar Prabhu Pulikkal Sudheendran	3,000	1	Cash	1,480	9,000	4.44
		Priyal Vishal Choksi	500	1	Cash	1,480	1,500	0.74
		Jill Samir Deliwala	500	1	Cash	1,480	1,500	0.74
		Krishna Nilesh Parekh	3,000	1	Cash	1,480	9,000	4.44
		Mohammad Akbar Mohammad Hussain Shaikh	1,000	1	Cash	1,480	3,000	1.48
		Dipak Mehta	3,000	1	Cash	1,480	9,000	4.44
July 8, 2026	Mehul Madhusudan Shah	Sanjiv Suresh Shah	6,500	1	Cash	1,480	19,500	9.62
Total							**285,000**	**140.60**
Weighted average cost of acquisition								**493.33**

As certified by Manian & Rao, Chartered Accountants (FRN: 001983S), by way of their certificate dated August 1, 2026.

(d) **Weighted average cost of acquisition, Floor Price and Cap Price:**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	At Floor Price (i.e. ₹ [●]*)	At Cap Price (i.e. ₹ [●]*)
Weighted average cost of acquisition of Primary Issuances	NA	[●]	[●]
Weighted average cost of acquisition of Secondary Transactions	NA	[●]	[●]
Since there were no Primary Issuance or Secondary Transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either issuance or acquisition/ sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), the information has been disclosed for the price per share of our Company basis the last five primary or secondary transactions of equity shares (secondary transactions where our Promoter (also the Promoter		[●]	[●]

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	At Floor Price (i.e. ₹ [●]*)	At Cap Price (i.e. ₹ [●]*)
Selling Shareholder), members of the Promoter Group, Investor Selling Shareholder or Shareholder(s) having the right to nominate directors on our Board were a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:			
- Based on primary issuances	NA	[●]	[●]
- Based on secondary transactions	493.33	[●]	[●]

As certified by Manian & Rao, Chartered Accountants (FRN: 001983S), pursuant to certificate dated August 1, 2026.
**To be computed after finalisation of Price Band. To be updated at Prospectus stage.*

10. **Justification for basis for Offer Price**

The following provides detailed explanation for Offer Price/ Cap Price being [●] price of weighted average cost of acquisition of primary issuance price/ secondary transaction price of Equity Shares along with our Company's KPIs and financial ratios for Fiscal 2026, 2025 and 2024, and in view of the external factors, if any.

[●]*
**To be computed after finalisation of Price Band.*

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

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

Bidders should read the abovementioned information along with "*Risk Factors*", "*Our Business*", "*Restated Consolidated Financial Information*" and "*Management Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 21, 224, 299 and 363, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the section titled "*Risk Factors*" beginning on page 21 or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

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

To,

The Board of Directors,
Encube Ethicals Limited
(formerly Encube Ethicals Private Limited),
803, B Wing, HDIL Kaledonia, Sahar Road,
Andheri (East), Mumbai,
Maharashtra, India – 400069.

Date: 01 August 2026

Subject: Statement of special tax benefits (the 'Statement') available to Encube Ethicals Limited (formerly Encube Ethicals Private Limited) (the 'Company') and its shareholders and prepared in accordance with the requirement under Schedule VI - Part A - Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI ICDR Regulations').

This report is issued in accordance with the Engagement Letter dated **25 May 2026**.

We hereby report that the enclosed **Annexure II and Annexure III** prepared by the Company, initialled by us for identification purpose, states the special tax benefits available to the Company and its shareholders as mentioned in **Annexure I**, under direct and indirect taxes (together the 'Tax Laws'), presently in force in India as on **29 July 2026**. These special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws in India. Hence, the ability of the Company and its shareholders to derive these special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed **Annexure II** cover the special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed **Annexure II** and its contents which are to be included in the Draft Red Herring Prospectus and Prospectus is the responsibility of the Management of the Company and have been approved by the Board of Directors of the Company at its meeting held on **22 May 2026**. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. Further, the benefits discussed in the **Annexure II** are not exhaustive. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company (the 'Proposed 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 special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' (the '**Guidance Note**') issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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.

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

i) the Company and its shareholders will continue to obtain these special tax benefits per the Statement in future; or
ii) the conditions prescribed for availing the special tax benefits where applicable, have been/would be met with.

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

Our views expressed herein are based on the facts and assumptions indicated to us. 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 the tax laws 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. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

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 and Prospectus, prepared in connection with the offering to be filed by the Company with the Securities and

Exchange Board of India, Registrar Of Companies, Mumbai ('ROC') and the concerned stock exchanges where the equity shares of the Company are proposed to be listed. It is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Huned Contractor
Partner
Membership No.: 41456

UDIN: 26041456QQDMFK3782

Date: 01 August 2026
Place**:** Mumbai

Annexure I

List of Direct and Indirect Tax Laws ('TAX LAWS')

S.no	**Details of direct tax laws**
1.	Income-tax Act, 2025 and Income-tax Rules, 2026 (read with applicable circulars and notifications) as amended by the Finance Act, 2026 (collectively hereinafter referred to as the '**Income Tax Law**')
S.no	**Details of indirect tax laws**
1.	The Central Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under
2.	The Integrated Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under
3.	The Applicable State/ Union Territory Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under
4.	The Customs Act, 1962 including the relevant rules, notifications and circulars issued there under
5.	The Customs Tariff Act, 1975 including the relevant rules, notifications and circulars issued there under
6.	The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023), including the relevant rules, notifications and circulars issued there under.
7.	The Industrial Promotion Policy 2014, Government of Madya Pradesh

For and on behalf of the Board of Directors of
Encube Ethicals Limited (formerly Encube Ethicals Private Limited)

CS Muralidharan,
Chief Financial Officer

Place: Mumbai
Date: 01 August 2026

Annexure II

STATEMENT OF SPECIAL DIRECT TAX BENEFITS AVAILABLE TO ENCUBE ETHICALS LIMITED (FORMERLY ENCUBE ETHICALS PRIVATE LIMITED) ('THE COMPANY') AND SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE DIRECT TAX LAWS IN INDIA PREPARED IN ACCORDANCE WITH THE REQUIREMENT UNDER SCHEDULE VI - PART A - CLAUSE (9) (L) OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ('THE SEBI ICDR REGULATIONS')

Outlined below are certain special direct tax benefits available to the Company and its shareholders under the Income-tax Act, 2025 (hereinafter referred to as **'ITA, 2025'**) [erstwhile Income-tax Act, 1961 ('ITA, 1961')] read with Income-tax Rules, 2026 ('ITR, 2026'), circulars, notifications, as amended by the Finance Act, 2026 (collectively hereinafter referred to as the **'Income Tax Law'**). These special direct tax benefits are dependent on the Company and shareholders of the Company fulfilling the conditions prescribed under the Income Tax Law.

A. Special direct tax benefits available to the Company under the Income Tax Law in India

1. <u>Beneficial corporate tax rate in case of domestic company - Section 200 of the ITA, 2025</u>

Section 200 of the ITA, 2025 lays down certain conditions on fulfillment of which domestic companies are entitled to avail a concessional tax rate of 22% (plus surcharge of 10% and health and education cess of 4%). The option once exercised shall apply to subsequent tax years unless rendered invalid due to violation of specified conditions. The concessional tax rate of 22% (plus surcharge and health and education cess) is subject to a company not availing any of the following deductions / exemptions under the provisions of the ITA, 2025:

- Section 45(2) or Section 47(1)(b) of the ITA, 2025: Expenditure (other than cost of any land or building) on scientific research incurred by a company engaged in business of bio-technology or manufacture or production of any article or thing, which is not specified in Schedule XIII of the ITA, 2025 or on any skill development project.

- Deductions under Chapter VIII of the ITA, 2025 other than provisions of Section 146 of the ITA, 2025 (deduction in respect of additional employee cost) or Section 148 of the ITA, 2025 (deduction in respect of inter-corporate dividends).

- Sections specified in Section 205(1)(a) to (g) of the ITA, 2025 specified below;
  a. Section 33(8) of the ITA, 2025: Additional depreciation
  b. Section 45(3)(a) or (b) or (c) of the ITA, 2025: Sum paid to research association, university or college or institution or to a specified company or national laboratory or Indian Institute of Technology or any specified person where such sum is to be utilised for the purposes of scientific research
  c. Section 46 of the ITA, 2025: Capital expenditure incurred on specified business
  d. Section 47(1)(a) of the ITA, 2025: Expenditure (other than cost of any land or building) on agricultural extension projects
  e. Section 48 of the ITA, 2025: Deposits into special account or Tea, Coffee or Rubber deposit account
  f. Section 49 of the ITA, 2025: Deposits to special account or site restoration account
  g. Section 144 of the ITA, 2025: Tax holiday available to units in a Special Economic Zone

The total income of a company availing the beneficial tax rate of 25.168% (i.e., 22% tax plus 10% surcharge and 4% health & education cess) is required to be computed without set off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. As per Rule 136 of the ITR, 2026, a company can exercise the option to apply for the beneficial tax regime in its Return of Income ('ROI') filed under Section 263(1) of the ITA, 2025. Further, the companies opting to pay tax under Section 200 of the ITA, 2025 will not be required to pay Minimum Alternate Tax ('MAT') under Section 206 of the ITA, 2025. However, such companies who opted to pay tax under Section 200 of the ITA, 2025 on or after 1 April 2026 are eligible to carry forward and set-off MAT credit accumulated as on 31 March 2026. MAT credit can be set off to the extent of 25% of the total tax liability of respective year, subject to the 15-year threshold

The Company has opted for the lower tax rate as per Section 200 of the ITA, 2025 (erstwhile Section 115BAA of ITA, 1961) in FY 2022-23 and has e-filed Form 10IC on 31 October 2023 which was a pre-requisite for availing the concessional tax rate under the erstwhile Section 115BAA of the ITA, 1961 read with Rule 21AE of the Income Tax Rules, 1962 ('ITR, 1962'). Since the Company has exercised to opt for the new tax regime in FY 2022-23, the accumulated MAT credit as on 31 March 2022, if any, stands lapsed for all subsequent year. Accordingly, no MAT credit remains available as on 31 March 2026.

2. <u>Deduction in respect of inter - corporate dividends - Section 148 of the ITA, 2025</u>

As per the provisions of Section 148 of the ITA, 2025 a domestic company shall be allowed to claim a deduction of dividend income earned from any other domestic company or a foreign company or a business trust. However, such deduction shall be restricted to the amount of dividend distributed by it to its shareholders on or before the due date, i.e., one month prior to the due date of furnishing the return of income under Section 263(1) of the ITA, 2025.

As per ROI for Financial Year ('FY') 2024-25, the Company has not claimed the deduction under Section 80M of the ITA, 1961. The Company is eligible to claim the said deduction under Section 148 of the ITA, 2025 against dividend income (if any) in future subject to fulfilment of prescribed conditions.

3. Deductions in respect of employment of new employees - Section 146 of the ITA, 2025

As per Section 146 of the ITA, 2025 where a company is deriving profits and gains from business and is subject to tax audit under Section 63 of the ITA, 2025 it shall be allowed to claim a deduction of an amount equal to 30% of additional employee cost (relating to specified category of employees) incurred in the course of such business in a tax year, for 3 consecutive tax years including the tax year in which such additional employment cost is incurred.

Additional employee cost means the total emoluments paid or payable to additional employees employed during the tax year through an account payee cheque or account payee bank draft or by use of electronic clearing system through a bank account or through such other electronic mode as may be prescribed. Further, it shall be noted that such 'Additional employees' shall not include below mentioned employees –

- whose total salary exceeds Rs. 25,000/- per month
- who does not participate in a recognized provident fund
- employed for less than 150 days or 240 days as specified
- for whom government pays entire contribution under notified Employees' Pension Scheme

As per Rule 68 of the ITR, 2026, in order to claim the aforesaid deduction, the Company is required to furnish a report of an accountant electronically in Form No. 34 containing the particulars of deduction prior to the due date of filing tax audit report as per Section 63 of the ITA, 2025. Furthermore, the Company's eligibility to claim the deduction is contingent upon the fulfilment of the additional conditions prescribed in sub-section (3) of Section 146 of ITA, 2025. The deduction under Section 146 of the ITA, 2025 would continue to be available to the company even where the company opts for the concessional tax rate of 22% (plus surcharge and health and education cess) under Section 200 of the ITA, 2025.

As per ROI for FY 2024-25, the Company has claimed the said deduction under Section 80JJAA of ITA, 1961 and has also filed Form 10-DA on 31 October 2025 which was a pre-requisite for availing the said deduction. The Company is eligible to claim the said deduction under Section 146 of the ITA, 2025 in future subject to fulfilment of prescribed conditions.

4. Deduction in respect of merger/ demerger expenditure - Section 52(1) of the ITA, 2025

As per the provisions of the Section 52(1) of the ITA, 2025 (Serial No. 1 of the table), an Assessee, being an Indian company, is eligible to claim deduction of any expenditure incurred wholly and exclusively for the purposes of amalgamation or demerger of an undertaking. The deduction under Section 52 of the ITA, 2025 is allowable for an amount equal to one-fifth of such expenditure for each of the five successive tax years beginning with the tax year in which the amalgamation or demerger takes place subject to fulfilment of prescribed conditions under Section 2(6), Section 2(35) and Section 52 of the ITA, 2025.

As per ROI for FY 2024-25, the Company had claimed deduction under Section 35DD of the ITA, 1961 (now Section 52(1) of the ITA, 2025) for expenses incurred in connection with the demerger of Confira Laboratories Private Limited. The Scheme of Arrangement between the Company and Confira Laboratories Private Limited was sanctioned by the NCLT on 20 September 2021 w.e.f. appointed date being 1 April 2020. The Company had been claiming the said deduction in the starting from FY 2020-21 upto FY 2024-25 i.e. last year of claim of deduction.

5. Deduction in respect of Expenditure on scientific research - Section 45(1) of the ITA, 2025

As per the provisions of Section 45(1) of the ITA, 2025, a company is allowed to claim deduction of expenses incurred on scientific research related to its business. This includes both capital expenditure (excluding the cost of land) and revenue expenditure. Such deduction is available subject to the fulfilment of conditions specified therein.

As per ROI of FY 2024-25, the Company has claimed the said deduction under Section 35(1)(iv) of the ITA, 1961 (now Section 45(1)(a) of ITA, 2025). The Company is eligible to claim the said deduction in future subject to fulfilment of prescribed conditions.

6. Carry forward and set-off of business loss and unabsorbed depreciation - Section 112 and Section 33 of the ITA, 2025

As per provisions of Section 112 of the ITA, 2025, a company is allowed to carry forward business loss incurred in any year, to subsequent years upto maximum of eight years from the year in which the loss was first incurred. Such business loss is allowed to be set off against eligible income in subsequent years.

Similarly, under Section 33 of the Income-tax Act, 2025, any unabsorbed depreciation can be carried forward to subsequent tax years and set off against eligible income without any restriction on the number of years for which such unabsorbed depreciation can be carried forward.

As per ROI of FY 2024-25, the Company does not have any business losses or unabsorbed depreciation to be carried forward. The Company is eligible to carry forward and set-off such business loss and unabsorbed depreciation in future, subject to fulfilment of prescribed conditions.

7. Tax on Capital gains

Long-term Capital Gains ('LTCG') arising from the transfer of long-term capital assets under Section 197 or 198 of the ITA, 2025 is taxable at the rate of 12.5% (plus applicable surcharge and cess). Further, it is worthwhile to note that tax shall be levied where such aggregate capital gains exceed INR 1,25,000 in a tax year under Section 198 of the ITA, 2025.

Also, gains arising from sale of units of Specified Mutual Funds or Market Linked debentures acquired on or after the 1 April 2023 are always considered as short-term irrespective of the period of holding in accordance with Section 76 of the ITA, 2025.

Further, Short-term Capital Gains ('STCG') arising from the transfer of short-term capital assets (other than listed equity shares, unit of an equity-oriented fund or unit of a business trust covered under Section 196 of the ITA, 2025), shall be taxed at the normal tax rate of the Company. Further, the STCG on the sale of listed equity shares, unit of an equity-oriented fund or unit of a business trust covered under Section 196 of the ITA, 2025 shall be taxed at the rate of 20%.

As per ROI of FY 2024-25, the Company earned LTCG on sale of equity oriented mutual funds taxable at the rate of 12.5% plus applicable surcharge and cess. Additionally, the Company earned STCG on funds other than equity oriented mutual funds which was taxable at the slab rate.

B. Special direct tax benefits available to the shareholders under the Income Tax Laws in India

1. Dividend Income

Dividend Income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, benefit of deduction under Section 148 of the ITA, 2025 would be available subject to fulfillment of certain conditions. Further, where the shareholders are resident individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, and every artificial juridical person, surcharge would be restricted to 15% in respect of dividend income. The shareholders are eligible to take credit of any Tax Deducted at Source on Dividend by the Company.

2. Tax on Capital Gains

As per Section 198 of the ITA, 2025 LTCG arising from transfer of listed equity shares, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at the rate of 12.5% (plus applicable surcharge and cess) of such capital gains subject to payment of securities transaction tax on acquisition and transfer of listed equity shares and on the transfer of unit of an equity-oriented fund or a unit of a business trust under Chapter VII of Finance (No. 2) Act, 2004 (23 of 2004) read with Notification No. 60/2018/F. No.370142/9/2017-TPL dated 1 October 2018.

However, no tax under the said section shall be levied where such capital gain does not exceed INR 1,25,000 during the tax year.

As per Section 196 of the ITA, 2025 STCG arising from transfer of a listed equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20% (plus applicable surcharge and cess). This is subject to fulfilment of prescribed conditions under the ITA, 2025.

Further, the surcharge on capital gains taxable under Section 196, Section 197 or Section 198 of the ITA, 2025 shall be restricted to 15%.

3. Special Provisions for Non-resident shareholders

- As per Section 207 of the ITA, 2025 dividend income earned by a non-resident (not being a company) or by a foreign company, shall be taxed at the rate of 20% (plus applicable surcharge and cess) subject to fulfilment of prescribed conditions under the ITA.

- Taxation of LTCG and STCG in case of non-resident shareholders is similar to that in the hands of resident share holder except of the following:
  - Section 72(6) of the ITA, 2025 entitles a non-resident to factor in the effects of exchange rate fluctuation while computing the capital gains in the manner prescribed in the Income tax regulations, where the shares are purchased in foreign currency. However, the said benefits are not available in case of LTCG on sale of listed equity shares or a unit of an equity-oriented fund, or a unit of a business trust referred to under Section 198 of the ITA, 2025.

- As per Section 159(3) of the ITA, 2025, non-resident shareholders will be entitled to be governed by the beneficial provisions under the respective Double Taxation Avoidance Agreement ('DTAA'), if any, applicable to such non-residents. This is subject to fulfilment of conditions prescribed to avail treaty benefits.

- Section 214 of the ITA, 2025 provides a special concessional tax regime for Non-Resident Indians (NRIs) who invest in specified assets. It offers a flat 20% tax rate on income earned from such investments (like interest or dividends) and a 12.5% tax on LTCG on specified asset.

- Further, any income by way of capital gains or dividends accruing to non-residents, may be subject to withholding tax as per the provisions of the ITA, 2025 or under the relevant DTAA, whichever is beneficial. However, where such non-residents have obtained a lower withholding tax certificate issued under the provisions of clause (b) of Section 395 of the ITA, 2025, from the tax authorities, the withholding tax rate would be as per the rates specified in said certificate. The non-resident shareholders may be able to avail credit for any taxes paid by them in India, subject to local laws of the country in which such shareholder is resident.

4. As per Section 32(k) of the ITA, 2025 the STT paid in respect to the taxable securities transactions entered during the course of business can be deducted in computing the total income provided the income arising from such taxable securities transactions is included under the head "Profits and gains of business or profession".

Notes:

1. The above special direct tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company and its shareholders may or may not choose to fulfil.

2. The statement covers the special direct tax benefits available to the Company and its shareholders but does not cover any general tax benefits available to the Company and its shareholders.

3. The special direct tax benefits discussed in the statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

4. The statement has been prepared on the basis that the Company is in the process of getting shares of the Company listed on a recognized stock exchange in India and the existing shareholders will be offering its shares by way of an offer for sale.

5. The statement is prepared based on information available with the management of the Company and there is no assurance that:

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

6. The above 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.

7. The statement sets out the provisions of law in a summarized manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of shares.

8. This Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefits under any other law.

For and on behalf of Board of Directors of

Encube Ethicals Limited (formerly Encube Ethicals Private Limited)

CS Muralidharan,
Chief Financial Officer

Place: Mumbai
Date: 01 August 2026

Annexure III

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE INDIRECT TAX REGULAIONS IN INDIA

Outlined below are the special indirect tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, Applicable State Goods and Services Tax Act, 2017 ("GST law"), Customs Tariff Act, 1975 ("Customs law") including the relevant rules, notifications and circulars issued there under each of these statutes, The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) including the relevant rules, notifications and circulars issued there under, Industrial Promotion Policy 2014, Government of Madya Pradesh (collectively referred as "Indirect Tax Regulations")

A. Special tax benefits available to the Company under the Indirect Tax Regulations in India

1. Benefits under the Central Goods and Services Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)

Under the GST regime, all supplies of goods and services that qualify as exports of goods or services and all supply of goods or services or both for authorized operations to a Special Economic Zone developer or a Special Economic Zone unit are zero-rated supplies.

There are two mechanisms for claiming a refund of accumulated ITC against export. Either person can export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated Input Tax Credit or a person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim a refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing an LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

2. Benefits under Advance Authorization scheme

The Advance Authorization Scheme is a scheme where the import of inputs will be allowed to be made duty-free (after making normal allowance for wastage) if they are physically incorporated in a product which is going to be exported. An export obligation is usually set as a condition for issuing Advance Authorization.

The inputs imported are exempt from duties like Basic Customs Duty, Additional Customs Duty, Education Cess, Anti-Dumping Duty, Safeguard Duty and Transition Product-Specific Safeguard Duty, Integrated Goods and Services Tax, Compensation Cess, wherever applicable, subject to certain conditions.

The Company is currently availing benefit under this scheme.

3. Benefits of Duty Drawback scheme under the Customs Act, 1962

Duty drawback is the export benefit given to rebate the custom duties charged on imported materials which are used for manufacture of exported goods.

The Company is currently availing benefit under this scheme.

4. Benefits of Remission of Duties and Taxes on Exported Products Scheme (RoDTEP) under Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023)

Remission of Duties and Taxes on Exported Products Scheme (RoDTEP): This scheme is notified with effect from 1 January 2021 with an object to neutralize the taxes and duties suffered on exported goods which are otherwise not remitted/refunded in any manner. The benefit is given as percentage of free on board or as prescribed by the Department of Commerce. The remission of taxes is provided in the form of transferable duty credit electronic script and are subject to realization of sale proceeds within the period prescribed by Reserve Bank of India.

The Company is currently availing benefit under this scheme.

5. Benefits of Export Promotion Capital Goods ('EPCG') Scheme under Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023)

The objective of the EPCG Scheme is to facilitate import of capital goods for producing quality goods and services and enhancing India's manufacturing competitiveness. EPCG Scheme facilitates import of capital goods for producing quality goods and services at zero customs duty.

Import under EPCG Scheme shall be subject to a specific export obligation equivalent to 6 times of duties, taxes and cess saved on capital goods, to be fulfilled in 6 years reckoned from date of issue of authorization.

EPCG license holder is exempted from payment of whole of Basic Customs Duty ('BCD'), Additional Duty of Customs/ CVD ('Countervailing Duty') and SAD ('Special Additional Duty') /CVD in lieu of VAT/local taxes (non-GST goods), IGST and Compensation Cess on goods up to a date notified by Central Board of Indirect Taxes and Customs ('CBIC'), subject to certain conditions.

The Company has imported capital goods under this scheme.

6. **Benefits under ASEAN-India Free Trade Area / ASEAN-India Trade in Goods Agreement (AIFTA/ AITIGA)**
Under ASEAN-India Free Trade Area / ASEAN-India Trade in Goods Agreement (AIFTA/ AITIGA) and as per Customs Tariff [Determination of Origin of Goods under the Preferential Trade Agreement between the Governments of Member States of the Association of Southeast Asian Nations (ASEAN) and the Republic of India] Rules, 2009 , imports of certain raw materials and/or goods from member countries of the Association of Southeast Asian Nations (ASEAN) are eligible for concessional or reduced rates of Basic Customs Duty (BCD), subject to satisfaction of prescribed conditions, including submission of valid proof of origin and compliance with applicable customs regulations.

The Company has availed benefits of reduced rate of Basic Customs Duty under the above Free Trade Agreement.

7. **Benefits under Madhya Pradesh Investment Promotion Scheme (Industrial Promotion Policy 2014)**
The Company for its operations in the State of Madhya Pradesh is availing benefit of investment promotion assistance, electricity duty exemption and concession in electricity tariff under the Madhya Pradesh Investment Promotion Scheme (Industrial Promotion Policy 2014) issued by Government of Madhya Pradesh.

B. Special tax benefits available to the Shareholders

The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company. [Securities are excluded from the definition of Goods as defined u/s 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined u/s 2(102) of the Central Goods and Services Tax Act, 2017].

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

Notes:

1. The special indirect tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indirect Tax Regulations. Hence, the ability of the Company or its shareholders to derive the tax benefits depends upon fulfilling such conditions, which based on the business imperatives the Company or its shareholders may or may not choose to fulfil.

2. The special indirect tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications.

3. The Statement has been prepared on the basis that the shares of the Company are to be listed on a recognized stock exchange in India, and the Company will be issuing equity shares.

4. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:

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

5. The above views are basis the provisions of law, their interpretation and applicability as on date, which may be subject to change from time to time.

For and on behalf of Board of Directors of

Encube Ethicals Limited (formerly Encube Ethicals Private Limited)

CS Muralidharan,
Chief Financial Officer

Place: Mumbai
Date: 01 August 2026

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO ENCUBE ETHICALS INC UNDER THE TAX LAWS OF THE UNITED STATES OF AMERICA

July 31, 2026

To:
The Board of Directors
Encube Ethicals Inc.,
200 Meredith Drive, Suite 202,

Durham, NC – 27713
USA

Re: Statement of Tax Benefits Available to Encube Ethicals Inc. ("Subsidiary") under the tax laws of United States of America

Dear Sirs/Ma'ams,

We, KNAV Advisory Inc. ("**KNAV**"), hereby confirm that the enclosed Annexure I and Annexure II describe the possible tax benefits available to Encube Ethicals Inc. ("**Subsidiary**") which is a step-down subsidiary of Encube Ethicals Limited ("**Company**") under the tax laws of the United States of America ("**U.S.**"), as stated in the enclosed Annexures.

We, KNAV, have been informed that the Company proposes to file the Draft Red Herring Prospectus with respect to the Offer (the "**DRHP**") with the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and applicable laws, and subsequently proposes to file (i) Red Herring Prospectus proposed to be filed with the SEBI, the Stock Exchanges and the Registrar of Companies, Mumbai-I at Mumbai ("**Registrar of Companies**" and such Red Herring Prospectus, the "**RHP**"); (ii) Prospectus proposed to be filed with the SEBI, the Stock Exchanges and the Registrar of Companies (the "**Prospectus**"); and (iii) any other documents or materials to be issued in relation to the Offer (collectively with the DRHP, RHP and Prospectus, the "**Offer Documents**").

1. Certain of these benefits are dependent on the Subsidiary satisfying conditions prescribed under the relevant provisions of the U.S. Internal Revenue Code ("IRC") and/or other applicable law, including state taxation laws applicable to Subsidiary. Therefore, the ability of the Subsidiary to derive the tax benefits may be dependent upon the satisfaction of such conditions which, based upon various factors, the Subsidiary may or may not ultimately satisfy.

2. The benefits discussed in the enclosed Annexures are neither exhaustive nor conclusive. They cover only the possible tax benefits available to the Subsidiary and do not cover possible general tax benefits that are available to the Subsidiary.

3. The contents of the Annexures are the responsibility of the management of the Subsidiary, rather than of KNAV. We are informed that the Annexures are only intended to provide general information to the investors and are not designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the 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 possible tax benefits, which an investor can avail.

4. We do not express any opinion or provide or any type of assurance as to whether:
   i. the Subsidiary or its shareholders will continue to obtain these benefits in the future;
   ii. the conditions prescribed for availing the possible tax benefits have been/ will be satisfied; or
   iii. the revenue authorities/courts will concur with the views expressed herein.

5. The contents of the enclosed Annexures are based on information, explanations, and representations obtained from the Subsidiary, which is responsible for the Annexures, and on the basis of their understanding of the Subsidiary's business activities and operations and current tax laws and published tax authorities in effect as of the date of this statement.

6. This statement is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the Offer Documents which may be filed by the Company with SEBI, Stock Exchanges, RoC and / or any other regulatory or statutory authority and any other authority as may be required and/or for the records to be maintained by the Book Running Lead Managers in connection with the Offer and in accordance with the applicable law. Except for the purposes expressly set out above,

this Statement may not be used, circulated, quoted, referred to, reproduced, filed, disclosed, or distributed, in whole or in part, to any person or for any purpose without the prior written consent of KNAV.

7. This statement can also be uploaded on the repository portal of the stock exchanges/ SEBI as required pursuant to the SEBI circular (reference no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/170) dated December 5, 2024, and the subsequent requirements by the Stock Exchanges/ SEBI, as applicable.

8. We hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this statement as may be necessary, to the SEBI, RoC, Stock Exchanges and/or any other regulatory/statutory authority as may be required and/or for the records to be maintained by the BRLMs.

9. This statement may be relied on by the Company, the BRLMs, their affiliates and the legal counsel to each of the Company and the BRLMs appointed in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to this statement being disclosed by the BRLMs, as may be necessary (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or on the request of the Stock Exchanges or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation or (iii) for the records to be maintained by the BRLMs and in accordance with applicable law.

10. We shall promptly notify the Company and the BRLMs of any material change in the information or confirmations contained in this statement that comes to our attention and is communicated to us in writing by the management of the Company prior to commencement of trading of the Equity Shares on the Stock Exchanges. Except as expressly set out in this paragraph, this statement speaks only as of its date and should not be regarded as a continuing representation. Other than the limited notification obligation set out above, we undertake no obligation to update, revise, supplement or reaffirm this statement.

11. Any United States tax advice contained in this document (including any attachments) is not intended or written by the practitioner to be used, and cannot be used by any taxpayer, for the purpose of (i) avoiding penalties that may be imposed on the taxpayer by the U.S. Internal Revenue Service, and/or (ii) supporting the promotion, recommendation, or marketing of any transactions or matters addressed herein.

By **KNAV Advisory Inc.**

_____

Authorized Signatory

Name: Kavit Sanghvi

Designation: Partner

Enclosed:

Annexure I: Statement of possible tax benefits available to the Subsidiary under applicable direct tax laws.
Annexure II: Statement of possible tax benefits available to the Subsidiary under applicable indirect tax laws.

ANNEXURE I

**STATEMENT OF TAX BENEFITS AVAILABLE TO ENCUBE ETHICALS INC.
UNDER APPLICABLE DIRECT TAX LAWS**

The legislation relevant to corporate tax is contained primarily in the Internal Revenue Code of 1986 ('IRC), as amended by the treasury regulations and the other official tax guidance published by the Internal Revenue Service, and the tax laws of the various states.

For the purposes of Annexure I, unless the context otherwise requires, references to the "tax year 2025" or the "year 2025" mean the period from April 1, 2025 to March 31, 2026.

(i) Corporate Tax rate on business profits

A Subsidiary, being a resident of the US, is subject to tax on its worldwide income, including any capital gains, at the regular corporate tax rate. For tax year 2025, US resident companies are subject to tax at a corporate federal income tax rate of 21 percent.

For the tax year 2025, the Subsidiary expects to file a consolidated U.S. federal corporate income tax return, which includes the operations of its U.S. subsidiaries, Enzen Therapeutics Inc. and Tioga Research Inc.

Based on the extension filings for the tax year 2025, the Subsidiary expects to file state consolidated / combined corporate income tax returns, along with its US subsidiaries in the states of Arizona, Arkansas, California, Hawaii, Illinois, Kentucky, Massachusetts, Michigan, Mississippi, Montana, New Jersey, New York, South Carolina, Texas and Wisconsin. The tax rates for these states vary between 0% to 11.5%.

Additionally, based on the extension filings for the tax year 2025, the Subsidiary expects to file income tax returns at the standalone level in the states of Alabama, Delaware, Georgia, Maryland, North Carolina, Pennsylvania and Tennessee for the tax year 2025. The tax rates for these states vary between 2.25% to 8.7%.

The above state filing positions are based on the subsidiary's current assessment and the extension filings for the tax year 2025. The filing position will be reassessed at the time of filing the respective state income tax returns, including an evaluation of nexus and other applicable filing requirements, which may result in the filing of additional state income tax returns, where required.

(ii) Taxation of Capital Gains

The capital gains are a part of business income for the purpose of taxability in the hands of the entity and chargeable to tax at the regular corporate tax rate. The capital loss, if any, can be set off against the capital gains. The unutilized capital losses can be carried back to each of the 3 taxable years preceding the loss year and can be carried over to each of the 5 taxable years succeeding the loss year.

Based on the extension filings for the tax year 2025, the Subsidiary expects to incur a capital loss which is expected to be carried forward.

(iii) Taxation of business losses

Any operating loss incurred by the US entity is allowed to be set off against the taxable profits (including capital gains) of the same year. The remaining loss can be carried forward and can be adjusted against the taxable profits of the future years. The net operating loss generated prior to the tax year 2018 can be carried forward to each of the 20 taxable years succeeding the loss year and can be utilized to the extent of 100% of taxable income for the year, against which the losses will be utilized. Whereas the net operating loss generated from the tax year 2018 onwards can be carried forward indefinitely but can be utilized to the extent of 80% of taxable income for the year, against which the losses will be utilized.

Since the Subsidiary is a part of the US consolidated group, net operating losses generated by the Subsidiary may be utilized against the profits of the other members of the group and the losses generated by the other members of the group may be utilized against the profits of the Subsidiary.

An additional restriction may be imposed on the utilization of the losses if the ownership of the Subsidiary undergoes a change. The restriction is imposed on the losses generated, prior to the date of change of ownership of the Subsidiary.

Based on the extension filings for the tax year 2025, the Subsidiary does not expect to generate any net operating losses. Further, the Subsidiary does not have any net operating losses brought forward from prior years available for utilization against the taxable income generated during the tax year.

(iv) Capital Allowances available in respect of capital expenditure on qualifying plant and machinery

The One Big Beautiful Bill Act provides a 100% special depreciation allowance for qualified property placed in service on or after January 19, 2025. To be eligible to special depreciation allowance, the property must be placed in service in the USA.

For the tax year 2025, a 100% special depreciation allowance may be available for qualifying tangible fixed assets acquired and placed in service during the period from April 1, 2025, to March 31, 2026, subject to the applicable provisions of the Internal Revenue Code. Based on the extension filings for the tax year 2025, the Subsidiary expects to claim the special depreciation allowance in respect of qualifying assets for the tax year 2025.

The treatment for such special depreciation allowance varies from state to state. While some states may conform to federal treatment, some states decouple with federal treatment.

(v) Tax treatment of interest incurred for the purposes of business activities

The federal tax law provides that interest incurred in respect of monies borrowed wholly and exclusively for the purposes of a trade carried on an entity shall be deductible, to the extent of 30% of the adjusted taxable income, of the entity. Adjusted taxable income means the taxable income of the taxpayer computed without regard to any business interest or business interest income, net operating loss deduction, and any deduction allowable for depreciation, amortization, or depletion, subject to the applicable provisions of IRC Section 163(j).

Based on the extension filings for the tax year 2025, the Subsidiary has incurred interest expense during the tax year 2025 and expects that no portion of the expense will be disallowed under IRC Section 163(j) since the Subsidiary expects to generate sufficient adjusted taxable income at a consolidated level during the year. In addition, the Subsidiary expects to claim a deduction for the disallowed business interest expense brought forward from the prior years.

(vi) Treatment of Research and Experimental Expenditures under Section 174

For federal tax purposes, amounts incurred by the US entity in connection with research and experimental ("R&E") activities are required to be capitalized and amortized under Section 174 of the Internal Revenue Code. Under the federal tax law, for tax years beginning after January 1, 2022, R&E expenditures attributable to activities performed within the United States must be amortized over a five-year period, whereas R&E expenditures relating to foreign research activities must be amortized over a fifteen-year period. The amortization commences from the midpoint of the taxable year in which such expenditures are paid or incurred.

Pursuant to the One Big Beautiful Bill Act ("OBBBA"), for tax years beginning after December 31, 2024, qualifying domestic research and experimental ("R&E") expenditures may be deducted in full in the year incurred under IRC Section 174A. Qualifying foreign R&E expenditures continue to be capitalized and amortized over a fifteen-year period under IRC Section 174. Further, the OBBBA provides transition relief for unamortized domestic R&E expenditures incurred in tax years beginning after December 31, 2021, and before January 1, 2025. Taxpayers may elect to deduct the remaining unamortized amount in full in the first taxable year beginning after December 31, 2024, amortize such remaining unamortized amount ratably over the two taxable years beginning with the first taxable year beginning after December 31, 2024, or continue to amortize such amount over the remaining amortization period under the prior Section 174 rules.

Based on the extension filings for the tax year 2025, the Subsidiary expects to claim a deduction for the unamortized balance of qualifying domestic R&E expenditures incurred in prior tax years in the first taxable year beginning after December 31, 2024, pursuant to the transition relief provided under the OBBBA. Qualifying domestic R&E expenditures incurred during the tax year 2025, if any, may be deducted in the year incurred under IRC Section 174A. Qualifying foreign R&E expenditures, if any, will continue to be capitalized and amortized over a fifteen-year period under IRC Section 174.

The treatment of R&E expenditures for state income tax purposes varies across jurisdictions. While certain states may conform to the federal treatment under IRC Sections 174 and 174A, other states may decouple from the federal treatment and apply their own rules with respect to the deduction, capitalization, and amortization of R&E expenditures. Accordingly, the overall tax impact of R&E expenditures may differ between federal and state tax computations.

ANNEXURE II

**STATEMENT OF TAX BENEFITS AVAILABLE TO ENCUBE ETHICALS INC.
UNDER APPLICABLE INDIRECT TAX LAWS**

For the purposes of Annexure II, unless the context otherwise requires, references to the "year 2025" mean the period from January 1, 2025 to December 31, 2025.

(i) Sales and Use Tax

The majority of states in the US levy sales and use tax. Also, few states allow cities to levy sales and use tax in addition to state level tax.

Sales and Use tax filings are generally on account of:

- Sales tax on sale of its products. It is pertinent to note that the Subsidiary's sales are not subject to sales tax, as the Subsidiary deals in generic prescription drugs.
- Use tax on tangible personal property procured / consumed.

Based on the management's representation that the Subsidiary's sales are not subject to sales and use tax as the Subsidiary deals in generic prescription drugs and does not sell its products directly to end customers, sales and use tax does not seem to be applicable to the Subsidiary. Accordingly, the Subsidiary has not filed any Sales and Use tax returns in the US for the year 2025.

(ii) Property Tax

An entity holding any real or personal property in specific state/city is generally subject to Property tax.

Based on the management's representation that the Subsidiary does not hold any real or personal property, property tax does not seem to be applicable not applicable to the Subsidiary. Accordingly, the Subsidiary has not filed any property tax returns for the year 2025.

(iii) Unclaimed Property

Generally Unclaimed Property Law requires banks, insurance companies, corporations, and certain other entities to report and submit their customers' property to the respective State Controller's Office when there has been no activity for a period time (generally three years).

Common types of unclaimed property are bank accounts, stocks, bonds, uncashed checks, insurance benefits, wages, and safe deposit box contents. Property does not include Real Estate.

Based on the management's representation, the subsidiary does not possess any unclaimed property, and accordingly, unclaimed property filing does not seem to be applicable to the subsidiary for the year 2025.

(iv) Payroll Tax

The Subsidiary files federal payroll tax returns with the Internal Revenue Service. Additionally, the Subsidiary has filed payroll tax returns for the year 2025 in the states of Arizona, Arkansas, Massachusetts, North Carolina, Ohio, and Pennsylvania.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

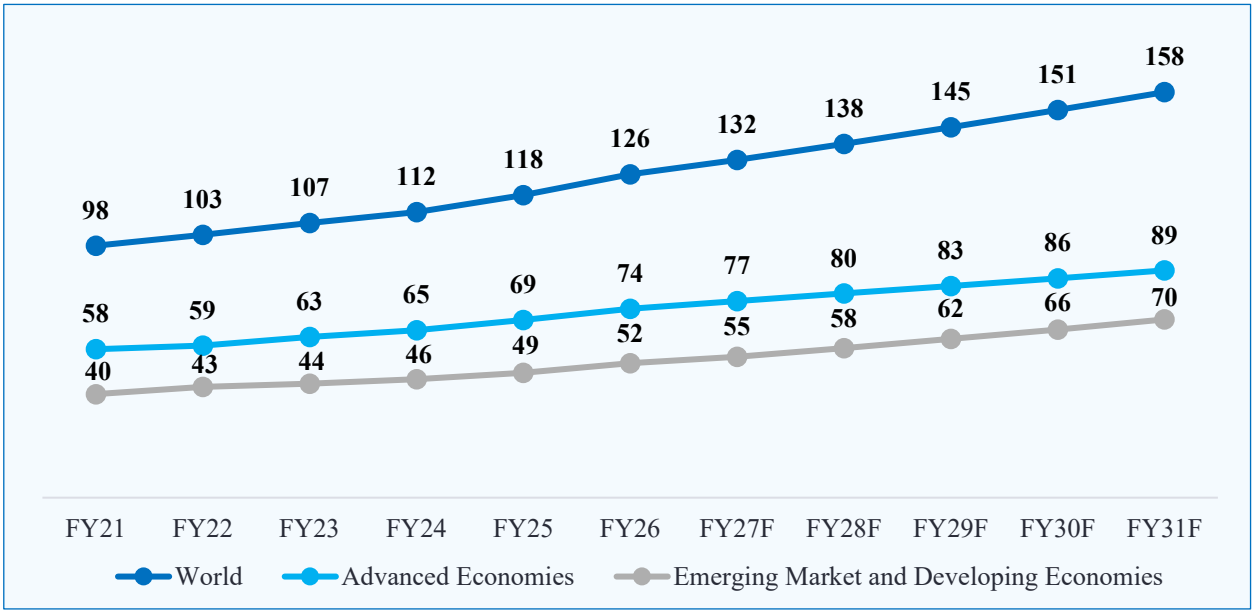
Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Independent Market Assessment of the Global Topical Pharma Market and Contract Services" dated August 1, 2026 (the "F&S Report") prepared and released by Frost & Sullivan (India) Private Limited and exclusively commissioned and paid for by us in connection with the Offer, pursuant to an engagement letter dated April 13, 2026. A copy of the F&S Report is available on the website of our Company at https://www.encubeethicals.com/investors. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. For the disclaimers associated with the F&S Report, see "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and market data" on page 18. Also, see "Risk Factors — Certain sections of this Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 63. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

MACROECONOMIC OVERVIEW

The global economy has demonstrated considerable resilience over the past five years, sustaining growth through a period characterized by pandemic recovery, inflationary pressures, tightening monetary conditions, and geopolitical disruptions. While growth trajectories are becoming increasingly differentiated across regions and countries, both advanced and emerging economies are expected to remain important contributors to global expansion over the coming decade, with advanced economies continuing to anchor global demand and emerging economies increasingly driving incremental growth.

The global economy has demonstrated considerable resilience despite the lingering effects of the pandemic, persistent inflationary pressures, tighter monetary policy and ongoing geopolitical uncertainty. Global Gross Domestic Product (GDP) increased from USD 98 trillion in Fiscal 2021 to USD 126 trillion in Fiscal 2026, representing a Fiscal 2021-Fiscal 2026 CAGR of 5.11%, and is projected to reach USD 158 trillion by Fiscal 2031F, corresponding to a Fiscal 2026-Fiscal 2031F CAGR of 4.63%. While geopolitical tensions, elevated energy prices and weaker global trade may moderate near-term economic momentum, long-term growth prospects remain favorable, underpinned by urbanization, rising household incomes, infrastructure investment, technological advancement and continued expansion in consumer demand.

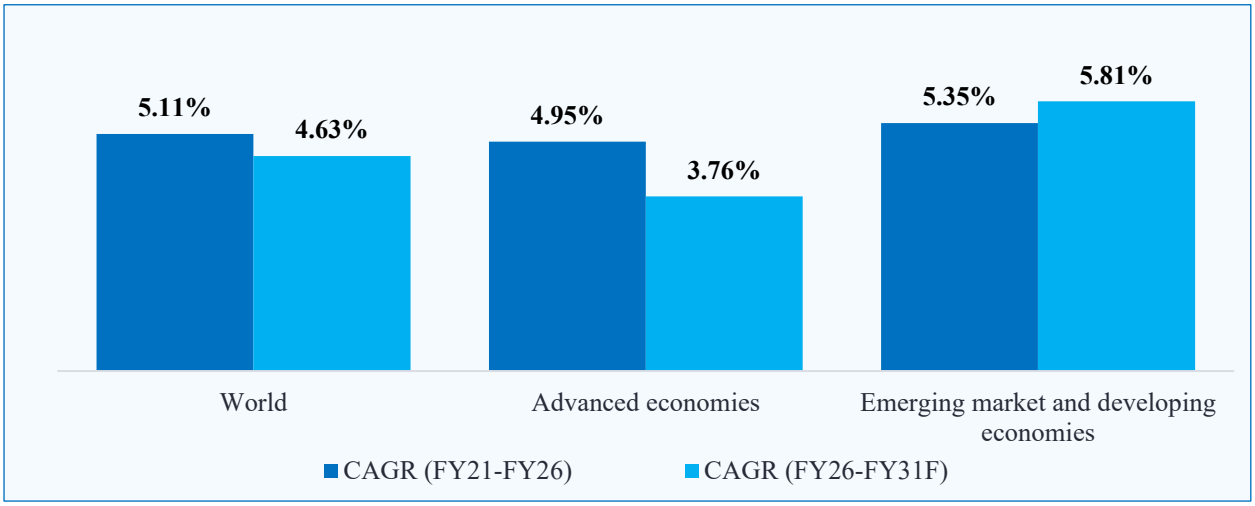
Exhibit 1.1: Global GDP at Current Prices, Value & CAGR, Fiscal 2021-Fiscal 2031F (USD Trillion, %)



Source: *World Economic Outlook, April 2026, International Monetary Fund; Frost & Sullivan*

Notes: *F = Forecast.*

Exhibit 1.2: Global GDP at Current Prices, Growth Rate, Fiscal 2021-Fiscal 2031F (%)



Source: *World Economic Outlook, April 2026, International Monetary Fund; Frost & Sullivan*

Notes: *CAGR is computed from unrounded underlying values and may differ marginally from a recalculation using the rounded figures shown. F = Forecast*

The composition of global growth is also evolving. Advanced economies[1] are expected to account for more than 56% of global GDP throughout Fiscal 2026–Fiscal 2031F, underpinned by their scale, purchasing power, mature healthcare systems and innovation ecosystems. At the same time, emerging markets are expected to contribute an increasing share of incremental global output, with GDP projected to expand at a Fiscal 2021-Fiscal 2026 CAGR of 5.35%, accelerating to a Fiscal 2026-Fiscal 2031F CAGR of 5.81%. This acceleration is supported by rapid urbanization, industrial expansion, favorable demographics and rising disposable incomes, particularly across Asia.

India stands out as one of the fastest-growing major economies within this landscape. Following a Fiscal 2021-Fiscal 2026 CAGR of 6.13%, India's GDP is projected to expand at a Fiscal 2026-Fiscal 2031F CAGR of 10.34%, approximately 1.8 times China's projected growth rate over the same period. Sustained economic expansion is reinforced by favorable demographics, continued urbanization, formalization of the economy, infrastructure development, expanding domestic consumption, and broad-based growth across both manufacturing and services.

Manufacturing is expected to play an increasingly important role in India's next phase of economic development. Although the sector has historically contributed approximately 13-15% of GDP[2], it has become a central pillar of the country's industrial strategy. Government initiatives including the Production Linked Incentive (PLI) schemes, Biopharma SHAKTI, Bulk Drug Parks, pharma and medtech innovation programmes, and state-level manufacturing incentives are intended to strengthen domestic production capabilities, improve supply chain resilience and attract strategic investment. By March 2026, PLI schemes across 14 sectors had attracted investment commitments exceeding INR 2.4 lakh crore, including INR 50,228 crore under pharmaceutical PLI programmes spanning bulk drugs and formulations[3]. The National Mission on Manufacturing further targets increasing manufacturing's contribution from around 13% of GDP in 2023 to 25% by 2035[4], reinforcing the sector's strategic importance to India's long-term economic growth.

These macroeconomic trends provide a favorable backdrop for India's pharmaceutical industry. Rising incomes, expanding healthcare access and greater health awareness are expected to support sustained growth in domestic pharmaceutical demand, while India's established manufacturing base, cost competitiveness and supportive policy environment continue to reinforce its position within global pharmaceutical supply chains. As India progresses toward becoming the world's fourth-largest economy by 2027 and potentially the third-largest by 2031[5], pharmaceutical manufacturers are expected to benefit from both expanding domestic demand and increasing opportunities within regulated export markets.

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[1]Advanced economies, as classified by the IMF, comprise Andorra, Australia, Austria, Belgium, Canada, Croatia, Cyprus, the Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hong Kong SAR, Iceland, Ireland, Israel, Italy, Japan, Korea, Latvia, Lithuania, Luxembourg, Macao SAR, Malta, the Netherlands, New Zealand, Norway, Portugal, Puerto Rico, San Marino, Singapore, the Slovak Republic, Slovenia, Spain, Sweden, Switzerland, Taiwan Province of China, the UK and the US. All other economies are classified as emerging market and developing economies.

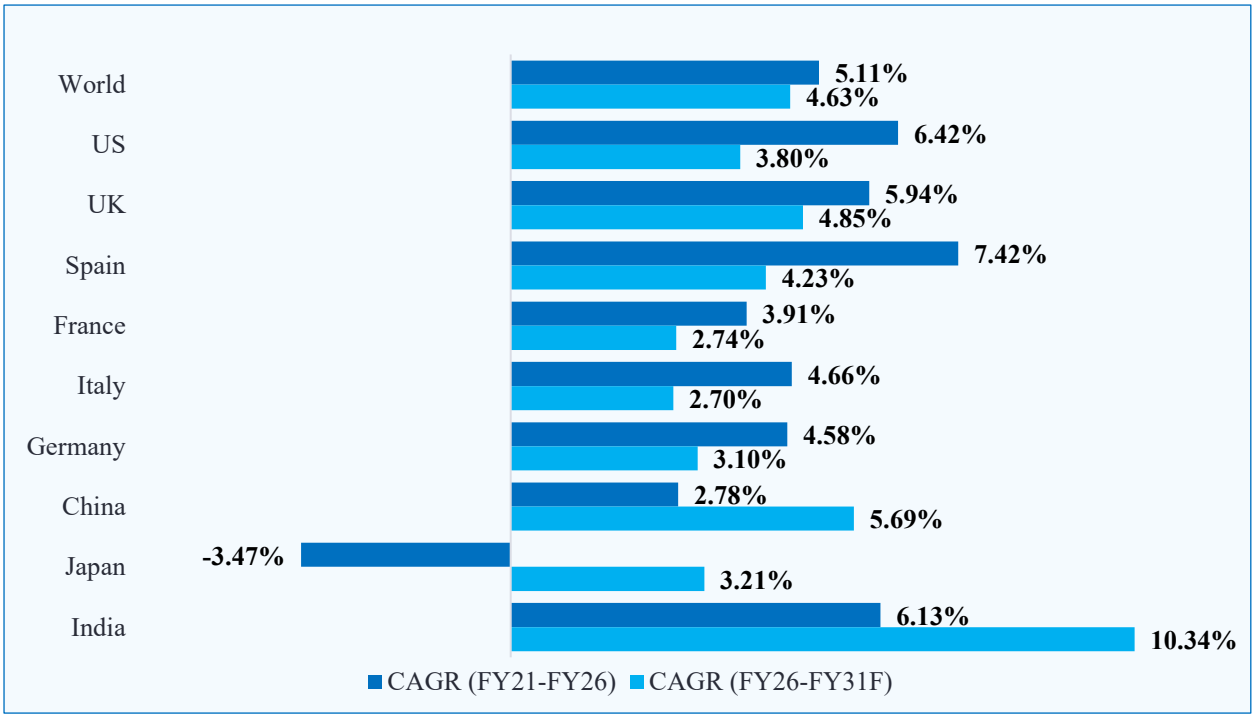
[2]IBEF; Confederation of Indian Industries

[3]PIB - PLI Schemes Attract Over ₹2.40 Lakh Crore Investment, Generate More Than 14.15 Lakh Jobs

[4]National Manufacturing Mission

[5]International Monetary Fund (IMF)

Exhibit 1.3: Global GDP at Current Prices, Select Countries, Growth Rate, Fiscal 2021-Fiscal 2031F (%)



Source: *World Economic Outlook, April 2026, International Monetary Fund; Frost & Sullivan*

Notes: *Growth rates are presented in current-price US dollar terms, combining real economic growth with currency movements against the US dollar. India, the fastest-accelerating economy in the set, is highlighted. CAGR is computed from unrounded underlying values and may differ marginally from a recalculation using the rounded figures shown. F = Forecast*

GLOBAL PHARMA MARKET OVERVIEW

GLOBAL PHARMA MARKET OVERVIEW

The pharmaceutical industry remains a critical, innovation-led sector, with small molecules[6] continuing to anchor global prescription volumes and market value owing to their dual role: they remain the foundation of high-volume, affordable therapy while continuing to absorb new scientific and technological advances. As the market evolves, differentiation is increasingly shifting from the molecule alone to formulation science, dosage-form innovation, and drug-delivery technologies.

The pharmaceutical industry remains highly competitive, shaped by evolving technologies, regulatory developments, healthcare legislation, and access to capital.

At the same time, the sector is evolving across both therapeutic innovation and operating models. Advances in biologics, cell and gene therapies, precision medicine and AI-enabled drug discovery are widening the therapeutic frontier, while expanding healthcare access, demographic aging, rising chronic disease prevalence and broader generic adoption continue to support pharmaceutical consumption across developed and emerging markets.

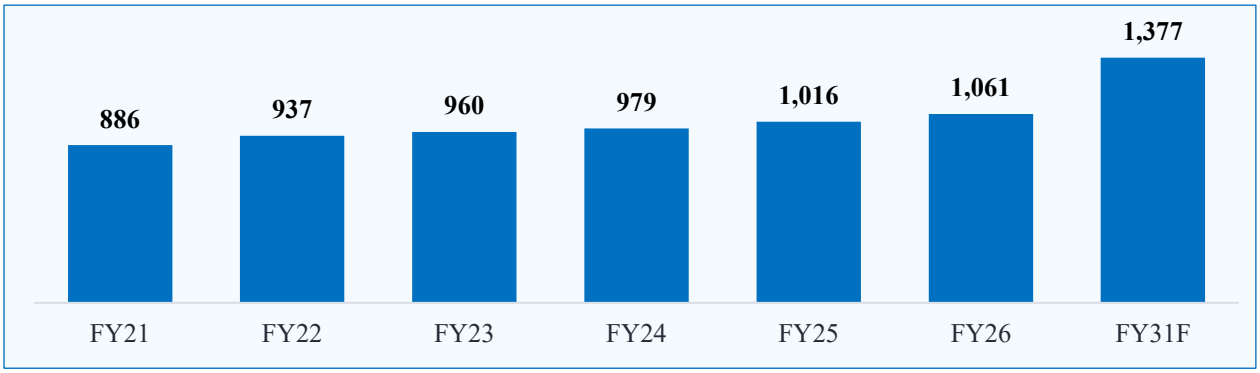
These shifts reinforce the pharmaceutical industry's role as one of the world's largest and most research-intensive sectors, with growth underpinned by scientific progress, evolving regulatory frameworks, healthcare policy reforms and changing models of patient access.

Within this landscape, both small molecules and large molecules (biologics) remain important, serving distinct clinical needs and commercial roles across therapeutic settings. However, small molecules continue to be the dominant pharmaceutical modality, given their broad clinical applicability, scalable manufacturing, established regulatory pathways, relative affordability and deep presence across primary care, chronic disease management, generics and specialty therapies.

[6]Small molecules refer to low molecular weight organic compounds that can be chemically synthesized and are designed to interact with specific biological targets to treat disease. These compounds typically comprise 20 to 100 atoms and have a molecular mass of less than 1,000 g/mol (1 kilodalton, or kDa). Biotechnology therapies, or biologics, are derived from biological sources and harness cellular and biomolecular processes. They include vaccines, blood and blood components, antibody therapies, gene therapy, tissues and recombinant therapeutic proteins. Biologics are typically greater than 1 kilodalton (kDa) in size. Unless stated otherwise, the pharmaceutical market estimates in this report focus on the small molecule market. Minimal overlap with biologics is included where data does not allow for separation, estimated at less than 5% of value and volume.

This dominance is evident in both utilization and market value. Small molecule products accounted for more than 80% of global prescription volumes in Fiscal 2026. By value, the global small molecule pharmaceutical market increased from USD 886 billion in Fiscal 2021 to USD 1,061 billion in Fiscal 2026, representing a Fiscal 2021-Fiscal 2026 CAGR of 3.68%, and is projected to reach USD 1,377 billion by Fiscal 2031F, corresponding to a Fiscal 2026-Fiscal 2031F CAGR of 5.35%. Growth is being driven by rising pharmaceutical consumption in emerging markets and continued innovation in areas such as RNA targeting, targeted protein degradation, AI-enabled discovery, and differentiated drug delivery. As competitive advantage increasingly depends not only on the molecule but also on how it is formulated, delivered, and differentiated at the dosage-form level, formulation science and drug-delivery technologies are becoming central to the next phase of small molecule innovation.

Exhibit 2.1: Global Pharma Market, Value, Fiscal 2021-Fiscal 2031F, USD Billion



Source: *Frost & Sullivan*

Notes: *F = Forecast*

GLOBAL PHARMA MARKET BY DOSAGE FORM

Oral solids remain dominant in global pharmaceutical consumption, while injectables and topicals are gaining share due to superior clinical outcomes, improved patient adherence and increasing use in specialty and localized therapies. Different dosage forms coexist because each offers distinct advantages depending on disease profile, patient population, route of administration and treatment objectives.

Oral solid dosage forms continued to anchor the market in Fiscal 2026, representing 58.00% of Fiscal 2026 value. Their scale reflects prescriber familiarity, standardized manufacturing, long shelf life and broad generic substitution. Growth across dosage forms, however, is becoming more differentiated. Injectables accounted for 26.00% of Fiscal 2026 market value and are projected to grow at around 8.00% CAGR during Fiscal 2026–Fiscal 2031F, enabled by prefilled syringes, auto-injectors and other formats that improve adherence and reduce dependence on clinical administration.

Topical formulations accounted for 5.58% of global market value in Fiscal 2026 and are expected to grow at a Fiscal 2026-Fiscal 2031F CAGR of 7.66%, placing them among the faster-growing dosage-form segments. This expansion is linked to the widening set of indications where localized delivery offers clinical and commercial relevance. Moreover, alongside established dosage forms including creams, ointments, gels and lotions, growth is also stemming from technically sophisticated platforms such as foams, sprays, transdermal patches, vaginal delivery systems and other local-delivery platforms, which are broadening the category's technical and therapeutic scope.

Exhibit 2.2: Global Pharma Market, Fiscal 2026 Share and Fiscal 2026-Fiscal 2031F Growth by Dosage Form

Dosage Form	Fiscal 2026 Value (USD Bn)	Fiscal 2026 Share	CAGR (Fiscal 2026-Fiscal 2031F)
Oral Solids	615	58.00%	3.50%
Injectables	276	26.00%	8.00%
Topicals	59	5.58%	7.66%
Others	110	10.41%	7.02%
Total	**1,061**	**100.00%**	**5.35%**

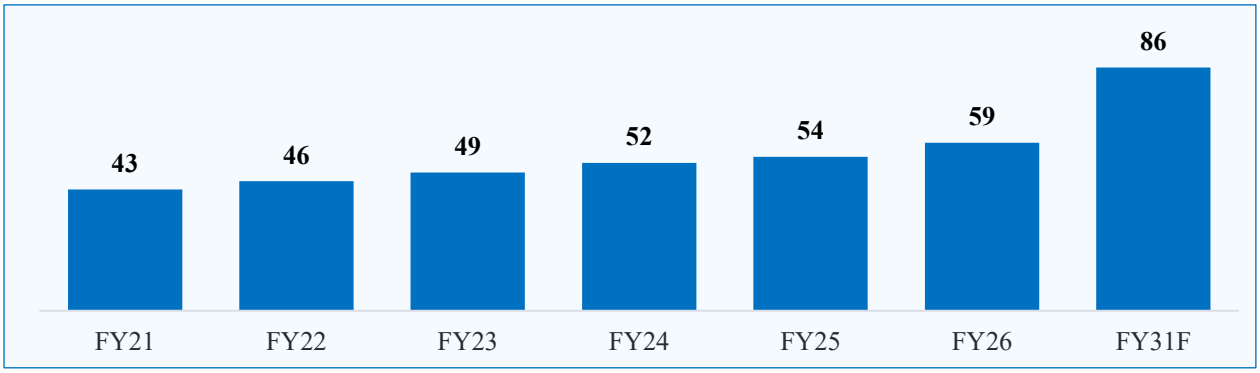
Source: *Frost & Sullivan analysis*

GLOBAL TOPICAL MOLECULE MARKET OVERVIEW

The global topical molecule market has evolved from traditional dermatology products into a broad localized drug-delivery platform spanning multiple therapeutic areas, with growth reinforced by specialty formulations, consumer healthcare products and newer delivery technologies.

The global topical molecule pharmaceutical market increased from USD 43 billion in Fiscal 2021 to USD 59 billion in Fiscal 2026 and is projected to reach USD 86 billion by Fiscal 2031F, representing a Fiscal 2021-Fiscal 2031F CAGR of 7.20% (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2024 to MAT MAR 2026). Growth has consistently outpaced the broader pharmaceutical market, supported by expanding therapeutic applications, increasing adoption of localized drug delivery and sustained demand across both prescription pharmaceuticals and medicated consumer healthcare.

Exhibit 2.3: Global Topical Molecule Pharma Market, Value, Fiscal 2021-Fiscal 2031F, USD Billion



Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly value (USD MNF) sales data for 84 licensed countries; Data period: MAT Mar 24 to MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE); in each case reflecting estimates of real-world activity. Copyright IQVIA. All rights reserved.*

Non-IQVIA sources: Data for period FY21-FY23 and forecast of future activity (FY31F) prepared by Frost & Sullivan

Notes: *F = Forecast.*

Topical pharmaceuticals comprise products applied to the skin, scalp and adjacent mucosal surfaces to achieve either local or systemic therapeutic effects. In Fiscal 2026, creams, ointments, gels, lotions and solutions accounted for the majority of market value, while the category has progressively broadened to include foams, sprays, shampoos, transdermal patches and vaginal drug-delivery systems. Therapeutic applications have similarly expanded beyond conventional dermatology to encompass wound care, anti-infectives, pain management, women's health, hormone replacement therapy, oral healthcare, and scar management, to name a few.

The clinical rationale for topical therapy is particularly compelling in conditions where localized action can reduce systemic exposure without compromising therapeutic effect. As formulation science improves penetration, residence time, sensory attributes and dosing convenience, topicals are increasingly being treated less as simple dermatology products and more as engineered delivery systems. As a result, the category's growth is therefore being shaped by both demand expansion and higher formulation sophistication.

1. GROWTH DRIVERS IN THE MARKET

Growth in the global topical molecule market is being driven by a combination of epidemiological trends, advances in formulation science, increasing healthcare consumerization, and expanding therapeutic applications beyond traditional dermatology.

Exhibit 2.4: Key Growth Drivers of the Global Topical Pharma Market

Source: *Frost & Sullivan*

2. GLOBAL TOPICAL MOLECULE MARKET BY PRESCRIPTION STATUS

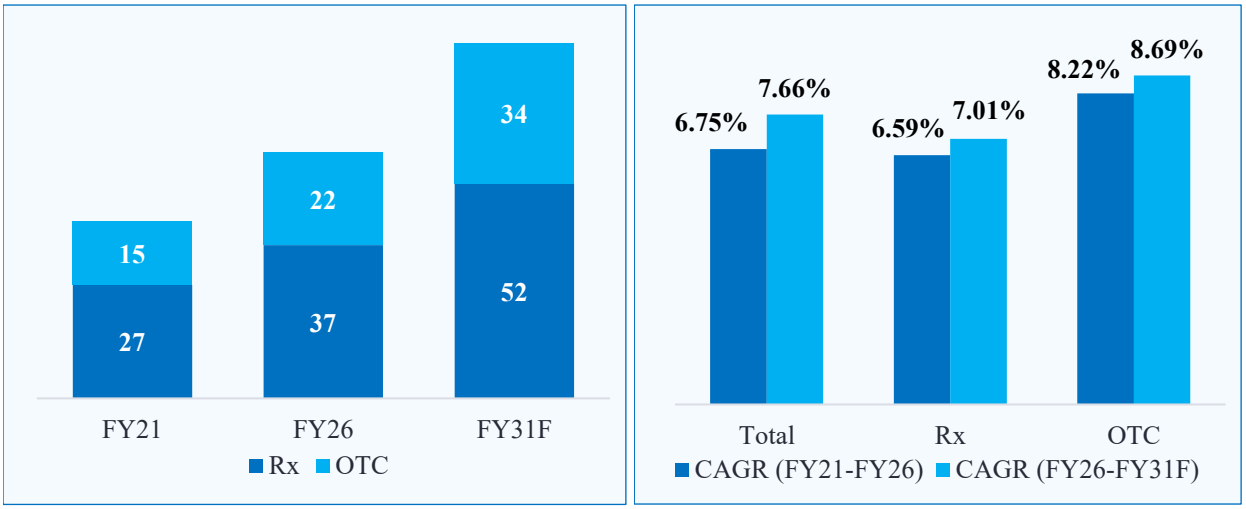
Prescription topicals remain the majority of global topical molecule market value, but Over-the-Counter (OTC)[7] products are emerging as the faster-growing segment as healthcare consumerization, self-care adoption, and prescription (Rx)-to-OTC switching expand the addressable patient base.

The global topical molecule market remained predominantly prescription-led in Fiscal 2026, with Rx products accounting for USD 37 billion, or 62.26% of market value, compared with USD 22 billion for OTC products, representing the remaining 37.74% (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR2026 only). Prescription therapies are expected to remain the principal value driver of the category, underpinned by the high prevalence of chronic, relapsing, and physician-managed conditions such as psoriasis, eczema, inflammatory dermatoses, fungal infections, and autoimmune skin diseases. These indications still rely heavily on corticosteroids, calcineurin inhibitors, retinoids, immunomodulators, and combination therapies that require physician oversight, treatment escalation pathways, and long-term disease monitoring. As of Fiscal 2026, many of the highest-value dermatology products, including recently introduced anti-inflammatory therapies and specialty topical formulations, remained concentrated within the prescription segment.

Despite this scale advantage, OTC topicals are expected to outpace prescription products over the forecast period, growing at a CAGR of 8.22% between Fiscal 2021 and Fiscal 2031F compared with 6.59% for Rx therapies during the same period. The differential reflects a broader structural shift toward healthcare consumerization, with patients increasingly seeking to self-manage common conditions such as acne, fungal infections, minor wounds, dermatitis, pain, and musculoskeletal disorders without physician intervention. Expansion of retail pharmacy networks, e-pharmacies, and digital health channels has materially improved product accessibility and convenience, while continued Rx-to-OTC switches are progressively expanding the universe of conditions considered suitable for self-directed treatment.

Exhibit 2.5: Global Topical Molecule Pharma Market by Prescription Status, Value & CAGR, Fiscal 2021-Fiscal 2031F (USD Billion, %)

[7]The OTC (Over-the-Counter) market presented in this report is limited to medicated OTC products regulated as pharmaceutical drugs; non-medicated consumer healthcare products (e.g., Ayurvedic, herbal, nutraceutical, or cosmetic products) are excluded from the OTC market sizing throughout this report.



Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly value (USD MNF) sales data for 84 licensed countries; Data period: MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE); Attribute: International Prescription Status; in each case reflecting estimates of real-world activity. Copyright IQVIA. All rights reserved.*

Non-IQVIA sources: Data for period FY21 and forecast of future activity (FY31F) prepared by Frost & Sullivan

Notes: *All non-Rx products have been assumed to be OTC.*

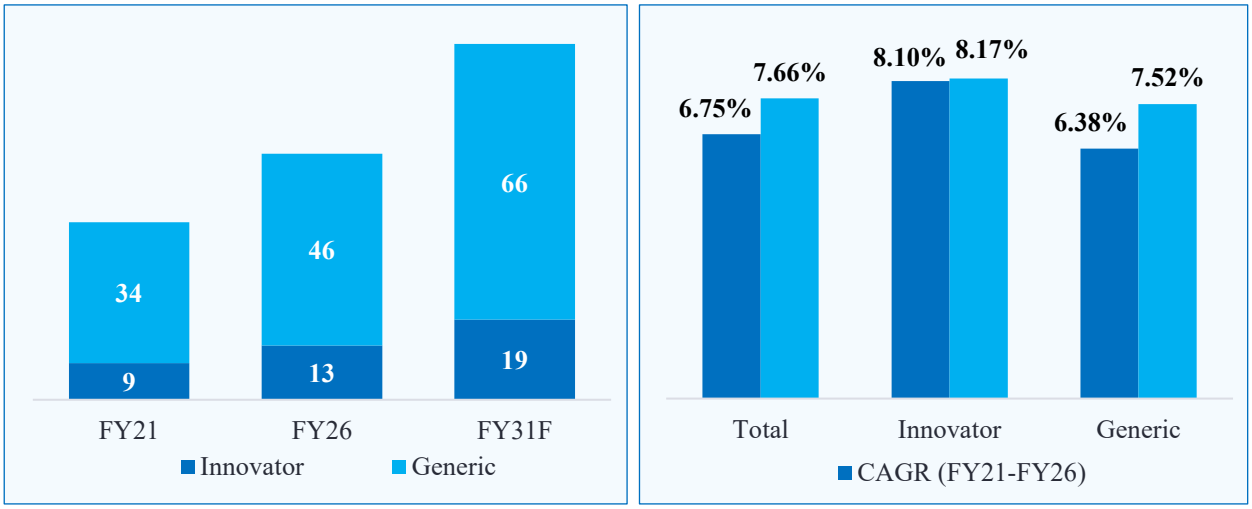
3. GLOBAL TOPICAL MOLECULE MARKET BY INNOVATION TYPE

Although innovator products are expected to grow slightly faster, the global topical molecule market remains fundamentally generic-led, with affordability, mature molecules, and broad geographic accessibility continuing to favor generic competition.

Generic products represented USD 46 billion of the global topical molecule market in Fiscal 2026, accounting for 77.99% of total market value, while innovator products contributed USD 13 billion, representing the remaining 22.01% (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only). The market composition largely reflects the therapeutic profile of topical medicines. Several of the largest commercial categories, including corticosteroids, antifungals, antibiotics, local anesthetics and wound-care products, are based on molecules that have been established in clinical practice for decades.

Innovator products are nevertheless expected to expand at a modestly faster pace, with a projected growth of 8.17% annually between Fiscal 2026 and Fiscal 2031F compared with 7.52% for generics. Investment activity within dermatology increasingly centers on novel mechanisms for inflammatory skin disease, differentiated formulations intended to improve adherence and therapeutic performance, and lifecycle extension strategies involving reformulations, fixed-dose combinations, and alternative delivery technologies. Topical PDE4 inhibitors, JAK inhibitors, aryl hydrocarbon receptor agonists, and long-acting transdermal systems illustrate the direction of current innovation efforts.

Exhibit 2.6: Global Topical Molecule Pharma Market by Innovation Type, Value & CAGR, Fiscal 2021-Fiscal 2031F (USD Billion, %)



Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly value (USD MNF) sales data for 84 licensed countries; Data period: MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE); Attribute: Innovation Insights; in each case reflecting estimates of real-world activity. Copyright IQVIA. All rights reserved.*

Non-IQVIA sources: Data for period FY21 and forecast of future activity (FY31F) prepared by Frost & Sullivan

Notes: *CAGR is computed from unrounded underlying values and may differ marginally from a recalculation using the rounded figures shown. F = Forecast.*

On the other hand, as exclusivity periods expire across established dermatology franchises, generic participation typically follows rapidly owing to mature regulatory pathways, lower development expenditure relative to novel therapies, and persistent payer preference for lower-cost alternatives. Cost considerations assume even greater importance in emerging markets, where out-of-pocket expenditure continued to account for a significant proportion of pharmaceutical spending as of Fiscal 2026 and treatment affordability remains a primary determinant of access. Additionally, public policy increasingly favors this transition. Governments across India, Latin America, Southeast Asia, and the Middle East have expanded the use of essential medicines programmes, centralized procurement systems, reference pricing frameworks, and International Nonproprietary Name (INN) prescribing policies to increase generic utilization and reduce healthcare expenditure.

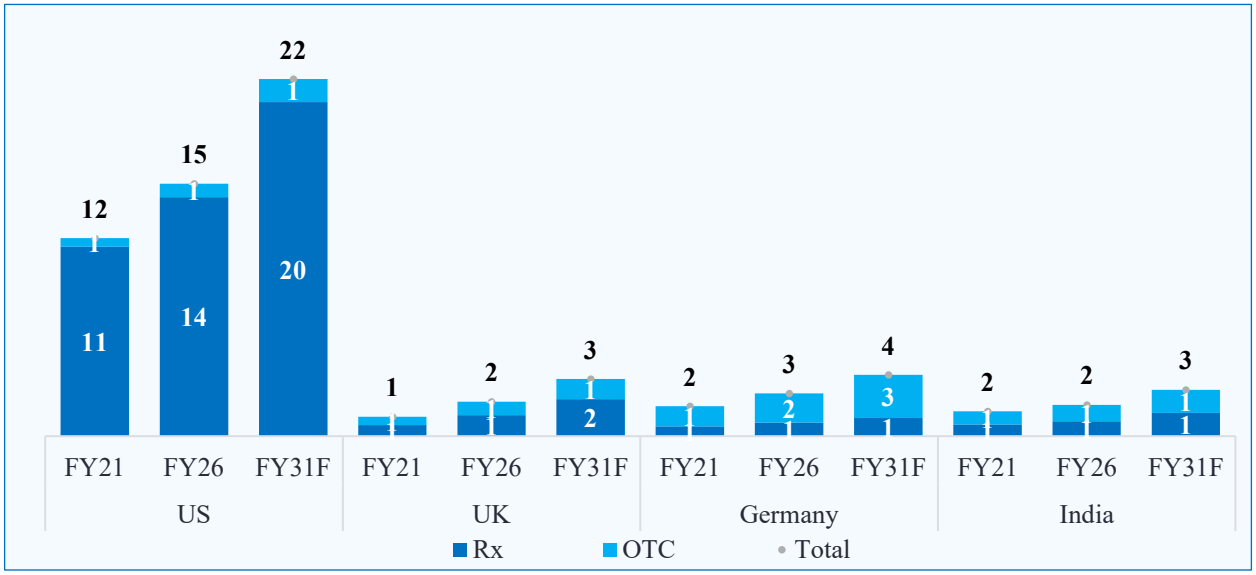
While expanding healthcare coverage, rising disposable incomes, and improving access to pharmaceutical treatment are expected to enlarge the overall topical market over the coming decade, generics are likely to remain the dominant commercial model across the category, with innovation concentrated within a narrower group of specialty dermatology and advanced delivery products.

4. GLOBAL TOPICAL MOLECULE MARKET BY COUNTRY

The US, UK, Germany and India together represented USD 23 billion, or nearly 40% of the global topical molecule market in Fiscal 2026. While all four markets are strategically relevant, they exhibit markedly different prescription dynamics driven by healthcare systems, reimbursement models, self-care penetration and regulatory pathways. The US remains the anchor market for complex Rx topicals and the primary launch market for new products, while Europe and India provide scale expansion opportunities across both prescription and consumer segments.

The combined topical pharmaceutical market across the US, UK, Germany and India was valued at USD 23 billion in Fiscal 2026, representing 38.13% of the global topical market of USD 59 billion. In Fiscal 2026, the US accounted for the largest opportunity at USD 15 billion, followed by Germany at USD 3 billion, India at USD 2 billion and the UK at USD 2 billion (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only). Furthermore, growth trajectories and market composition also vary across markets, reflecting differences in healthcare funding models, generic penetration, pricing environments and OTC adoption patterns.

Exhibit 2.7: Global Topical Molecule Pharma Market by Country, Rx/OTC/Total Value, Fiscal 2021, Fiscal 2026 and Fiscal 2031F (USD Billion)



Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly value (USD MNF) sales data for 84 licensed countries; Data period: MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE); Attribute: International Prescription Status; in each case reflecting estimates of real-world activity. Copyright IQVIA. All rights reserved.*

Non-IQVIA sources: Data for period FY21 and forecast of future activity (FY31F) prepared by Frost & Sullivan

Notes: *All non-Rx products have been assumed to be OTC.*

The US market remained predominantly prescription-led in Fiscal 2026, with Rx products representing 94.63% of the topical market (USD 14 billion) compared to 5.37% for OTC products (USD 1 billion) (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only). The dominance of prescription products reflects the high prevalence and diagnosis of physician-managed dermatology conditions such as psoriasis, atopic dermatitis and inflammatory skin disorders, alongside favorable reimbursement for prescription therapies and the concentration of complex generics within regulated prescription categories.

By contrast, European markets exhibit substantially higher OTC penetration. In Fiscal 2026, OTC products comprised 57.49% of Germany's topical market, while prescription products represented 42.51%, reflecting a long-established culture of self-medication, strong pharmacy-led healthcare delivery and broad availability of pharmacist-recommended treatments for minor dermatological conditions. The UK presents a more skewed market structure, with prescription products making up 60.74% of market value, supported by National Health Service prescribing alongside a mature consumer healthcare channel (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only).

In Fiscal 2026, India similarly demonstrated a relatively balanced market structure, with OTC products representing 50.56% of market value, slightly exceeding the 49.44% contribution from prescription products (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only). The market benefits from widespread pharmacy access, high out-of-pocket healthcare expenditure, and strong consumer familiarity with established topical brands, allowing many products to operate through a hybrid physician-pharmacy-consumer model rather than a strictly prescription-driven channel.

Exhibit 2.8: Global Topical Generic Molecule Pharma Market by Country, Growth Rate, Fiscal 2021-Fiscal 2031F (%)

Country	Segment	CAGR (Fiscal 2021-Fiscal 2026)	CAGR (Fiscal 2026-Fiscal 2013F)	CAGR (Fiscal 2021-Fiscal 2031F)
US	Rx	4.74%	6.93%	5.83%
	OTC	9.44%	11.25%	10.34%
	Total	4.97%	7.18%	6.07%
United Kingdom	Rx	13.89%	11.95%	12.91%
	OTC	9.54%	8.36%	10.34%
	Total	12.06%	10.60%	11.32%
Germany	Rx	7.85%	6.15%	6.99%
	OTC	7.83%	8.33%	8.08%

Country	Segment	CAGR (Fiscal 2021-Fiscal 2026)	CAGR (Fiscal 2026-Fiscal 2013F)	CAGR (Fiscal 2021-Fiscal 2031F)
	Total	7.84%	7.42%	7.63%
	Rx	4.59%	9.17%	6.86%
India	OTC	6.30%	7.38%	6.84%
	Total	5.43%	8.28%	6.85%

Source: *Frost & Sullivan*

Notes: *All non-Rx products have been assumed to be OTC.*

These market characteristics also shape global development and commercialization strategies. The US is typically the first commercialization market for complex topical generics, driven by its significantly larger market size, higher pricing environment, and superior return on development investment. Successfully obtaining US Food and Drug Administration (FDA) approval provides validation of formulation robustness, manufacturing reproducibility, and analytical capability for products that frequently involve complex semisolid characterization and bioequivalence requirements.

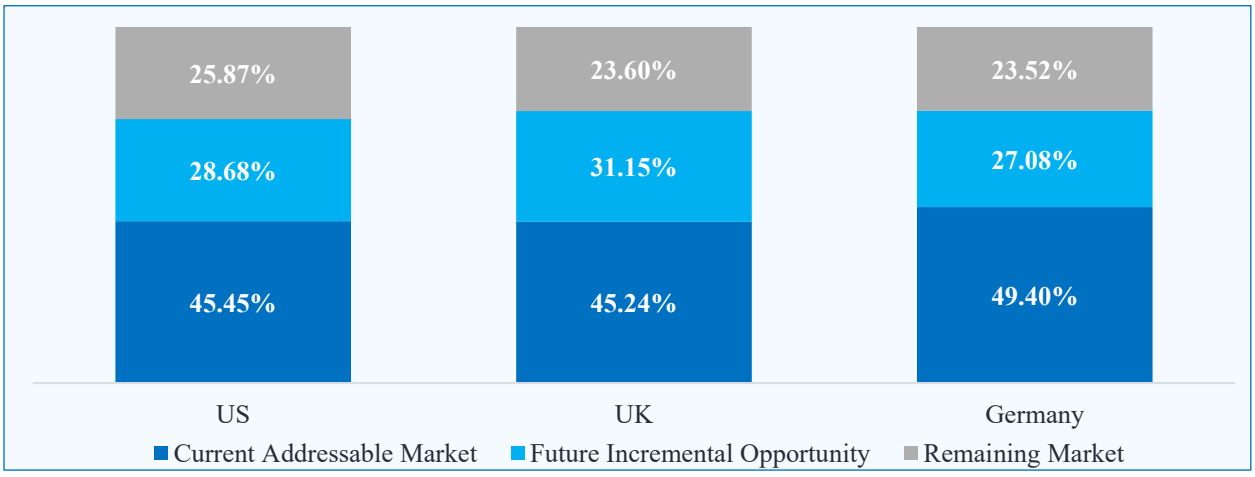
Once manufacturing processes, analytical methods, and quality systems have been established for US regulatory standards, manufacturers leverage the same core development platform to pursue approvals across regulated European markets such as the UK and Germany through jurisdiction-specific regulatory adaptations. This sequential expansion strategy improves returns on R&D investment, shortens development timelines for follow-on markets, and enables companies to maximize the commercial value of a single formulation across multiple regulated geographies.

ENCUBE'S GLOBAL TOPICAL ADDRESSABLE MARKET

Encube has established a meaningful presence across the three largest regulated Rx topical markets and is positioned to expand its addressable opportunity through a combination of conventional ANDA[8] filings, Paragraph IV[9] opportunities, and entry into adjacent complex dosage forms.

For Encube, total addressable market (TAM) refers to the cumulative market value of Rx topical products that the company is capable of developing, manufacturing, and commercializing based on its existing and planned formulation, manufacturing, and regulatory capabilities. Across the US, UK, and Germany, Encube's current addressable market amounted to USD 8 billion in Fiscal 2026. Based on products already under development and identified capability additions, this opportunity is expected to expand to USD 13 billion, increasing the company's addressable coverage for generics products from 45.45% to 74.13% of the topical generics market demand in the US market, 45.24% to 76.40% of the UK market and 49.40% to 76.48% of the German market in Fiscal 2026 (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only).

Exhibit 2.9: Encube's Global Rx Topical TAM: Fiscal 2026 Addressable Opportunity by Country (%)



[8] Abbreviated New Drug Application (ANDA) is a regulatory submission made to the FDA seeking approval to market a generic version of an already-approved brand-name drug.

[9] A certification included within an ANDA in which the generic applicant asserts that a patent listed against the brand-name drug is either invalid, unenforceable, or will not be infringed by the generic product.

Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly value (USD MNF) sales data for US, UK and Germany; Data period: MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE);Attribute: International Prescription Status; in each case reflecting estimates of real-world activity. Copyright IQVIA. All rights reserved*

Notes: *Addressable market refers to Encube's manufacturing capability across different topical dosage forms. Global in this context refers only to the US, UK, and Germany markets assessed.*

The US remains the primary driver of future expansion for Encube. As of Fiscal 2026, the company had built a pipeline of 68 ANDAs and equivalent regulatory filings across the US, UK, and Germany, spanning commercialized products approved but not yet commercialized products, filed applications awaiting approval, and products under development. Collectively, these pipeline assets across current and future capabilities represented an additional USD 6.6 billion of addressable market in Fiscal 2026, including USD 6.2 billion in the US (of which USD 1.4 billion represents 51 approved and commercialized ANDAs), USD 0.2 billion in the UK, and USD 0.2 billion in Germany (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only).

Within the current and future TAM of approved, filed, and under development products of USD 6.2 billion for the US in Fiscal 2026, Encube is additionally pursuing higher-value opportunities beyond conventional generic filings, through Paragraph IV filings. The company has already filed Paragraph IV applications targeting products representing USD 0.6 billion of Fiscal 2026 market value. A further USD 1.5 billion of Paragraph IV opportunities are currently under development, providing a differentiated pipeline beyond traditional post-patent generic launches (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only).

Future portfolio expansion is also diversified across multiple dosage forms rather than concentrated within conventional semisolids. Within the Fiscal 2026 TAM for Encube for approved, filed, and under development products in the US and based on Fiscal 2026 market value, creams accounted for the largest opportunity under development at USD 1.9 billion, followed by hormonal transdermal patches at USD 1.3 billion, liquids, lotions, and solutions at USD 0.7 billion, gels at USD 0.5 billion, hormone topicals at USD 0.4 billion, ointments at USD 0.4 billion, vaginal drug delivery systems at USD 0.4 billion, and non-hormonal transdermal patches at USD 0.4 billion (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only). While creams continue to represent the largest opportunity, hormone-based topical therapies account for a substantial proportion of the future pipeline illustrating Encube's progression beyond traditional dermatology into more complex drug-delivery platforms with higher technical barriers, and comparatively lower competitive intensity.

Exhibit 2.10: Encube's US Rx Topical TAM: FY26 Addressable Opportunity by Dosage Form (USD billion)

Formulation Type	FY26 Value (USD Bn)	Encube Portfolio Overlap FY26 (USD Bn)
Gel	0.8	0.5
Liquids/Solutions/Lotions	1.1	0.7
Cream	3.1	1.9
Ointment	0.9	0.4
Hormonal Transdermal Patches	1.3	1.3
Vaginal Devices	0.6	0.4
Hormone Topicals	0.4	0.4
Non-hormonal Transdermal Patches	1.2	0.4

Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly value (USD MNF) sales data for the US; Data period: MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE); Attribute: International Prescription Status; in each case reflecting estimates of real-world activity. Copyright IQVIA. All rights reserved*
Notes: *Excludes others, which include aerosols, foam, paste, powder, and similar formats.*

US TOPICAL MOLECULE PHARMA MARKET

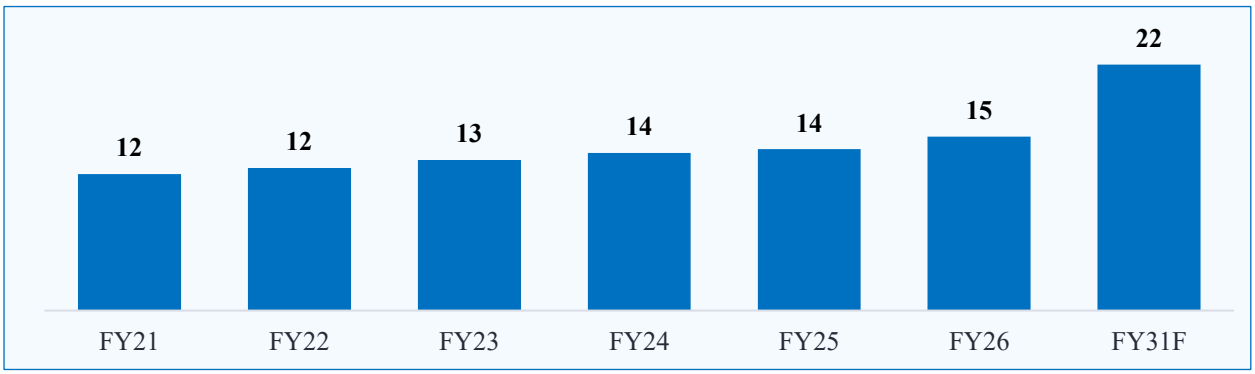
The US is the world's largest and most commercially attractive topical pharmaceutical market, accounting for approximately one-quarter of global market value. Its combination of premium pricing, high prescription intensity, advanced regulatory pathways and early adoption of complex formulations makes it the primary commercialization market for both innovator products and complex topical generics.

MARKET OVERVIEW

The market occupies a disproportionately important position within the global pharmaceutical industry. Although the US represents less than 5% of the world's population, it accounts for nearly half of global pharmaceutical expenditure, supported by higher treatment intensity, broader specialist access, favorable reimbursement mechanisms and substantially higher average selling prices than most international markets. These characteristics also make the US the principal value pool for topical pharmaceuticals and the primary destination for investment in new product development.

The US topical molecule market increased from USD 12 billion in Fiscal 2021 to USD 15 billion in Fiscal 2026 and is projected to reach USD 22 billion by Fiscal 2031F, representing a Fiscal 2021-Fiscal 2026 CAGR of 4.97% and a Fiscal 2026-Fiscal 2031F CAGR of 7.18% (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2024 to MAT MAR 2026). Growth has been driven by rising demand across chronic dermatological conditions and continued expansion of therapeutic options within topical drug delivery.

Exhibit 3.1: US Topical Molecule Pharma Market, Value, Fiscal 2021–Fiscal 2031F (USD Billion)



Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly value (USD MNF) sales data for the US; Data period: MAT Mar 24 to MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE); in each case reflecting estimates of real-world activity. Copyright IQVIA. All rights reserved.*

Non-IQVIA sources: Data for period FY21-FY23 and forecast of future activity (FY31F) prepared by Frost & Sullivan

Notes: *F = Forecast.*

The US remains by far the largest single contributor to global topical demand. Of the USD 59 billion global topical molecule market in Fiscal 2026, the US alone represented 25.71%, or USD 15 billion, a concentration that reflects the depth of its prescriber base, the scale of its consumer healthcare channel and its position as the primary launch market for new topical therapies.

Skin diseases affect approximately one in four Americans[10] and account for a substantial share of outpatient specialist consultations and prescription utilization. Chronic conditions such as atopic dermatitis, psoriasis, acne, rosacea, and fungal infections are characterized by recurrent disease progression, resulting in repeated treatment cycles and sustained prescription demand over many years. Topical therapies continue to occupy a central position within clinical management owing to their ability to deliver high local drug concentrations while minimizing systemic exposure, and remain first-line treatment across a broad range of inflammatory, infectious and hormone-related dermatological conditions, supporting stable utilization across both mature and emerging therapy areas.

Within topical pharmaceuticals specifically, higher treatment intensity, broader access to specialist dermatology care, favorable reimbursement for prescription therapies, and faster adoption of differentiated formulations contribute to substantially higher per-patient spending than most international markets.

Additionally, the US also occupies a central position in shaping the global topical industry ecosystem. The FDA has historically been the first major regulator to establish product-specific guidance for complex topical generics, while US commercialization economics often determine global development priorities for both innovator and generic manufacturers. Consequently, regulatory approval and commercial success in the US frequently serve as the foundation for subsequent expansion into Europe and other regulated markets.

For topical manufacturers, participation in the US market therefore represents more than access to the largest revenue pool; it provides regulatory validation, commercial scale and a platform for international expansion across other major pharmaceutical markets.

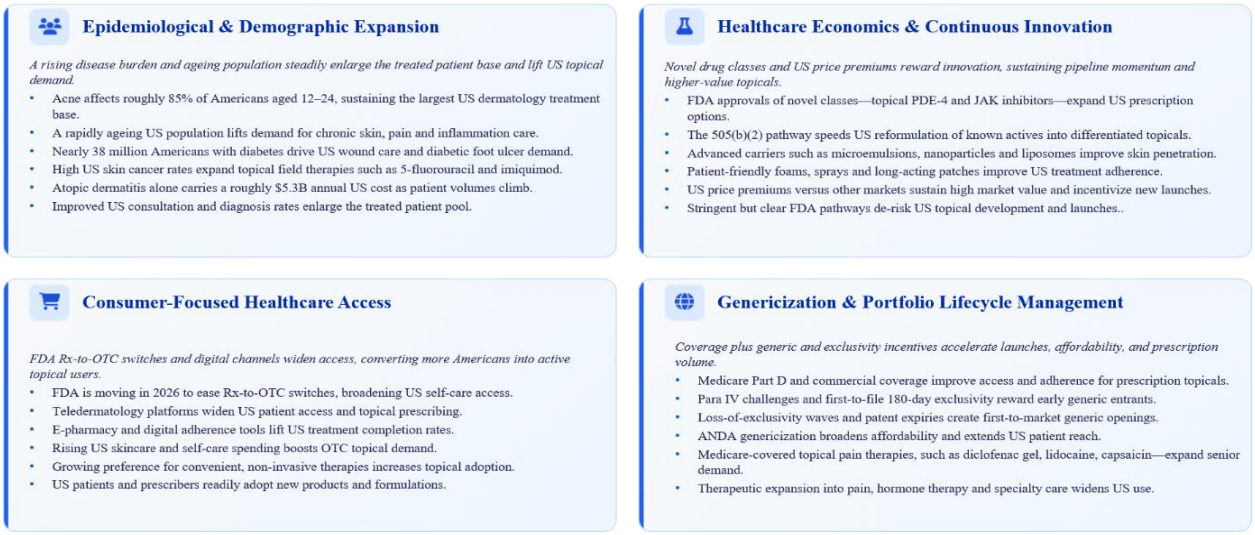
[10] American Academy of Dermatology

GROWTH DRIVERS OF THE US TOPICAL DRUG MARKET

The US topical drug market benefits from a combination of demand growth and market-specific commercial advantages. Rising prevalence of chronic dermatology conditions, rapid adoption of novel topical therapies, increasing consumerization of care, and a predictable pipeline of loss-of-exclusivity opportunities collectively create a larger, faster-growing, and more innovation-driven market than most other regulated geographies.

Growth in the US topical market is reinforced by four dynamics. A growing burden of chronic and age-related skin diseases continues to expand the treated patient pool, while novel mechanisms, delivery technologies, and regulatory pathways such as 505(b)(2)[11] are accelerating product innovation and premiumization. At the same time, Rx-to-OTC switches, tele-dermatology, and increasing consumer engagement in self-care are broadening access and increasing treatment penetration. Overlaying these demand drivers is a highly attractive generic opportunity set created by recurring patent expiries, Paragraph IV opportunities, and 180-day exclusivity incentives, which continue to stimulate investment and new product launches across the topical segment.

Exhibit 3.2: Key Growth Drivers of the US Topical Market



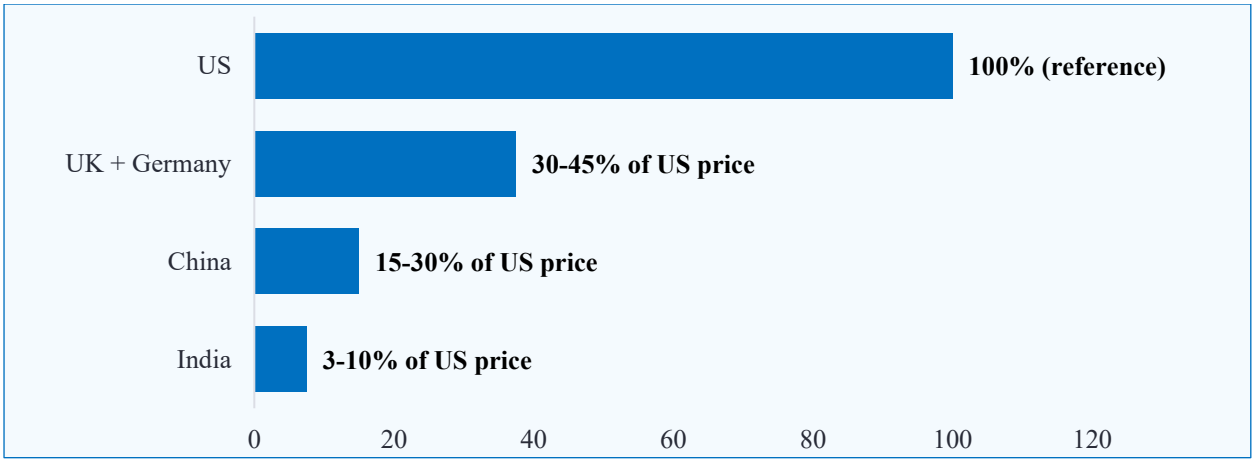
Source: *Frost & Sullivan*

Topical growth in the US also compounds faster than in most other regulated markets[12], in part because branded and specialty topical products command a substantial price premium once launched. For the same product, the US consistently fetches a materially higher price than other regulated and emerging markets, reflecting differences in payer structures, launch sequencing and competitive intensity.

Exhibit 3.3: Product Price Level, US versus Other Regions, Average (% of US Price for the Same Product)

[11] A 505(b)(2) application is an NDA that contains full reports of investigations of safety and effectiveness, where at least some of the information relied upon was not conducted by or for the applicant and for which the applicant has not obtained a right of reference or use. Products approved via this pathway may receive 3 years of regulatory exclusivity when supported by new clinical investigations essential to approval.

[12] Regulated markets, as defined by the World Health Organization's (WHO) 'Stringent Regulatory Authority' (2022) and 'WHO Listed Authorities' (2025) designations, include 39 countries as of 2025. All other countries are classified as emerging markets and include semi-regulated and unregulated markets.



Source: *Industry KOL interviews; Frost & Sullivan*

Notes: *Representative average when all other factors, including years since patent expiry, number of generic entrants, identical Active Pharmaceutical Ingredient (API) and formulation, similar pack size and strength, and comparable manufacturing source, remain comparable.*

This pricing advantage sits alongside a comparatively less crowded competitive field than most other dosage forms. Measured by the number of unique ingredient, dosage form, and route-of-administration combinations approved to date, topicals carried far fewer average applications per combination than oral solids or injectables, despite representing a substantial absolute volume of approvals. Fewer competitors per approved combination translates into a more attractive commercial opportunity for manufacturers capable of clearing the scientific and regulatory barriers to entry.

Exhibit 3.4 US Pharma Market, ANDA and NDA Approvals by Route of Administration, Till Fiscal 2026 (Number)

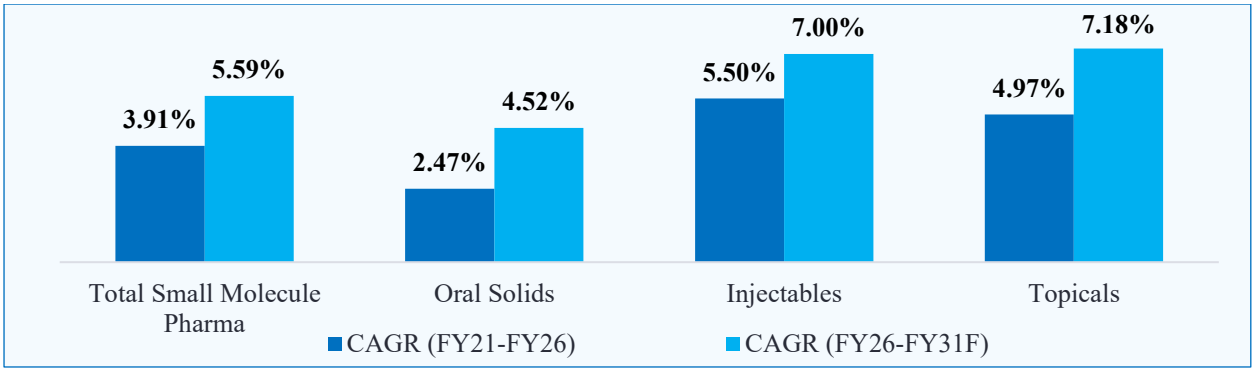
Route of Administration	Total (ANDA + NDA) (Rx + OTC)	Unique Ingredient, Dosage Form, Route of Administration Combinations	Average Number of Applications
Oral Solids	17,789	1,657	11
Injectables	5,094	703	7
Topical	1,282	294	4
Ophthalmic	443	108	4
Nasal	357	107	3
Otic	39	12	3
Implant	24	16	2
Dental	13	4	3
Others	145	38	4

Source: *FDA Orange Book Analysis; Frost & Sullivan*

Notes: *Others include liquids, powders, solutions, and similar minor dosage forms. Data based on combination of ingredient, dosage form and route of administration; includes only active products; data as of 15 April 2026.*

Topicals also outgrew the broader US pharma market at both the category level and relative to other major dosage forms. Between Fiscal 2021 and Fiscal 2026, topicals expanded at a 4.97% CAGR, ahead of oral solids and just behind injectables, and are projected to accelerate to 7.18% between Fiscal 2026 and Fiscal 2031F, the fastest of the three major dosage forms and well ahead of the 5.59% rate expected for the overall market.

Exhibit 3.5: US Pharma Market, Dosage Form, Growth Rate, Fiscal 2021–Fiscal 2031F (%)



Source: *Frost & Sullivan*

Notes: *Excludes Others (inhalation, otic, rectal, vaginal and other dosage forms). F = Forecast.*

US TOPICAL MOLECULE PHARMA MARKET BY INNOVATION TYPE

The US topical molecule market operates through a dual innovation model in which novel therapies introduced through NDA and 505(b)(2) pathways replenish a substantially larger generic market dominated by ANDA approvals.

The US topical molecule market is structurally divided into innovator and generic products that operate under different commercial models but remain closely linked through the product lifecycle. Innovator products introduce new active ingredients, delivery technologies, formulations, or therapeutic indications and typically command premium pricing during periods of market exclusivity. Generic products expand patient access through lower-cost alternatives following expiry of patent and regulatory protections.

Despite continued innovation activity, the US topical molecule market remains predominantly generic. Generic products represented 57.81% of total market value in Fiscal 2026, while innovator products comprised the remaining 42.19%. The generic contribution is considerably higher on a prescription volume basis, reflecting broad payer preference for lower-cost alternatives and extensive substitution across mature dermatology therapies.

This market structure is also evident in FDA regulatory activity. As of Fiscal 2026, of the 2,269 active and discontinued FDA-approved topical prescription products identified, 73.03% comprised generic products approved through the ANDA pathway, while innovator products made up the remaining 26.97% through NDA approvals. The cumulative generic-to-innovator ratio across the category emphasizes the extent of generic penetration achieved following decades of patent expiry across major dermatology products.

Exhibit 3.6: FDA-Approved Topical Rx Products, Status, Till Fiscal 2026 (Number)

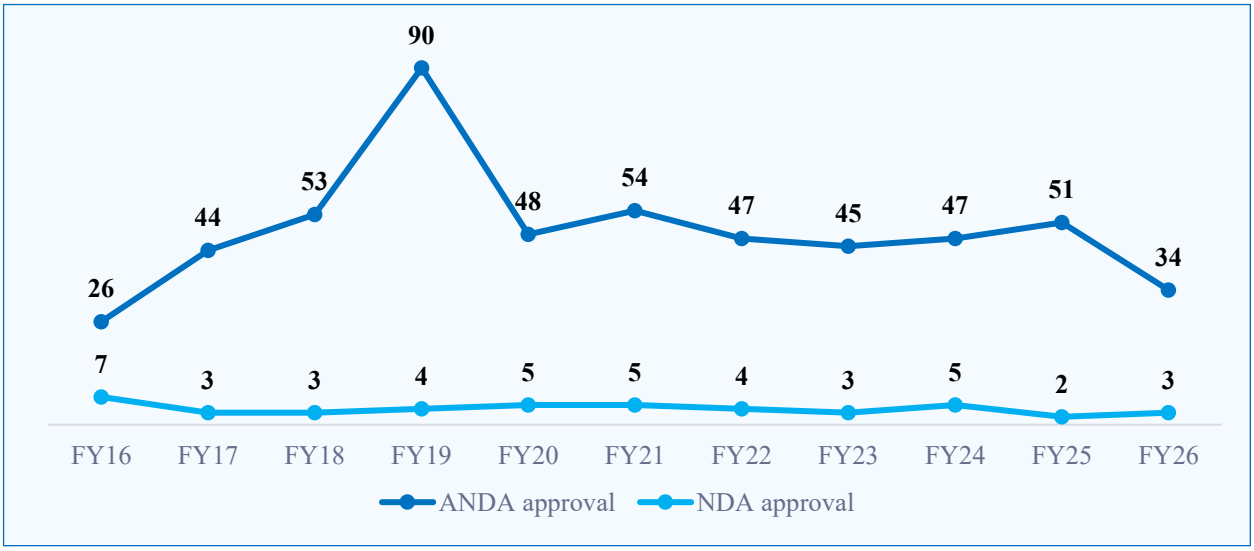
Innovation Status	Active Rx	Discontinued	Total
Generics (ANDA)	908	749	1,657
Innovators (NDA)	244	368	612

Source: *FDA Orange Book Analysis; Frost & Sullivan*

Notes: *Data based on combination of ingredient, dosage form and route of administration; includes only active products; period till Fiscal 2026 (31 March 2026); data as of 15 April 2026.*

The imbalance widened over time. Annual topical ANDA approvals consistently exceeded NDA approvals over the past decade, increasing from 26 approvals in Fiscal 2016 to a peak of 90 approvals in Fiscal 2019, before stabilizing in the mid-to-high forties during Fiscal 2024-Fiscal 2026, whereas annual topical NDA approvals remained in the low single digits throughout the period.

Exhibit 3.7: FDA-Approved Topical Rx Products, Innovation Status, Count, Fiscal 2016–Fiscal 2026 (Number)



Source: *FDA Orange Book Analysis; Frost & Sullivan*

Notes: *Data based on combination of ingredient, dosage form and route of administration; data as of 15 April 2026.*

While new molecules continue to feed the pipeline, innovation within the US topical molecule market is also being driven through the 505(b)(2) regulatory pathway, which allows customers to leverage existing safety and efficacy data while introducing differentiated formulations, delivery technologies, strengths or therapeutic indications. Topical products are well suited to this pathway because formulation characteristics directly influence drug delivery, patient adherence and clinical outcomes. As exclusivity periods expire, these products expand the future opportunity set for generic manufacturers by creating a steady pipeline of new molecules available for development. Integrated generics companies with in-house development, manufacturing, and commercialization capabilities are better positioned to capture these opportunities, as they retain greater control over the value chain, accelerate product launches, and achieve stronger operational efficiencies than non-integrated or siloed competitors.

US TOPICAL MOLECULE PHARMA MARKET BY PRESCRIPTION STATUS

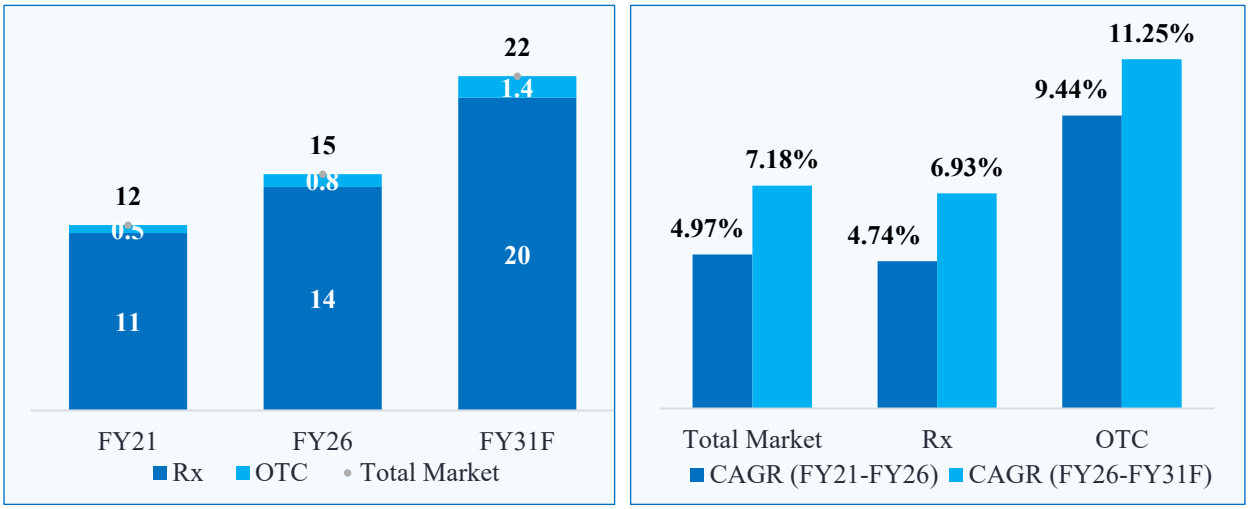
The US topical molecule market remains heavily prescription-led, reflecting the clinical complexity of major dermatology conditions and the reimbursement environment supporting physician-managed therapies, although OTC products are expected to grow faster over the forecast period.

In Fiscal 2026, prescription products represented USD 14 billion of the US topical molecule market in Fiscal 2026, making up almost 94.63% of total market value, while OTC products contributed the remaining USD 0.8 billion (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only). This prescription concentration is substantially higher than in the global topical small molecule market, where self-medication and consumer healthcare products account for a larger share of spending.

The market composition is closely aligned with the underlying disease profile and reimbursement landscape. Chronic conditions such as atopic dermatitis, psoriasis, rosacea, autoimmune skin disorders and severe acne frequently require physician diagnosis, treatment escalation and long-term disease management, sustaining demand for prescription-strength corticosteroids, calcineurin inhibitors, retinoids, immunomodulators and other specialty topical therapies. Many of the highest-value topical products also incorporate differentiated formulations, higher-potency strengths or novel mechanisms of action that remain confined to prescription use.

Commercial incentives further reinforce this concentration. Insurance reimbursement, formulary management and generic substitution policies have established prescription generics as the dominant treatment pathway across many mature topical categories.

Exhibit 3.8: US Topical Molecule Pharma Market by Prescription Status, Value & CAGR, Fiscal 2021, Fiscal 2026 and Fiscal 2031F (USD Billion, %)



Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly value (USD MNF) sales data for the US; Data period: MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE); Attribute: International Prescription Status; in each case reflecting estimates of real-world activity. Copyright IQVIA. All rights reserved.*
Non-IQVIA sources: Data for period FY21 and forecast of future activity (FY31F) prepared by Frost & Sullivan

Notes: *All non-Rx products are assumed to be OTC. The OTC market presented here is limited to medicated OTC products regulated as pharmaceutical drugs; non-medicated consumer healthcare products are excluded.*

However, growth trends differ from the current value split. The OTC segment is projected to grow at a CAGR of 11.25% between Fiscal 2026 and Fiscal 2031F, compared with 6.93% for prescription products over the same period[13]. A similar pattern was observed during Fiscal 2021-Fiscal 2021, when OTC products expanded at 9.44% annually, compared with 4.74% growth for prescription therapies.

This faster growth is attributable to gradual expansion of self-care and preventive dermatology, increasing consumer willingness to manage milder conditions outside physician settings, and continued Rx-to-OTC switching following establishment of long-term safety profiles for selected molecules. Digital health platforms and tele-dermatology services have also improved patient awareness and accelerated treatment initiation for common dermatological conditions, supporting growth across both prescription and OTC channels.

Despite this faster growth trajectory, prescription products are expected to remain the dominant component of the US topical molecule market over the forecast period, reinforced by continued introduction of novel prescription therapies, reimbursement for chronic dermatology conditions and sustained generic penetration following future loss-of-exclusivity events.

US TOPICAL RX MOLECULE PHARMA MARKET BY DOSAGE FORM

Creams and ointments represent the largest share of the US topical molecule prescription market, while the highest growth rates are concentrated in transdermal systems and vaginal and intrauterine drug-device products that require more sophisticated delivery technologies and regulatory evidence packages.

The US topical molecule prescription market spans a broad range of dosage forms including creams, ointments, gels, lotions, solutions, sprays, foams, transdermal patches, vaginal delivery systems and intrauterine delivery systems, each optimized for different therapeutic objectives, anatomical sites and drug delivery requirements.

In Fiscal 2026, creams remained the largest formulation segment, representing USD 3 billion (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only). Their position reflects broad utilization across corticosteroids, anti-infectives and inflammatory dermatology therapies, where cosmetic acceptability, ease of application, and suitability for chronic use support patient adherence. However, the growth in this segment is

[13] Growth estimates for the OTC segment reflect only the products included within the study scope, which collectively account for less than 6% of the total OTC topical market.

expected to moderate to 1.57% CAGR between Fiscal 2026 and Fiscal 2031F, consistent with high generic penetration and a mature competitive landscape.

Exhibit 3.9: US Topical Rx Molecule Pharma Market, Formulation Type, Fiscal 2026 Value and Fiscal 2026-Fiscal 2031F Growth Rate, Grouped by Manufacturing Complexity

Formulation Type	Fiscal 2026 Value (USD Bn)	CAGR (Fiscal 2026-Fiscal 2031F)	Complexity
Gel	0.8	3.00%	*Lower complexity*
Liquids/Solutions/Lotions	1.1	2.00%	
Cream	3.1	1.57%	
Ointment	0.9	1.50%	
Hormonal Transdermal Patches	1.3	14.00%	*Higher complexity*
Vaginal Devices	0.6	10.00%	
Hormone Topicals	0.4	6.50%	
Non-hormonal Transdermal Patches	1.2	6.00%	

Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly value (USD MNF) sales data for the US; Data period: MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE); Attribute: International Prescription Status; in each case reflecting estimates of real-world activity. Copyright IQVIA. All rights reserved.*
Non- IQVIA sources: Data for forecast of future activity (FY31F) prepared by Frost & Sullivan

Notes: *Excludes others, which include aerosols, foam, paste, powder, and similar formats. Rows are grouped by manufacturing complexity, with lower-complexity formats (gels, liquids/solutions/lotions, creams and ointments) shaded lighter and higher-complexity formats (hormone patches, vaginal devices, hormone topicals and transdermal patches) shaded darker.*

Additionally, ointments, gels, lotions, and topical solutions also continue to account for a substantial proportion of prescription volumes across dermatology. Ointments remain widely used where occlusion improves drug penetration, while gels and solutions are preferred in hair-bearing areas and acne therapies owing to faster drying times and lower residue following application.

However, the fastest-growing segments are concentrated in hormone therapies and advanced delivery systems. Hormonal transdermal patches are projected to grow at 14.00% CAGR between Fiscal 2026 and Fiscal 2031F, aided by increasing utilization in hormone replacement therapy and contraception applications. Transdermal delivery enables controlled drug release over several days, reduces fluctuations in plasma concentrations, and avoids first-pass hepatic metabolism associated with oral administration. At the same time, hormone topicals are set to expand at a CAGR of 6.50% from a base of USD 0.4 billion in Fiscal 2026. Growth is expected to be supported by increasing demand for hormone replacement therapies and continued outsourcing of specialized topical manufacturing. Against this backdrop, Encube's current portfolio covers 100% of the US Rx hormone topicals market in terms of volume in Fiscal 2026. (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only).

Vaginal and intrauterine delivery systems, including hormonal vaginal rings and intrauterine drug delivery products, are expected to grow at 10.00% annually over the same period. These products combine localized or targeted drug delivery with prolonged duration of action and reduced systemic exposure, reinforcing their increasing use in contraception and hormone therapy applications.

But the development requirements for these products differ from conventional creams and ointments. Transdermal systems require precise control of membrane permeability, adhesive performance, drug diffusion kinetics, and skin permeation characteristics to ensure consistent drug delivery throughout the wear period. Vaginal rings and intrauterine systems combine pharmaceutical formulation with polymer engineering and device design, requiring manufacturers to control drug release rates over periods ranging from weeks to years while maintaining mechanical integrity and patient usability.

Regulatory expectations increase alongside delivery complexity. In addition to demonstrating pharmaceutical equivalence, transdermal products frequently require comparative adhesion studies, residual drug content assessments, pharmacokinetic evaluations, and wearability studies. Vaginal and intrauterine delivery systems are generally reviewed as combination products and require evidence covering both pharmaceutical performance and device functionality. As a result, competitor pools for transdermal and drug-device topical products remain smaller than those observed for conventional semisolid formulations, even after loss of exclusivity of the reference product.

MARKET OVERVIEW OF KEY MOLECULES[14]

The molecules selected for detailed evaluation represented one-third of US topical prescription volumes across Fiscal 2024-Fiscal 2026 and spanned the largest therapeutic categories within topical medicine, including corticosteroids, anti-infectives, antifungals, hormone therapies, analgesics and local anesthetics. Although several molecules exist across multiple dosage forms and strengths, commercial demand is concentrated in a small number of formulation-strength combinations that make up the majority of market volumes and represent the primary competitive battleground for generic manufacturers.

The selected molecule set represents one of the largest and most commercially relevant portions of the US topical prescription market. The ten molecules evaluated in this report together accounted for approximately 33% of US topical prescription market volume (284 million units in Fiscal 2026) across Fiscal 2024-Fiscal 2026 (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2024 to MAT MAR 2026 only). The group is led by corticosteroids, including triamcinolone acetonide and clobetasol propionate, anti-infectives including mupirocin and clindamycin, antifungals such as ketoconazole and ciclopirox, hormone therapies including testosterone and estradiol products, analgesics such as diclofenac, and local anesthetics such as lidocaine combinations. These molecules together span dermatology, musculoskeletal pain management, anti-infective therapy, and hormone replacement applications, covering some of the largest therapy areas within topical medicine.

Exhibit 3.10: Key US Topical Rx Products, Summary, Fiscal 2024–Fiscal 2026

Molecule	Therapy Area (Indication)	Fiscal 2024 Units (Mn)	Molecule Fiscal 2024 Share	Fiscal 2026 Units (Mn)	Molecule Fiscal 2026 Share	Encube Share, Fiscal 2024	Encube Rank, Fiscal 2024	Encube Share, Fiscal 2026	Encube Rank, Fiscal 2026
Triamcinolone Acetonide	Anti-psoriasis (Inflammatory)	29	11.00%	29	10.12%	0.12%	12	17.47%	2
Mupirocin	Anti-Infective (w/o TC) (Anti-bacterial)	16	6.07%	18	6.37%	0.18%	6	4.24%	5
Ketoconazole	Anti-Infective (w/o TC) (Anti-fungal)	13	4.84%	14	5.08%	10.17%	4	18.13%	2
Clobetasol	Anti-Infective (with TC) (Inflammatory)	11	3.99%	12	4.22%	37.10%	1	45.68%	1
Clindamycin	Anti-Infective (w/o TC) (Anti-bacterial)	7	2.75%	8	2.96%	23.33%	2	31.70%	1
Metronidazole	Anti-Infective (w/o TC) (Anti-bacterial)	4	1.45%	4	1.45%	0.15%	14	15.07%	3
Testosterone	Hypogonadism	4	1.40%	4	1.44%	8.27%	5	29.34%	1
Ciclopirox	Anti-Infective (w/o TC) (Anti-fungal)	3	1.29%	4	1.33%	0.75%	7	35.55%	1
Mesalazine	Gastroenterology (Inflammatory)	2	0.62%	2	0.62%	5.21%	4	27.60%	2
Permethrin	Anti-parasitic (Head/Scalp)	1.0	0.36%	0.9	0.32%	49.74%	1	51.80%	1

[14]US market analysis for individual companies and products is based primarily on volume metrics rather than reported sales values. In the US pharmaceutical market, list prices are subject to a complex system of manufacturer rebates, payer negotiations, pharmacy benefit manager (PBM) fees, chargebacks, and other post-sale adjustments, resulting in substantial differences between gross and net sales values. As these commercial arrangements vary by company, product, channel and payer mix, volume metrics provide a more consistent and comparable indicator of underlying market demand and competitive dynamics.

Molecule	Therapy Area (Indication)	Fiscal 2024 Units (Mn)	Molecule Fiscal 2024 Share	Fiscal 2026 Units (Mn)	Molecule Fiscal 2026 Share	Encube Share, Fiscal 2024	Encube Rank, Fiscal 2024	Encube Share, Fiscal 2026	Encube Rank, Fiscal 2026
Sub-Total		**90**		**96**					
Total		**267**		**284**					

Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly volume (Units) sales data for the US; Data period: MAT Mar 24 to MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE); in each case reflecting estimates of real-world activity. Copyright IQVIA. All rights reserved*

Notes: *Share is of the total US Rx topical market by volume. Does not include combination products or molecules with other salts. Unit refers to the sellable unit such as pack, sheet, tubes, bottles, etc. Encube rank reflects position among all companies selling that molecule.*

Demand within each molecule is further concentrated in a small number of dosage-form and strength combinations. For several of the molecules above, one or two presentations make up the substantial majority of volume, reinforcing the extent to which competitive intensity, regulatory complexity and commercial relevance vary even within a single molecule's addressable market.

Exhibit 3.11: Key US Topical Molecules, Concentration by Dosage Form and Strength, Fiscal 2026

Molecule	Dosage Form	Strength	Fiscal 2026 Units (Mn)	Fiscal 2026 Share of Total Product Market	Collective Share in Fiscal 2026 Across Relevant Combinations
Triamcinolone Acetonide	MSA	0.05%	0.0	0.16%	**76.20%**
	MSA	0.1%	8	28.54%	
	MTA	0.1%	14	47.50%	
Mupirocin	MSA	2%	18	98.64%	**99.89%**
	MTA	2%	0.2	1.25%	
Ketoconazole	MTA	2%	6	43.28%	**43.28%**
Clobetasol	MGA	0.05%	3	22.36%	**91.93%**
	MSA	0.05%	4	32.30%	
	MTA	0.05%	4	37.27%	
Clindamycin	MGA	1%	2	19.07%	**80.16%**
	MGS	1%	3	33.81%	
	MVA	1%	2	27.27%	

Molecule	Dosage Form	Strength	Fiscal 2026 Units (Mn)	Fiscal 2026 Share of Total Product Market	Collective Share in Fiscal 2026 Across Relevant Combinations
Metronidazole	MVA	0.75%	0.6	15.76%	**15.76%**
Testosterone	JVN	250 mg/dose	0.3	6.72%	**40.99%**
	JVN	50 mg/dose	0.6	14.39%	
	JVN	62.5 mg/dose	0.2	4.31%	
	JVP	1.52 g/dose	0.6	15.57%	
Ciclopirox	MGD	8%	2	50.70%	**50.70%**
Mesalazine	HGX	4G	1	66.37%	**66.37%**
Permethrin	MTA	5%	0.9	100.00%	**100.0%**
Total			**72**	**74.86%**	**74.86%**

Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly volume (Units) sales data for the US; Data period: MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE); Attribute: International Strength; in each case reflecting estimates of real-world activity.*

Notes: *Share is of total volume for that molecule across all dosage forms and strengths in Fiscal 2026. Collective share reflects the combined share of the listed dosage-form and strength combinations for that molecule, illustrating the extent to which demand concentrates in a limited number of presentations.*

Exhibit 3.12A: Encube's Competitive Position by Specific Strength and Dosage-Form Combination, Fiscal 2024-Fiscal 2026

Triamcinolone Acetonide

Dosage Form	Strength	FY24 Encube Share	FY24 # of Companies	FY24 Encube Rank	FY26 Encube Share	FY26 # of Companies	FY26 Encube Rank	Encube CAGR	Market CAGR	Launch Year
MSA	0.05%	52.96%	4	1	70.74%	5	1	33.84%	15.80%	2020
MSA	0.1%	0.23%	4	6	36.06%	7	1	1,180.36 %	3.32%	2024
MTA	0.1%	-	7	-	14.87%	9	3	-	-3.05%	2024

Mupirocin

Dosage Form	Strength	FY24 Encube Share	FY24 24 # of Companies	FY24 Encube Rank	FY26 Encube Share	FY26 26 # of Companies	FY26 Encube Rank	Encube CAGR	Market CAGR	Launch Year
MSA	2%	-	4	-	3.83%	5	5	-	5.63%	2025
MTA	2%	13.49%	6	4	36.75%	5	1	66.99%	1.19%	2021

Ketoconazole

Dosage Form	Strength	FY24 Encube Share	FY24 # of Companies	FY24 Encube Rank	FY26 Encube Share	FY26 # of Companies	FY26 Encube Rank	Encube CAGR	Market CAGR	Launch Year
MTA	2%	22.16%	6	3	41.88%	5	1	40.90%	2.49%	2021

Clobetasol

Dosage Form	Strength	FY24 Encube Share	FY24 # of Companies	FY24 Encube Rank	FY26 Encube Share	FY26 # of Companies	FY26 Encube Rank	Encube CAGR	Market CAGR	Launch Year
MGA	0.05%	0.00%	6	-	10.60%	6	4	-	8.30%	2024
MSA	0.05%	56.70%	7	1	57.38%	7	1	7.05%	6.42%	2020
MTA	0.05%	51.62%	6	1	66.47%	6	1	21.50%	7.07%	2020

Clindamycin

Dosage Form	Strength	FY24 Encube Share	FY24 24 # of Companies	FY24 Encube Rank	FY26 Encube Share	FY26 26 # of Companies	FY26 Encube Rank	Encube CAGR	Market CAGR	Launch Year
MGA	1%	23.64%	5	2	22.74%	6	2	-5.21%	-3.33%	2019
MGS	1%	25.42%	6	2	39.75%	5	1	43.67%	14.89%	2022
MVA	1%	36.58%	8	1	51.06%	9	1	23.81%	4.81%	2021

Metronidazole

Dosage Form	Strength	FY24 Encube Share	FY24 24 # of Companies	FY24 Encube Rank	FY26 Encube Share	FY26 26 # of Companies	FY26 Encube Rank	Encube CAGR	Market CAGR	Launch Year
MVA	0.75%	0.00%	2	-	14.76%	3	3	-	1.28%	2025

Testosterone

Dosage Form	Strength	FY24 Encube Share	FY24 24 # of Companies	FY24 Encube Rank	FY26 Encube Share	FY26 26 # of Companies	FY26 Encube Rank	Encube CAGR	Market CAGR	Launch Year
JVN	250mg/ dose	24.89%	3	2	50.51%	2	1	51.23%	6.15%	2024
JVN	50mg/ dose	41.78%	4	1	50.63%	4	1	9.48%	-0.55%	2022
JVN	62.5mg/ dose	-	0	-	53.42%	2	1	-	-	2023
JVP	1.52g/ dose	-	1	-	99.53%	1	1	-	5,197.62 %	2023

Ciclopirox

Dosage Form	Strength	FY24 Encube Share	FY24 24 # of Companies	FY24 Encube Rank	FY26 Encube Share	FY26 26 # of Companies	FY26 Encube Rank	Encube CAGR	Market CAGR	Launch Year
MGD	8%	1.48%	3	3	70.11%	3	1	620.32%	4.72%	2024

Mesalazine

Dosage Form	Strength	FY24 Encube Share	FY24 24 # of Companies	FY24 Encube Rank	FY26 Encube Share	FY26 26 # of Companies	FY24 Encube Share	Encube CAGR	Market CAGR	Launch Year
HGX	4G	6.69%	3	2	41.58%	2	2	138.91%	-4.20%	2023

Permethrin

Dosage Form	Strength	FY24 Encube Share	FY24 24 # of Companies	FY24 Encube Rank	FY26 Encube Share	FY26 26 # of Companies	FY26 Encube Rank	Encube CAGR	Market CAGR	Launch Year
MTA	5%	49.74%	4	1	51.80 %	3	1	-1.09%	-3.07%	2019

Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly value (USD MNF) sales data for 84 licensed countries; Data period: MAT Mar 24 to MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE); Attribute: International Strength; in each case reflecting estimates of real-world activity. Copyright IQVIA. All rights reserved*

Notes: *Dosage form codes refer to standardized dosage-form and route-of-administration classifications. Rank and competitor counts reflect position within that specific strength and dosage-form combination by volume. "-" indicates Encube did not hold a qualifying volume share in the base year, making rank or CAGR not meaningful.*

Key characteristics of the selected molecules analyzed above:

Most leading molecules exist across multiple formulation formats and presentations. Commercial products are frequently available across creams, ointments, gels, lotions, foams, sprays, shampoos, topical solutions, and transdermal systems, depending on the intended site of administration and pharmacokinetic requirements. For example, Clobetasol alone is marketed in cream, ointment, lotion, shampoo, foam, spray and solution formulations, while testosterone products are commercialized primarily as gels and transdermal systems.

Market demand is concentrated in a limited number of strengths and presentations despite broad formulation availability. For corticosteroids such as clobetasol, the 0.05% concentration accounted for the large majority of Fiscal 2026 market demand across cream, ointment, lotion, and solution presentations. Anti-infective products similarly clustered around a small number of clinically established strengths, including mupirocin 2%, ketoconazole 2%, ciclopirox 0.77% and 1%, and clindamycin 1%. Hormone products showed a similar pattern, standardizing around a limited number of patch release rates and gel strengths. Consequently, the formulation-strength combinations selected for competitive analysis represented 74.86% of molecule-level market volumes in Fiscal 2026 despite comprising only a subset of approved presentations (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only).

Competitive intensity differs across formulation-strength combinations of the same molecule. Simple cream and ointment products often attract larger numbers of competitors following loss of exclusivity, while foams, sprays, shampoos, transdermal systems, and vaginal or intrauterine drug-device combinations continue to exhibit limited competitor pools many years after genericization. These requirements extend development timelines and reduce the number of successful entrants. As a result, most leading molecules remained concentrated among a small number of manufacturers in Fiscal 2026. Across the selected molecule set, the top five manufacturers frequently represented 70%-90% of market volumes, while relatively few manufacturers achieved more than 1% share within individual formulation-strength combinations (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2024 to MAT MAR 2026). This concentration reflects both technical barriers associated with topical development and commercial barriers associated with channel access and supply continuity.

Encube has established leadership positions across several of the above-analyzed topical opportunities despite competing against generic manufacturers with substantially broader portfolios and larger commercial footprints. In Fiscal 2026, the company ranked first in clobetasol ointment 0.05%, with 57.38% volume share within that specific formulation-strength combination and 45.68% share across the broader clobetasol molecule. Similar positions have been established in ciclopirox and clindamycin, where Encube

held molecule-level volume shares of 35.55% and 31.70%, respectively, in the same year (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only). These positions demonstrate the company's ability to build meaningful scale within individual topical niches in a relatively short span of time. This also highlights the advantages of formulation expertise, manufacturing quality and supply consistency, and focused portfolio execution within the US topical generics market.

In addition to these products, Encube has built a wide portfolio of 51 commercialized products in the US as of March 31, 2026 (on a cumulative basis), with 38 of its ANDAs representing the top three products by market volume share in Fiscal 2026 in the US topicals market. This strong competitive positioning was reflected in Fiscal 2026 rankings, with Encube holding the No. 1 position by volume share in 22 products, No. 2 in 11 products, and No. 3 in 5 products (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only).

COMPETITIVE LANDSCAPE AND BENCHMARKING IN THE ADDRESSABLE MARKET[15]

The US topical molecule generics market combines high concentration with high specialization. Leadership positions are held by a relatively small group of manufacturers with established topical development capabilities, dedicated semisolid manufacturing infrastructure, and longstanding commercial relationships across wholesalers and PBMs. Within this largely stable competitive set, growth has increasingly accrued to players expanding topical portfolios and filing activity as well as scaling up their operations to keep up with the growing volume demand.

The US topical molecule prescription market remains concentrated among a limited number of manufacturers. The top five players accounted for 59.21% of US topical prescription volumes in Fiscal 2026, while the next five contributed a further 18.00%, leaving only around one-quarter of market volumes distributed across the remainder of participants. Market concentration has remained relatively stable over Fiscal 2024-Fiscal 2026 despite shifts in positioning within the leading group, reflecting the high technical and commercial barriers associated with topical pharmaceuticals (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only).

Exhibit 3.13: US Topical Rx Pharma Market, Leading Players by Volume, Fiscal 2024–Fiscal 2026

Company	Fiscal 2024 Share (Rank)	Fiscal 2026 Share (Rank)	Volume CAGR (Fiscal 2024-Fiscal 2026)	Topical ANDAs Approved, Last 3 FY	% of Total Industry Topical ANDAs, Last 3FY
Company A	22.04% (Rank 1)	20.53% (Rank 1)	-2.43%	13	9.85%
Company B	13.43% (Rank 2)	13.29% (Rank 2)	0.63%	3	2.27%
Encube	5.43% (Rank 5)	12.18% (Rank 3)	51.42%	25	18.94%
Company C	8.32% (Rank 3)	8.24% (Rank 4)	0.67%	0	0.00%
Company D	4.67% (Rank 8)	4.97% (Rank 5)	4.28%	1	0.76%
Remaining 10 in Top 15	26.19%	26.96%	2.56%	9	6.82%

Source: *Based on internal analysis by Frost & Sullivan using data from the following source: IQVIA MIDAS® quarterly volume (Units) sales data for the US; Data period: MAT Mar 24 to MAT Mar 26; Market definition: NFC1: H(RECTAL SYSTEMIC), I(NASAL SYSTEMIC), J(OTHER SYSTEMIC), M(TOPICAL, DERMATOLOGICAL), N(OPHTHALMIC), P(OTIC), Q(NASAL TOPICAL), T(VAGINAL/INTRA-UTERINE);Attribute: International Prescription Status; in each case reflecting estimates of real-world activity. Copyright IQVIA. All rights reserved*

Notes: *Rank and share reflect position within the US Rx topical pharma market by volume. "Remaining 10 in Top 15" aggregates companies ranked 6th-15th.*

Encube has been the primary share gainer within the leading group. Encube increased US topical volumes at a CAGR of 51.42% between Fiscal 2024 and Fiscal 2026, moving from fifth to third position by volume share globally and becoming the only top-five player globally to deliver sustained double-digit growth over the period. The company's topical volume share increased

[15] For a more relevant peer benchmarking, top competitors have been identified in Encube's total addressable market, which already accounts for 67.16% of the US prescription topical molecule market by volume (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only).

from 5.43% to 12.18% during the same period, the largest gain among leading players globally despite an otherwise stable competitive structure[16] (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2024 to MAT MAR 2026 only). This makes Encube the third largest player by volume and the fastest growing player by volume amongst the top five topical generics players between Fiscal 2024 and Fiscal 2026.

Regulatory execution has become an increasingly important determinant of competitive position. Encube secured 25 topical ANDA approvals[17] during Fiscal 2024-Fiscal 2026, 18.94% of approvals generated by the top five competitors and the highest number of topical ANDA approvals among all players globally during the period. This compares with 13 approvals for the leading company and only three for second ranked. If the future market is likely to be driven by filing velocity and pipeline replenishment rather than by existing scale advantages alone, it could further shift shares in favor of companies with rapid pipeline expansion.

1. COMPETITIVE ARCHETYPES WITHIN US TOPICAL GENERICS

Diversified generic manufacturers: These companies operate across dosage forms and therapeutic areas such as oral solids, injectables, ophthalmic, respiratory products, to name a few, with topical products representing a small component of broader portfolios. Their advantages lie in manufacturing scale, procurement leverage, established commercial infrastructure, and PBM relationships. Topical portfolio expansion may compete internally with higher-priority therapeutic areas for capital allocation and development resources.

Dermatology-focused specialists: These companies, fewer in comparison, have a large proportion of their business concentrated in dermatology and topical formulations. Such companies benefit from deeper therapeutic understanding, stronger dermatologist relationships, and focused commercial execution, although portfolio diversification is typically lower than for large generic manufacturers.

Pure-play topical specialists: Encube occupies a differentiated position as the only major benchmarked player with a portfolio fully dedicated to topical delivery systems. Unlike diversified competitors, where topicals represent a peripheral dosage form, topical formulations constitute the company's core development and manufacturing platform. This concentration allows investment in specialized analytical methods, semisolid process technologies, scale-up capabilities, and regulatory expertise that often becomes difficult to justify economically for diversified manufacturers. This is also evident in its broad topical capability footprint among benchmarked companies.

As depicted below, Encube possesses the broadest range of commercial topical dosage forms across creams, gels, solutions, sprays, and transdermal systems among the assessed topical-focused global players as of March 31, 2026, maintaining exclusive strategic focus on topical drug delivery. The breadth of dosage forms covered positions the company to participate across both conventional semisolid opportunities and faster-growing complex topical categories.

Exhibit 3.14: US Topical Rx Generics: Selected Player Capability Benchmarking, Fiscal 2026

COMPANY PROFILES	TOPICAL FOCUS %	MANUFACTURING SITES & FOOTPRINT	TOPICAL DOSAGE FORMS OFFERED					OTHER KEY NON-TOPICAL DOSAGE FORMS	BUSINESS VERTICALS		
			CREAM	GEL	SOLN.	SPRAY	PATCH		TOPICAL CDMO	USGx	INBR
Encube Ethicals INTEGRATED TOPICAL SPECIALIST	**100.00 %**	**2 Sites** IN	✓	✓	✓	✓	✓	*None*	✓	✓	✓
Padagis SPECIALIZED DERMAT-OLOGY	**76.64%**	**6 Sites** US, IL	✓	✓	–	✓	–	Oral liquids, nasal, ophthalmic	✓	✓	–

16 Encube addresses 67.16% of the US Rx topical molecule market by volume in Fiscal 2026 through its current manufacturing capabilities. Identified capability additions are expected to extend this to 84.80% following planned expansion into additional dosage forms and technology platforms, leaving only around 15.20% of the market structurally outside its future capability envelope (Frost & Sullivan analysis using data from the following source: IQVIA MIDAS® quarterly volume sales data for the period MAT MAR 2026 only).

17 Refers to FDA Orange Book listings during Fiscals 2024-26 and does not include ANDAs that were acquired and successfully transferred to Encube.

COMPANY PROFILES	TOPICAL FOCUS %	MANUFACTURING SITES & FOOTPRINT	TOPICAL DOSAGE FORMS OFFERED					OTHER KEY NON-TOPICAL DOSAGE FORMS	BUSINESS VERTICALS		
			CREAM	GEL	SOLN.	SPRAY	PATCH		TOPICAL CDMO	USGx	INBR
Sun Pharma DIVERSIFIED PHARMA	**25.96%**	**43 Sites** US, IN, ZA, MA, AU, CA, IL, BD, HU, MY, RO, EG, NG, RU	✓	–	✓	–	–	Oral solids, injectables, oral liquids, ophthalmic, nasal	–	✓	✓
Glenmark Pharm DIVERSIFIED PHARMA	**8.27%**	**11 Sites** US, IN, AR, CZ	✓	✓	–	–	–	Oral solids, injectables, oral liquids, nasal	✓	✓	–
Teva DIVERSIFIED PHARMA	**7.69%**	**53 Sites** US, CA, IE, DE, HR	✓	–	✓	✓	✓	Oral solids, injectables, oral liquids, ophthalmic, nasal, others	–	✓	–
Macleods Pharma DIVERSIFIED PHARMA	**5.06%**	**8 Sites** IN	✓	–	✓	✓	–	Oral solids, injectables, oral liquids	–	✓	✓
Viona (Zydus subsidiary) DIVERSIFIED PHARMA	**NA**	**Unknown** US	✓	✓	✓	–	–	Oral solids, injectables, oral liquids	–	✓	–
Viatris DIVERSIFIED PHARMA	**9.92%**	**26 Sites** US, IN, IE, JP, ZA	–	✓	✓	–	–	Oral solids, injectables, oral liquids, ophthalmic, nasal	–	✓	✓
Alembic Pharma DIVERSIFIED PHARMA	**7.06%**	**9 Sites** IN	✓	✓	✓	–	–	Oral solids, injectables, ophthalmic	–	✓	✓

Source: *Company FDA filings, pipeline updates, investor reporting, and Frost & Sullivan analysis.*

Notes: *Category Definitions & Methodology - Integrated Topical Specialist: Highly focused operators with 100% of pipeline activities dedicated to semi-solids, leveraging synchronous triple-vertical execution (Contract Development and Manufacturing Organization (CDMO) services + US Rx generic formulation pipeline + domestic brand operations). Specialized Dermatology Player: Players specializing primarily in advanced, non-oral topical, dermal, and nasal solutions with highly specialized regional footprints. Diversified Pharma: Global or regional pharmaceutical players spanning diverse therapeutic blocks (oncology, biologics, oral formulations) alongside specialized dermatology segments. Country codes taken from ISO 3166-1 alpha-2.*

KEY CHALLENGES, ENTRY BARRIERS AND SUCCESS FACTORS

The US topical molecule generics market remains less competitive than most oral solid generic markets despite representing a large and fast-growing commercial opportunity. Scientific complexity, litigation risk, concentrated commercial channels and rapid post-launch pricing pressure collectively restrict participation to a small pool of manufacturers capable of sustaining investments across development, regulatory, manufacturing and commercialization. Long-term winners are therefore distinguished not by isolated product launches, but by their ability to repeatedly navigate these barriers across successive product cycles. Together, these barriers increase execution risk at every stage of the product lifecycle, creating meaningful challenges and threats to successful market entry, commercialization, and long-term competitive sustainability.

Bioequivalence complexity and specialized topical development capabilities: Topical generics remain among the most technically demanding segments within the pharmaceutical industry. Unlike oral solids, where systemic pharmacokinetic studies are generally sufficient to establish bioequivalence, topical products frequently require demonstration of qualitative (Q1), quantitative (Q2), and microstructural (Q3) equivalence to the reference product simultaneously. FDA expectations increased further following publication of the final Q3 guidance in March 2026, requiring comparative physicochemical and microstructural characterization for semisolid topical ANDAs. Where analytical characterization alone cannot establish equivalence, manufacturers frequently require large clinical endpoint studies involving more than 500 patients, making topical bioequivalence studies among the most expensive and operationally complex within generic pharmaceuticals. The challenge extends into commercial manufacturing, where small changes in homogenization conditions, shear rates, cooling profiles, mixing order or filling operations can alter droplet size distribution, rheology, drug release profiles and ultimately therapeutic performance. These requirements ensure low competition, and also only companies possessing in vitro release testing (IVRT), in vitro permeation testing (IVPT) dermal PK, Q3 characterization and semisolid process engineering capabilities can participate in opportunities which might be inaccessible to conventional generic manufacturers.

Patent barriers, Paragraph IV execution and exclusivity capture: Topical products frequently remain commercially protected well beyond expiry of primary composition-of-matter patents through secondary patents covering formulations, excipient systems, manufacturing processes, delivery technologies, methods of use and packaging configurations. Such lifecycle management strategies are particularly common within dermatology and hormone therapies, where formulation design itself often constitutes the principal source of differentiation. Studies suggest these secondary patent strategies can delay generic entry by approximately 2.5 years beyond expiry of the original patent. The principal mechanism for earlier entry remains the Paragraph IV pathway under Hatch-Waxman, allowing generic manufacturers to challenge innovator patents prior to expiry while potentially securing 180 days of first-filer exclusivity. Topicals account for 167 of the 1,608 Para IV opportunities historically filed in the US, more than 10% of all Para IV filings despite topicals accounting for a considerably smaller share of the overall pharmaceutical market. Approximately 57 topical products are expected to lose exclusivity between Fiscal 2021 and Fiscal 2032, creating a visible pipeline of future generic opportunities[18]. However, innovators can initiate litigation within 45 days of receiving a Paragraph IV notification, triggering an automatic stay of FDA approval for up to 30 months. Success in this segment therefore increasingly favors companies capable of combining formulation expertise, regulatory strategy, intellectual property management, and the financial capacity to absorb prolonged litigation cycles.

Pricing erosion and the requirement for continuous portfolio replenishment: The economics of generic pharmaceuticals deteriorate rapidly following additional competitor entry, creating a structural requirement for continuous portfolio renewal. FDA analyses indicate that entry of a single generic competitor reduces prices by approximately 30% relative to the innovator product, while markets with five generic competitors frequently experience price reductions approaching 85%. Topical products generally experience slower price erosion than oral solids because development complexity limits the number of participants, but the underlying economics remain unchanged once multiple ANDA holders enter the market. The commercial life of a product at premium margins is therefore often confined to the period between launch and entry of the third or fourth competitor. Manufacturers unable to continuously replenish their portfolios eventually experience revenue stagnation as mature products progressively commoditize. Successful topical manufacturers therefore combine aggressive ANDA filing strategies with broad molecule coverage and dosage-form diversification, allowing revenues from new launches and Para IV opportunities to offset inevitable erosion in older assets.

Formulary gatekeeping and PBM concentration: FDA approval alone does not guarantee commercial success within the US pharmaceutical market. Prescription access remains heavily concentrated among a small number of PBMs, wholesalers[19] and purchasing organizations that collectively determine formulary placement for insurers, employers and government healthcare programs. The pharmaceutical distribution channel is similarly consolidated, with McKesson, Cencora and Cardinal Health collectively accounting for approximately 90-95% of US pharmaceutical wholesale distribution, making access to these networks an important prerequisite for commercial scale. Without established rebate capabilities, contracting infrastructure and channel relationships, even approved generic products can struggle to achieve meaningful market penetration. The Department of Health and Human Services has highlighted that patent litigation uncertainty, labelling restrictions and direct-to-consumer advertising can continue to support branded utilization even after generic alternatives become available. These challenges are particularly relevant in dermatology, where products are predominantly prescribed in outpatient settings and physician prescribing behavior depends

18 FDA Paragraph IV Patent Certifications as accessed on 11th May 2026

19 Pharmaceutical wholesalers in US are the full-line pharmaceutical distributors that purchase prescription medicines from manufacturers, manage inventory and logistics, and distribute products to retail pharmacies, hospitals, health systems, specialty pharmacies, physician practices, and other healthcare providers across the US.

heavily on uninterrupted retail availability. Manufacturers with established relationships across PBMs, wholesalers, distributors and pharmacy chains therefore benefit from a competitive advantage that cannot be replicated quickly by new entrants irrespective of manufacturing capability.

Regulatory execution and manufacturing consistency: The cost of regulatory failure in topical pharmaceuticals is disproportionately high. FDA warning letters, import alerts or major inspection observations can disrupt supply, delay approvals and impair customer relationships for extended periods. The challenge is amplified for semisolid products because commercial consistency depends heavily on maintaining tightly controlled manufacturing parameters over large production runs. Variability in mixing conditions, viscosity profiles or raw material attributes can alter product microstructure sufficiently to trigger quality concerns or regulatory observations. Unlike oral solids, where process robustness is often easier to achieve, topical manufacturing requires sustained expertise in scale-up and process reproducibility. Manufacturers with strong inspection histories, multiple approved facilities and demonstrated FDA execution capability therefore possess an advantage not only in securing approvals but also in maintaining uninterrupted supply to wholesalers and pharmacy chains, an increasingly important differentiator in the US market.

API supply chain concentration and sourcing resilience: The pharmaceutical supply chain remains heavily concentrated geographically, exposing manufacturers to supply disruptions, geopolitical events and quality failures. As of 2024, only 24% of API manufacturing facilities supplying the US market were located within the United States, while approximately 53% of patented pharmaceutical products consumed domestically were manufactured outside the country. Only around 15% of patented APIs by volume were produced within the US. Topical products face additional vulnerabilities because changes in API suppliers often require extensive reformulation work and additional comparability exercises to demonstrate preservation of microstructural and release characteristics. Under 21 CFR 314.70, many supplier changes constitute major manufacturing changes requiring prior FDA approval before implementation[20]. Manufacturers with diversified supplier qualification strategies, long-term procurement arrangements and strong analytical capabilities are therefore better positioned to maintain supply continuity and minimize regulatory disruption during periods of global supply volatility.

Trade policy exposure and geopolitical uncertainty: Pharmaceutical supply chains have increasingly become subjects of industrial and trade policy, introducing a new layer of uncertainty for manufacturers dependent on imported APIs, intermediates and excipients. The April 2026 Executive Order issued under Section 232 of the Trade Expansion Act established a 100% ad valorem tariff on patented pharmaceutical products and associated APIs and starting materials, while generic pharmaceuticals and ANDA products currently remain exempt pending further review[21]. Although topical generics are presently insulated from direct tariff exposure, the possibility of future policy expansion creates uncertainty around long-term manufacturing economics and sourcing strategies. Manufacturers operating diversified supply chains across multiple jurisdictions and maintaining flexibility in procurement and production networks are therefore likely to demonstrate greater resilience under evolving trade policies.

Portfolio breadth and commercial scale advantages: Topical markets reward scale differently from most generic categories. Broad portfolios improve manufacturing utilization, diversify exposure across therapy areas and dosage forms, and strengthen negotiating leverage with PBMs, wholesalers and pharmacy chains through multi-product contracting arrangements. Portfolio breadth also provides resilience against inevitable pricing pressure within individual products and creates operational flexibility across manufacturing networks. This advantage is particularly relevant in topical pharmaceuticals, where market opportunities are fragmented across multiple molecule-strength-formulation combinations rather than a limited number of blockbuster products. Companies capable of sustaining a broad and continuously replenished portfolio therefore benefit from greater commercial stability than competitors dependent on a small number of products or therapy areas.

INDIAN TOPICAL MOLECULE PHARMA MARKET[22][23]

INDIA TOPICAL MOLECULE MARKET OVERVIEW

India represents one of the fastest-growing topical pharmaceutical markets globally, supported by rising dermatology disease burden, increasing consumer spending on skin health and wellness, expanding self-care adoption and growing preference for localized drug delivery. Unlike several mature pharmaceutical segments that are steadily commoditized, topical formulations continue to benefit from stronger brand loyalty, lower substitution intensity and expanding opportunities across both prescription and consumer healthcare channels.

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20 FDA's Changes to an Approved NDA or ANDA

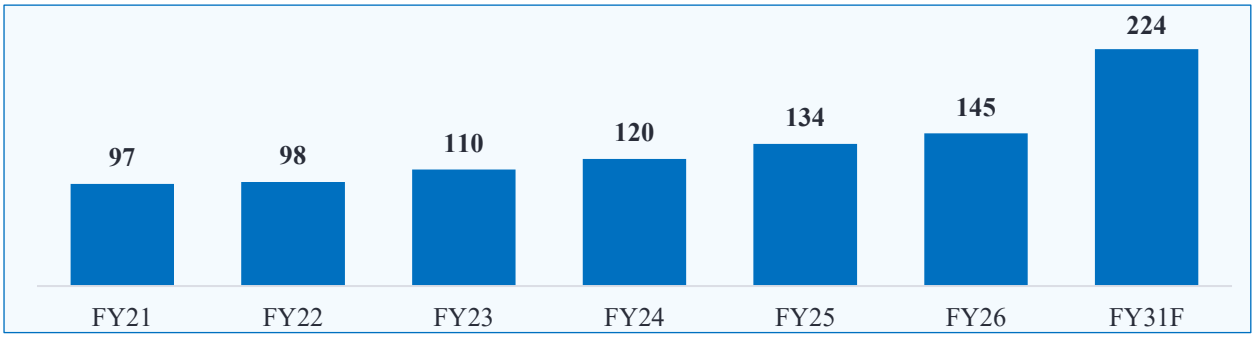
21 "ADJUSTING IMPORTS OF PHARMACEUTICALS AND PHARMACEUTICAL INGREDIENTS INTO THE UNITED STATES" from The White House April 2026

22 Indian market growth rates are presented in local currency terms (INR) to reflect underlying market expansion. Reporting market values in INR removes distortions arising from exchange rate fluctuations and provides a more accurate representation of domestic pricing, utilization, and market growth trends over time.

23 IQVIA data has been used for global market estimates to ensure methodological consistency and comparability across regions, while Pharmarack data has been used for detailed India market analyses to capture local market nuances. Given differences in channel coverage, methodology, and audit approaches between the two sources, India values may not fully reconcile across global and India-specific analyses; however, the variance is approximately 10%-15%.

The Indian topical molecule market was estimated at INR 145 billion in Fiscal 2026 and is projected to expand to INR 224 billion by Fiscal 2031F, representing a CAGR of 9.15% during Fiscal 2026-Fiscal 2031F and 8.76% during Fiscal 2021-Fiscal 2031F. This compares with expected growth of 8.50% for the overall Indian market during Fiscal 2026-Fiscal 2031F and 8.75% during Fiscal 2021-Fiscal 2031F, positioning topical formulations among the faster-growing major dosage forms within Indian pharmaceuticals.

Exhibit 4.1: India Topical Molecule Pharma Market, Value, Fiscal 2021–Fiscal 2031F (INR Billion)



Source: *Pharmarack; Frost & Sullivan*

Notes: *F = Forecast.*

The outperformance becomes even more apparent when benchmarked against traditional pharmaceutical dosage forms. Oral solids, which account for the majority of India's pharmaceutical market, are expected to grow at 7.80% CAGR during Fiscal 2026-Fiscal 2031F, while injectables are projected to grow at 8.00% CAGR over the same period. Topicals therefore represent one of the few large and established dosage-form categories growing ahead of the broader market despite their already sizable scale.

The growth differential is being driven by a combination of underlying demand drivers that are less pronounced in conventional pharmaceutical segments. Rising prevalence of chronic dermatological disorders, increasing awareness regarding skin health, premiumization of consumer healthcare products, and greater acceptance of self-medication are all contributing to sustained expansion across topical therapy categories. At the same time, localized drug delivery continues to gain acceptance among physicians and patients due to advantages including lower systemic exposure, improved tolerability, targeted therapeutic action, and better patient adherence.

The Indian topical market also exhibits characteristics that distinguish it from broader pharmaceutical markets. While oral formulations in India are overwhelmingly driven by acute therapies and generic substitution, topical products often demonstrate significantly longer commercial lifecycles supported by physician familiarity, consumer trust, and established retail presence. Several topical brands have retained strong market positions for decades despite the presence of multiple generic alternatives, highlighting the importance of brand equity and customer retention within the category.

One of the defining characteristics of the Indian topical market is the dominance of branded generics. Innovator products in the topical segment typically account for less than 10% of total market value, illustrating the maturity of the underlying molecules and the highly genericized nature of Indian pharmaceuticals. However, unlike many oral therapy categories where unbranded generics dominate volumes, topical formulations continue to exhibit a strong preference for established brands. Branded generics account for approximately 40%-50% of market value, supported by physician familiarity, pharmacist recommendation behavior, and consumer trust in product efficacy and quality.

This is particularly evident in dermatology and consumer healthcare categories, where attributes such as formulation texture, spreadability, fragrance, absorption profile, and patient experience can materially influence treatment adherence and repeat purchases. Consequently, physicians and consumers frequently demonstrate strong brand preferences even when multiple generic alternatives exist, creating slower price erosion and longer commercial lifecycles than those typically observed in oral solids.

Another defining feature of the market is the growing contribution of consumer healthcare and self-care products. Increasing penetration of e-commerce platforms, quick commerce channels, teleconsultation services and social media-driven consumer education is reshaping treatment pathways for mild and moderate dermatological conditions, allowing consumers to participate more actively in treatment decisions and accelerating growth in OTC topical categories.

Although dermatology continues to account for the lion’s share of the market value, topical products are increasingly being adopted across adjacent therapeutic areas including wound care, pain management, women's health, anti-infectives and localized inflammatory conditions. This diversification of end markets is further strengthening the long-term growth outlook for the segment.

GROWTH DRIVERS OF THE INDIAN TOPICAL MARKET

Growth in the Indian topical market is progressively being supported by a combination of epidemiological, consumer and structural drivers rather than traditional prescription demand alone. The market benefits from exposure to both healthcare and consumer healthcare spending, creating a broader and more diversified growth profile than many conventional pharmaceutical categories.

Exhibit 4.2: Key Growth Drivers of the Indian Topical Market

Source: *Frost & Sullivan*

INDIA TOPICAL MARKET BY PRESCRIPTION STATUS

India's topical market exhibits a relatively balanced mix between prescription and OTC products, distinguishing it from most pharmaceutical markets where prescription therapies overwhelmingly dominate value creation. While prescription products continue to account for the majority of clinical complexity and therapeutic innovation, OTC topicals are emerging as a steadily important growth engine supported by self-care adoption, expanding consumer healthcare spending, and rapid evolution of retail and digital distribution channels.

In Fiscal 2026, OTC products accounted for 50.56% of the Indian topical market by value, while prescription products contributed the remaining 49.44%. The large OTC contribution reflects the unique characteristics of topical products, where many conditions are visible, recurrent, and often considered manageable without physician intervention, creating natural opportunities for self-medication and consumer healthcare participation.

Despite representing a smaller share of the market today, the prescription segment is expected to grow faster than OTC products over the forecast period, expanding at 9.17% CAGR during Fiscal 2026-Fiscal 2031F compared with 7.38% CAGR for OTC products. The stronger growth profile reflects rising diagnosis rates, increasing treatment intensity and continued innovation across specialty dermatology and localized therapies.

Prescription products continue to benefit from rising clinical complexity: Demand for prescription topical products remains strong because many dermatological conditions require physician diagnosis and treatment using corticosteroids, antibiotics, antifungals, immunomodulators and combination therapies. Chronic inflammatory conditions such as psoriasis, atopic dermatitis and rosacea are also becoming increasingly important contributors to market growth as diagnosis rates improve and treatment durations increase. In parallel, topical therapies are expanding beyond traditional dermatology into pain management, women's health, wound care and localized inflammatory conditions, further broadening the prescription opportunity.

Specialty dermatology is driving faster Rx growth: The prescription market is progressively shifting toward higher-value therapies including advanced antifungals, novel anti-inflammatory agents, combination products and differentiated delivery systems. Compared to mature acute therapies, these products typically benefit from stronger pricing power, longer treatment durations and lower substitution intensity, supporting above-market growth within prescription topicals.

OTC products are benefiting from the consumerization of healthcare: The growth of OTC topicals illustrates a broader shift toward consumer-led healthcare, where purchasing decisions are steadily influenced by convenience, accessibility, product familiarity and brand awareness in addition to physician recommendations. Pharmaceutical companies are therefore complementing traditional physician engagement models with stronger consumer communication, digital marketing initiatives and retail activation strategies to improve product visibility and accessibility.

Pharmacies are increasingly becoming the first point of care: For common dermatological conditions such as fungal infections, acne, rashes, minor wounds and skin irritation, pharmacies are progressively acting as the first point of treatment rather than physicians. Improved retail penetration, e-pharmacy adoption and rapid growth of quick-commerce platforms have increased product accessibility while strengthening the influence of pharmacist recommendations in treatment decisions for self-manageable conditions.

Regulatory developments are expected to support OTC market expansion: To support the growing self-care market, the Ministry of Health and Family Welfare issued a draft amendment to the Drugs Rules, 1945 in 2022 proposing the introduction of a dedicated Schedule K category for OTC medicines[24]. The proposed framework aims to provide greater regulatory clarity around products suitable for non-prescription sale and could accelerate category development over the medium term.

Rx-to-OTC migration is creating a new growth pathway for mature brands: As the OTC market expands, pharmaceutical companies are steadily evaluating established prescription brands for migration into consumer healthcare portfolios. Products selected for transition are typically those used for common, self-manageable conditions with established safety profiles and long histories of clinical use. Rather than moving directly to a purely OTC model, companies often adopt phased commercialization strategies involving continued physician engagement alongside greater pharmacy visibility, consumer education initiatives and digital communication efforts. Consumer-friendly pack sizes, reformulations and OTC variants are also being introduced to improve accessibility and address evolving consumer preferences.

OTC migration is extending the commercial life of topical franchises: The ability to transition products from physician-led prescription brands into consumer healthcare franchises represents a unique characteristic of topical pharmaceuticals relative to many oral therapies. Products with strong consumer recall and established safety profiles can continue generating growth long after prescription demand matures, creating longer commercial lifecycles and improving returns on brand investment.

INDIA TOPICAL MARKET BY THERAPY AREA

The Indian topical market is predominantly a dermatology market, with more than 95% of industry revenues generated from products targeting skin, scalp and adjacent consumer dermatology indications. However, growth within dermatology is becoming increasingly uneven, with traditional anti-infective categories providing scale and stability while consumer dermatology, haircare and aesthetic skin health segments emerge as the primary engines of future growth.

Dermatology accounted for more than 95% of the Indian topical molecule market by value in Fiscal 2026, reflecting the central role of topical delivery in the management of skin diseases and consumer skin health. The remaining market comprises smaller but growing segments including ophthalmology, topical analgesics, nutritional preparations and localized therapies across other therapeutic areas.

Within dermatology, the market exhibits a diversified therapy mix spanning prescription treatments, consumer healthcare products and aesthetic dermatology solutions.

Cosmo-dermatology is the largest therapy segment and continues to gain share: Cosmo-dermatology accounted for 35.32% of the Indian topical market in Fiscal 2026, or INR 51 billion, making it the single largest category within topical formulations. The segment includes pigmentation treatments, skin brightening products, anti-ageing formulations, moisturizers, photoprotection products and physician-led dermocosmetic therapies. The category is expected to grow at 13.59% CAGR during Fiscal 2026-Fiscal 2031F, significantly ahead of the broader topical market, supported by rising disposable incomes, increasing aesthetic awareness, social media influence and growing willingness among consumers to spend on preventive and lifestyle-oriented skin health products. In addition to consumer-led demand, government and institutional procurement represents an important and recurring market for topical formulations. Public healthcare systems, state procurement agencies, defense organizations, and other institutional buyers regularly procure essential topical products, including antifungals, corticosteroids, antiseptics, emollients, wound-care preparations, and anti-scabies treatments through centralized tenders. Demand for these products is supported by the high prevalence of infectious and chronic skin conditions and remains relatively stable due to its essential nature. As a result, topical manufacturers benefit from exposure to both high-growth consumer segments, such as cosmo-dermatology, and predictable, volume-driven institutional demand.

Anti-infectives remain the largest prescription opportunity: Topical anti-infectives without corticosteroids accounted for 22.66% of market value in Fiscal 2026, while anti-infectives combined with topical corticosteroids contributed a further 22.18%, together representing nearly 44.84% of the total topical market. The sustained importance of these categories reflects India's high burden of bacterial and fungal skin infections, tropical climatic conditions and the widespread use of topical therapies as first-line treatment options for routine dermatological conditions. While these segments are expected to grow more moderately at 4.50% and 5.50% CAGR respectively, they continue to represent the largest value pools within prescription dermatology and remain highly relevant from a commercial scale perspective.

Haircare is emerging as one of the fastest-growing categories: Haircare products accounted for 6.81% of market value in Fiscal 2026 but are projected to grow at 12.00% CAGR through Fiscal 2031F, making them the fastest-growing major therapy segment within the market. Rising incidence of hair loss, stress-related alopecia, changing lifestyle patterns and increasing consumer willingness to seek treatment for cosmetic concerns are contributing to rapid category expansion. The segment also benefits from

[24]Ministry of Health and Family Welfare, Government of India, Draft Amendment to the Drugs Rules 1945 (Schedule K), 2022.

strong consumer participation and lower stigma associated with treatment, supporting strong uptake across both prescription and OTC channels.

Anti-acne products continue to benefit from demographic tailwinds: Anti-acne preparations represented 3.20% of the market in Fiscal 2026 and are expected to grow at 6.50% CAGR over Fiscal 2026-Fiscal 2031F. Growth is being supported by urbanization, changing dietary habits, pollution exposure, and increasing awareness regarding skin health among younger consumers. Greater acceptance of dermatology consultations and increased social media influence on skincare routines are also contributing to faster treatment adoption.

Emerging dermatology segments are expanding rapidly from a smaller base: The remaining 9.34% of the market, comprising categories such as anti-inflammatory therapies, wound care, psoriasis treatments, eczema management, pigmentation disorders and localized specialty therapies, is projected to grow at 7.50% CAGR during Fiscal 2026-Fiscal 2031F. Although smaller in absolute terms, these categories progressively represent attractive opportunities due to higher complexity, lower competition and greater pricing resilience compared with mature acute therapies.

Exhibit 4.3: India Topical Molecule Pharma Market, Fiscal 2026 Value, Share and Fiscal 2026-Fiscal 2031F Growth by Therapy Area

Therapy Area	Fiscal 2026 Value (INR Bn)	Fiscal 2026 Share	CAGR (Fiscal 2026-Fiscal 2031F)
Cosmo-Derma	51	35.32%	13.59%
Anti-Infective (w/o TC)	33	22.66%	4.50%
Anti-Infective (with TC)	32	22.18%	5.50%
Haircare	10	6.81%	12.00%
Anti-Acne	5	3.20%	6.50%
Wound Healing	0.7	0.49%	13.00%
Others	13	9.34%	7.50%

Source: *Pharmarack; Frost & Sullivan analysis*

Notes: *Anti-Infective is split between products with and without topical corticosteroids (TC); Anti-Infective (w/o TC) refers to anti-infective products without TC. Others include anti-inflammatory, sun care, and other minor therapy areas.*

TOP MOLECULES WITHIN ENCUBE'S ADDRESSABLE MARKET

Encube's addressable market comprises several of India's most established topical brands and franchise platforms. These brands extend beyond individual products into broad portfolios spanning multiple formulations, strengths and adjacent therapies, illustrating the enduring importance of brand equity, physician familiarity and consumer trust within the Indian topical pharmaceutical market.

Unlike many regulated markets where competition is largely centered on individual molecules (APIs), the Indian topical pharmaceutical market is organized around well-established brand franchises. Leading topical brands often remain commercially relevant for decades through strong physician recall, pharmacist recommendation and consumer familiarity. Rather than relying on a single product, these franchises typically comprise multiple SKUs across creams, ointments, gels, lotions, sprays, solutions and dusting powders, available in different strengths and pack sizes to address diverse patient needs. Many also extend beyond the original molecule through additional APIs, combination products and adjacent indications, allowing manufacturers to leverage established brand equity across a broader therapeutic portfolio.

Encube's addressable market includes several of India's largest topical franchises, including T-Bact (Mupirocin), Betadine (Povidone Iodine), Neosporin (Bacitracin + Neomycin + Polymyxin B), Soframycin (Framycetin), Silverex Ionic (Silver Nitrate), Megaheal (Colloidal Silver + Triethanolamine + Propylene Glycol), Cleargel (Clindamycin) and Metrogyl-P (Metronidazole + Povidone Iodine). Collectively, these selected brands generated INR 13 billion in Fiscal 2026, growing at 6.50% CAGR during Fiscal 2024-Fiscal 2026. Importantly, these brands represent only a subset of the broader franchise platforms within Encube's addressable market. The company's top ten molecules together represent INR 18 billion of market value in Fiscal 2026 and account for more than 90% of its total addressable market, while the broader therapeutic categories encompass a substantially larger opportunity across additional molecules, indications, dosage forms and lifecycle extensions.

The continued relevance of Framycetin illustrates the enduring value of brand equity within topical pharmaceuticals. Encube's flagship Soframycin franchise, built around Framycetin, has remained one of India's recognizable first-aid antibacterial brands for more than five decades and continues to be widely used for cuts, burns, wounds, abrasions and skin infections across households, pharmacies and clinical practice. Despite the maturity of the molecule and the availability of generic alternatives, the Framycetin market remained INR 0.7 billion in Fiscal 2026, with Soframycin continuing to command virtually the entire branded segment. The molecule contributes 3.57% of Encube's total addressable market, demonstrating how physician confidence, pharmacy recommendation and consumer familiarity can sustain commercial relevance well beyond patent expiry.

The portfolio spans both prescription and OTC channels, providing diversified exposure to pharmaceutical and consumer healthcare demand. Molecules such as Mupirocin, Ozenoxacin and Fusidic Acid remain predominantly prescription therapies managed by physicians, whereas Povidone Iodine, Framycetin and Bacitracin-Neomycin-Polymyxin combinations have become established household healthcare products with significant OTC participation. This balanced portfolio enables participation across both physician-driven pharmaceutical demand and India's expanding self-care and consumer healthcare segments.

Exhibit 4.4: Key Brands in the Indian Topical Market, Anti-Infective Segment, Fiscal 2024 and Fiscal 2026

Brand	Category	Molecule	Corporate	SKUs	Fiscal 2024 Value (INR Bn)	Fiscal 2026 Value (INR Bn)	Fiscal 2024 Share in TAM	Fiscal 2026 Share in TAM
Betadine	Anti-Infective (w/o TC)	Povidone Iodine	Win Medicare	18	3.7	3.8	23.54 %	21.26 %
T-Bact	Anti-Infective (w/o TC)	Mupirocin	GSK	4	3.3	3.8	20.77 %	21.05 %
Neosporin	Anti-Infective (w/o TC)	Bacitracin + Neomycin + Polymyxin B	GSK	3	1.4	2.0	9.24%	10.80 %
Megaheal	Anti-Infective	Colloidal Silver + Triethanolamine + Propylene Glycol	Aristo Pharma	4	0.7	1.0	4.51%	5.28%
Silverex Ionic	Anti-Infective	Silver Nitrate	Sun Pharma	3	0.8	0.7	4.90%	4.14%
Soframycin Skin	**Anti-Infective (w/o TC)**	**Framycetin**	**Encube**	**2**	**0.6**	**0.6**	**3.71%**	**3.57%**
Neosporin Skin	Anti-Infective (w/o TC)	Bacitracin + Neomycin + Polymyxin B	GSK	1	0.4	0.3	2.59%	1.82%
Metrogyl P	Anti-Infective (w/o TC)	Metronidazole + Povidone Iodine	Torrent Pharmaceuticals	2	0.3	0.3	1.79%	1.64%
Cleargel	Anti-Infective (w/o TC)	Clindamycin	Hegde & Hegde	2	0.3	0.3	1.61%	1.82%
Rashfree	Others	Benzalkonium Chloride + Zinc Oxide	Pfizer	1	0.0	0.0	0.03%	0.02%

Source: *Pharmarack; Frost & Sullivan analysis*

Notes: *Anti-Infective (w/o TC) refers to anti-infective products without topical corticosteroids. Share is of the anti-infective segment of the Indian topical TAM in the respective year. Brands are ranked by Fiscal 2026 share.*

The opportunity is also diversified across multiple therapeutic categories. While anti-infectives account for a significant share of market value, the portfolio also encompasses fungal infections, wound care, burns management, acne, inflammatory dermatology and skin repair. This therapeutic breadth reduces dependence on any single disease area while providing exposure to multiple sources of long-term market growth.

KEY CHALLENGES, ENTRY BARRIERS AND SUCCESS FACTORS

Despite the genericized nature of the Indian pharmaceutical market, topical formulations remain a specialized and defensible segment characterized by higher technical complexity, stronger brand stickiness and more demanding manufacturing requirements than conventional oral solids. Competitive advantage is progressively concentrated among companies capable of combining formulation expertise, quality systems, regulatory credibility and durable franchise-building capabilities. These characteristics create meaningful barriers to competition, increasing the technical, operational and commercial threats faced by companies seeking to develop, manufacture and scale topical portfolios successfully.

Specialized topical formulation and manufacturing expertise: Unlike oral solids, where formulation pathways are standardized, topical products require simultaneous control of formulation composition, rheology, microstructure and manufacturing process parameters. Variables such as excipient selection, mixing sequence, homogenization intensity, particle size distribution, temperature

profiles and filling conditions can materially affect stability, spreadability, skin permeation and patient experience. As the market expands into more complex dosage forms including foams, sprays, gels, transdermal systems and localized delivery technologies, the requirement for dedicated topical expertise continues to increase.

Quality systems and regulatory compliance capabilities: Topical formulations are particularly sensitive to contamination, preservative efficacy, microbiological stability and batch-to-batch consistency, requiring tighter environmental controls and process discipline than many conventional dosage forms. The implementation of revised Schedule M requirements, increasing GMP scrutiny and higher expectations around process validation and data integrity are raising the compliance burden for manufacturers. As quality investments increase, established players with mature quality systems and inspection-ready operations are expected to strengthen their competitive positions.

Bioequivalence and analytical characterization capabilities: Demonstrating equivalence in topical products is inherently more challenging than for conventional oral generics. Steadily, companies require capabilities spanning rheology studies, particle-size characterization, polymorph evaluation, in-vitro release testing and broader physicochemical characterization to support product development, lifecycle management and regulated-market opportunities. The ability to integrate formulation development with analytical characterization is therefore becoming an increasingly important source of differentiation.

Brand equity and physician confidence: The Indian topical market behaves differently from conventional generics because physician familiarity, pharmacist recommendation behavior and consumer trust continue to influence product selection long after genericization. Established brands frequently maintain durable market positions despite the presence of multiple generic alternatives, creating lower substitution intensity and slower price erosion than typically observed in oral solids. Building and sustaining these franchises requires long-term investments in physician engagement, product quality and consumer awareness.

Distribution reach across multiple channels: Success in topical products progressively depends on the ability to operate simultaneously across prescription, pharmacy and consumer healthcare channels. Dermatologists, general practitioners, pharmacists, e-pharmacies, modern trade and quick-commerce platforms all influence purchasing decisions across different product categories. Companies with broad distribution reach and omnichannel commercial capabilities are therefore better positioned to capture growth across both Rx and OTC markets.

Portfolio breadth and lifecycle management capabilities: The most successful topical companies steadily manage products as long-term franchises rather than standalone brands. Commercial advantage increasingly depends on the ability to introduce new pack sizes, consumer variants, adjacent indications and OTC extensions that extend brand relevance and expand addressable markets over time. This capability is becoming progressively important as more mature prescription products migrate toward consumer healthcare channels.

Flexible manufacturing and supply-chain economics: Unlike oral solids, many topical products operate at lower annual volumes and require multiple presentations, pack formats and SKU variations. This creates an advantage for manufacturers capable of supporting flexible batch sizes, rapid changeovers and multiproduct manufacturing environments while maintaining supply reliability and cost competitiveness. The importance of manufacturing flexibility is expected to increase further as product portfolios become more fragmented and consumer preferences continue to evolve.

Ability to manage raw material and packaging complexity: Topical formulations depend heavily on excipient functionality, packaging compatibility and preservative performance, making supplier qualification and material consistency particularly important. Variability in polymers, emulsifiers, penetration enhancers or packaging systems can materially affect product performance and shelf life. Companies with established supplier relationships, strong procurement capabilities and robust quality systems are therefore better positioned to ensure consistent product performance.

Human capital and specialized scientific talent: Expertise in topical formulation science, emulsion systems, dermal delivery and scale-up remains significantly more specialized than in conventional pharmaceutical manufacturing. Many of these capabilities are built through accumulated experience rather than standardized development pathways, creating a limited talent pool. Organizations with dedicated topical development teams and long operating histories in dermatology therefore benefit from knowledge advantages that are difficult for new entrants to replicate.

Ability to continuously evolve alongside market demand: The Indian topical market is steadily expanding beyond traditional creams and ointments into consumer dermatology, haircare, dermocosmetics and adjacent local-delivery technologies. Companies that can continuously invest in newer dosage forms, evolving consumer preferences and adjacent therapeutic opportunities are likely to outperform those focused solely on mature generic categories.

COMPETITIVE LANDSCAPE OF THE INDIAN TOPICAL MARKET

The Indian topical market remains considerably more concentrated and specialized than the broader pharmaceutical industry. Competitive advantage is increasingly determined by the ability to combine topical formulation expertise, consumer healthcare capabilities, manufacturing quality, brand-building experience and regulatory discipline, rather than product portfolios alone. Within this landscape, Encube occupies a differentiated position at the intersection of consumer dermatology, topical specialization and regulated-market manufacturing capabilities.

The competitive landscape in Indian topical pharmaceuticals can broadly be categorized into three archetypes, each competing through a distinct set of capabilities and business models.

Multinational pharmaceutical and consumer healthcare companies: Global players typically compete through established dermatology franchises, strong physician relationships, premium consumer healthcare brands and extensive marketing capabilities.

Their advantages often include scientific credibility, established consumer trust and access to global innovation pipelines. However, local manufacturing economics and speed of portfolio adaptation can sometimes be less favorable than domestic competitors, particularly in highly fragmented topical categories.

Large diversified Indian pharmaceutical companies: Domestic pharmaceutical leaders compete through broad dermatology portfolios, extensive distribution reach and strong physician engagement models. Their scale allows them to operate across multiple therapy areas while leveraging common commercial infrastructure across prescription and consumer healthcare businesses. However, topical products often represent one therapeutic vertical within a much broader operating model rather than a dedicated organizational focus.

Topical specialists and focused dermatology companies: A smaller subset of companies compete through deep expertise in topical formulations, consumer dermatology and adjacent local-delivery technologies. These organizations typically possess stronger capabilities in semisolid development, lifecycle management and franchise building within selected therapeutic areas. Their narrower focus often allows for greater specialization and faster response to changing consumer preferences, although their scale may be smaller than diversified pharmaceutical companies.

Exhibit 4.5: India Topical Generic Market: Selected Player Benchmarking, Fiscal 2026

COMPANY PROFILES	TOPICAL THERAPY AREAS SERVED						ACQUISI-TIONS (2020-PRESENT)	MANUFACTURING SITES & FOOTPRINT	NO. OF MOTHER BRANDS / ILLUSTRATIVE GROWTH PLAT-FORMS	BUSINESS VERTICALS		
	FUNGAL	BACT.	INFLAM.	ACNE	WOUND	HAIR / SCALP				TOPICAL CDMO	US Gx	IN BR
Encube Ethicals INTEGRATED TOPICAL SPECIALIST	✓	✓	✓	✓	✓	✓	**Soframycin** (2022)	**2 Sites** IN	**2** Soframycin	✓	✓	✓
Glenmark Pharma GLOBAL MARKET FOCUSED	✓	✓	✓	✓	-	✓	*None*	**11 Sites** US, IN, AR, CZ	**69** Candid, Scalpe, Momate	–	✓	✓
Zydus Lifesciences GLOBAL MARKET FOCUSED	✓	✓	✓	✓	-	✓	*None*	**30 Sites** US, IN, MM, BR	**89** Liva, Ziva	–	✓	✓
Alembic Pharma GLOBAL MARKET FOCUSED	✓	✓	✓	✓	-	✓	***Aleor Derma*** *(2022)*	**9 Sites** IN	**20** Oryza, Richglow, Altris	–	✓	✓
Macleods Pharma DOMESTIC MARKET FOCUSED	✓	✓	✓	-	-	-	*None*	**8 Sites** IN	**34** Panderm, Lulimac	–	✓	✓

Source: *Company IR Reports, Portfolio Analysis, Analyst Transcripts, Pharmarack database analysis, and Frost & Sullivan analysis.*

Notes: *Integrated Topical Specialist - Formulators dedicated 100% to topical semisolids deploying a synchronized triple-vertical strategy (CDMO services + US generic formulation pipeline + Indian domestic commercial brand pipeline). Global Market Focused Pharma - Multi-specialty pharmaceutical players with formulation lines scaling across highly regulated international markets (e.g., US Gx) alongside robust Indian domestic footprints. Domestic Market Focused Pharma - Pharmaceutical organizations primarily optimized for commercial formulations and domestic brand building within the Indian subcontinent. ✓ = capability present, – = no capability. Country codes taken from ISO 3166-1 alpha-2.*

Exhibit 4.6: India Consumer Dermatology Market: Selected Player Benchmarking, Fiscal 2026

COMPANY PROFILES	TOPICAL THERAPY AREAS SERVED						ACQUISI-TIONS (2020-PRESENT)	MANUFACTURING SITES & FOOTPRINT	NO. OF MOTHER BRANDS / ILLUSTRATIVE GROWTH PLAT-FORMS	BUSINESS VERTICALS		
	FUNGAL	BACT.	INFLAM.	ACNE	WOUND	MOIST. / SUN				TOPICAL CDMO	US Gx	IN BR
Encube Ethicals INTEGRATED TOPICAL SPECIALIST	✓	✓	✓	✓	✓	✓	**Soframycin** (2022)	**2 Sites** IN	**2** Soframycin	✓	✓	✓
Cipla GLOBAL MARKET FOCUSED	✓	✓	✓	✓	✓	✓	**Ivia Beaute** (2024)	**46 Sites** US, IN, CN, ZA, MA	**90** Cipladine, Burnheal	–	✓	✓
Sun Pharma GLOBAL MARKET FOCUSED	✓	✓	✓	✓	✓	✓	**Taro Pharma** (2024), **Concert** (2023)	**43 Sites** US, IN, ZA, MA, AU, CA, IL, BD, HU, MY, RO, EG, NG, RU	**63** Silverex, Silverex Heal	–	✓	✓
GSK DOMESTIC MARKET FOCUSED	-	✓	✓	-	-	-	*None*	**33 Sites** US, UK, IN, CN, BE, IE, IT, FR, DE, PL, SG, EG, DZ, ID	**28** T-bact, Neosporin	–	–	✓
Aristo Pharma DOMESTIC MARKET FOCUSED	✓	-	-	✓	✓	✓	*None*	**4 Sites** IN	**19** Megaheal	–	–	✓
Win Medicare DOMESTIC MARKET FOCUSED	-	✓	-	✓	✓	-	*None*	**1 Site** IN	**11** Betadine	–	–	✓

Source: *Company IR Reports, Portfolio Analysis, Analyst Transcripts, Pharmarack database analysis, and Frost & Sullivan analysis.*

Notes: *Integrated Topical Specialist - Formulators dedicated 100% to topical semisolids deploying a synchronized triple-vertical strategy (CDMO services + US generic formulation pipeline + Indian domestic commercial brand pipeline). Global Market Focused Pharma - Multi-specialty pharmaceutical players with formulation lines scaling across highly regulated international markets (e.g., US Gx) alongside robust Indian domestic footprints. Domestic Market Focused Pharma - Pharmaceutical organizations primarily optimized for commercial formulations and domestic brand building within the Indian subcontinent. ✓ = capability present, – = no capability. Country codes taken from ISO 3166-1 alpha-2.*

The Indian market has progressively shifted in favor of companies capable of combining multiple competitive advantages rather than relying solely on product breadth or distribution scale. The ability to operate simultaneously across prescription dermatology,

consumer healthcare and branded topical formulations is becoming steadily important as treatment pathways converge and products transition across channels during their commercial lifecycle.

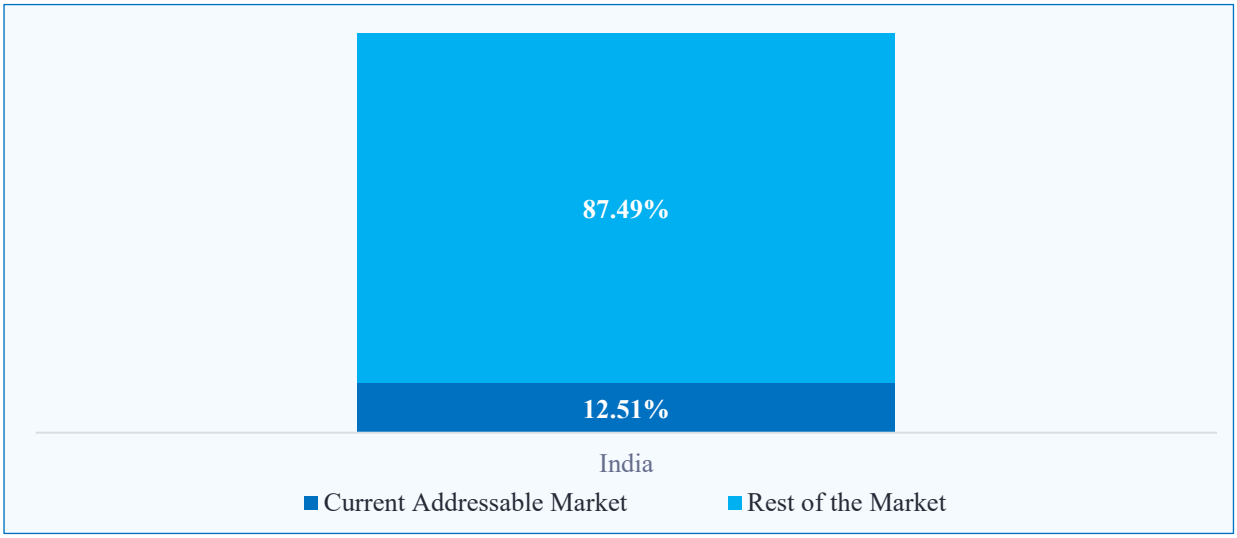
An important trend shaping the market is the growing use of brand acquisitions as a mechanism for portfolio expansion and franchise building. Rather than relying exclusively on internal product development, companies are increasingly acquiring established brands to accelerate entry into attractive therapeutic categories and leverage existing physician and consumer equity.

Recent examples include portfolio rationalization initiatives by Glenmark, the continued expansion of Zydus' dermatology franchise through the Liva and Ziva divisions, and Alembic's acquisition of Aleor Dermaceuticals. Encube similarly entered the Indian consumer healthcare market through the acquisition of the Soframycin franchise in Fiscal 2022, gaining ownership of one of India's most recognized legacy topical antibacterial brands with more than 50 years of market presence.

This strategy is particularly relevant in topical pharmaceuticals because commercial success is frequently driven by physician confidence, pharmacist recommendation behavior, and consumer familiarity rather than patent exclusivity alone. Established brands can therefore continue generating sustained growth decades after launch, creating attractive opportunities for lifecycle management and franchise extension.

Within Encube's addressable market of INR 18.3 billion in Fiscal 2026, the company is positioned within the leading group of topical participants, ranking seventh among the top ten companies with market revenues of INR 0.67 billion in MAT March 2026.

Exhibit 4.7: Encube's India Topical Addressable Market, Fiscal 2026 (%)



Source: *Pharmarack; Frost & Sullivan*

Notes: *Addressable market refers to Encube's manufacturing capability across different topical dosage forms.*

Importantly, Encube operates within a highly clustered competitive segment where relatively small changes in revenues can materially alter market rankings. The company remains closely grouped with organizations such as Hegde & Hegde, Dr. Reddy's Laboratories and Torrent Pharmaceuticals, indicating opportunities for market share expansion within its existing therapeutic footprint.

Exhibit 4.8: Encube's India Topical TAM, Leading Players, Fiscal 2024-Fiscal 2026

Company	Fiscal 2024 Share	Fiscal 2026 Share	CAGR (Fiscal 2024-Fiscal 2026)	Fiscal 2026 Rank
GSK	27.95%	28.46%	8.42%	1
Win Medicare	21.42%	19.34%	2.09%	2
Sun Pharma	10.50%	9.18%	0.48%	3
Glenmark	5.35%	7.82%	29.94%	4
Aristo	4.32%	5.10%	16.71%	5
Hedge & Hedge	3.63%	3.83%	10.38%	6
Encube	3.71%	3.69%	7.14%	7
Torrent	2.03%	1.93%	4.94%	8
Eris	1.29%	1.65%	21.54%	9

Company	Fiscal 2024 Share	Fiscal 2026 Share	CAGR (Fiscal 2024-Fiscal 2026)	Fiscal 2026 Rank
Fourrts	1.71%	1.65%	5.41%	10

Source: *Pharmarack; Frost & Sullivan*

Notes: *Leading Players refers to companies with the highest market value within Encube's addressable market in Fiscal 2026.*

Encube's positioning within this competitive cohort is supported by a combination of characteristics that are uncommon within the Indian topical market.

Deep topical specialization across both prescription and consumer healthcare markets: Unlike diversified pharmaceutical companies where topical products represent one of many therapy areas, Encube's capabilities have been built around topical and adjacent local-delivery formulations. This creates natural advantages in formulation science, manufacturing processes, and lifecycle management across semisolid products.

Balanced exposure across Rx, OTC, and consumer dermatology segments: The company's portfolio spans physician-driven prescription therapies alongside consumer healthcare products and household brands, allowing participation across multiple healthcare spending channels and reducing dependence on any single customer segment.

Experience in franchise building and lifecycle management: The acquisition and expansion of the Soframycin franchise illustrates Encube's ability to leverage established brand equity and extend product relevance through consumer healthcare channels. As more mature prescription brands migrate toward OTC and self-care markets, these capabilities are expected to become progressively valuable.

Advantages associated with operating multiple service lines: Encube's presence across CDMO services, international regulated markets and domestic branded formulations creates operational synergies that are uncommon among Indian topical competitors. Development capabilities, formulation know-how, regulatory expertise and manufacturing investments made for global customers can be leveraged across domestic operations, improving efficiency and accelerating capability development.

Regulated-market manufacturing standards supporting domestic operations: One of Encube's more differentiated characteristics is that its domestic formulations business operates within manufacturing environments designed to support regulated export markets and global CDMO customers. The company therefore utilizes manufacturing technologies, quality systems, documentation practices, and process controls developed for highly regulated international markets rather than maintaining separate standards for domestic and export products.

Quality consistency across markets: Unlike manufacturers that differentiate manufacturing practices based on destination markets, Encube applies the same underlying manufacturing philosophy across its operations. Exposure to US and other regulated markets has resulted in investments in advanced manufacturing technologies, quality systems, process validation practices, and compliance infrastructure that ultimately benefit products supplied to the Indian market as well.

Regulatory capabilities built through global market exposure: The company's exposure to regulated-market customers and international CDMO partnerships has created capabilities around documentation discipline, inspection readiness, process robustness, and quality management systems that are not always typical within domestic branded generic markets. These capabilities become steadily important as Indian regulatory standards continue to evolve and quality expectations rise across the industry.

GLOBAL MOLECULE CDMO MARKET

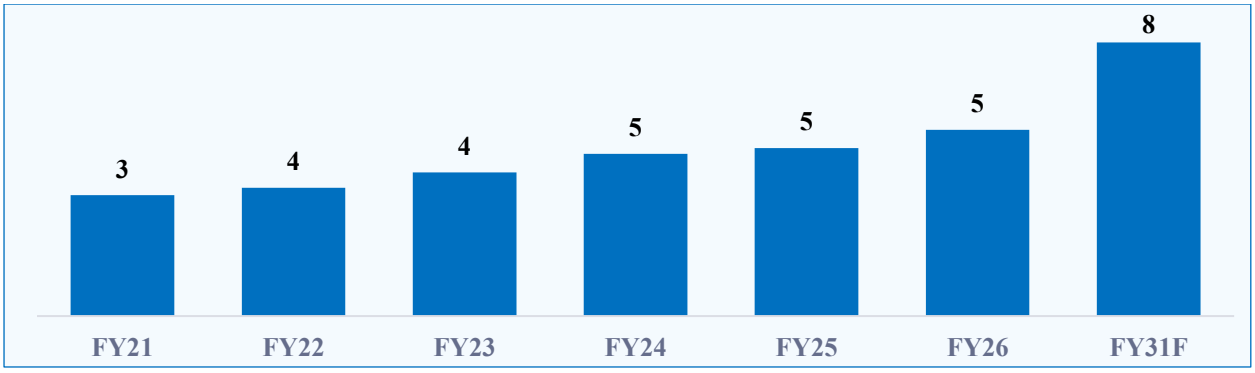
OVERVIEW OF THE TOPICAL MOLECULE CDMO MARKET

The topical molecule CDMO market has evolved from a narrow contract manufacturing segment centered on conventional creams and ointments into a specialized outsourcing ecosystem supporting increasingly complex prescription and OTC products across multiple local-delivery platforms. Growth is being supported by expanding topical pharmaceutical demand, increasing outsourcing penetration and rising technical complexity, all of which favor specialist development and manufacturing partners with formulation expertise, regulatory capabilities and flexible commercial supply infrastructure.

The topical CDMO market includes outsourced development and manufacturing services for prescription and OTC products delivered through or onto the skin, mucosal surfaces and adjacent local-delivery routes. This includes traditional semisolid dosage forms such as creams, ointments, gels, lotions and emulsions, as well as more specialized formats including foams, sprays, shampoos, microemulsions, transdermal patches, vaginal rings, intrauterine drug delivery systems and topical combination products.

The global topical molecule CDMO market reached USD 5 billion in Fiscal 2026 and is expected to expand to USD 8 billion by Fiscal 2031F, implying growth ahead of the broader small molecule CDMO market. Global topical small molecule CDMO is projected to grow at 8.00% CAGR during Fiscal 2016-Fiscal 2031F compared with 5.95% CAGR for the overall CDMO industry. The segment therefore benefits from two reinforcing growth vectors: expansion of the underlying topical formulations market and increasing outsourcing penetration across both prescription and consumer healthcare products.

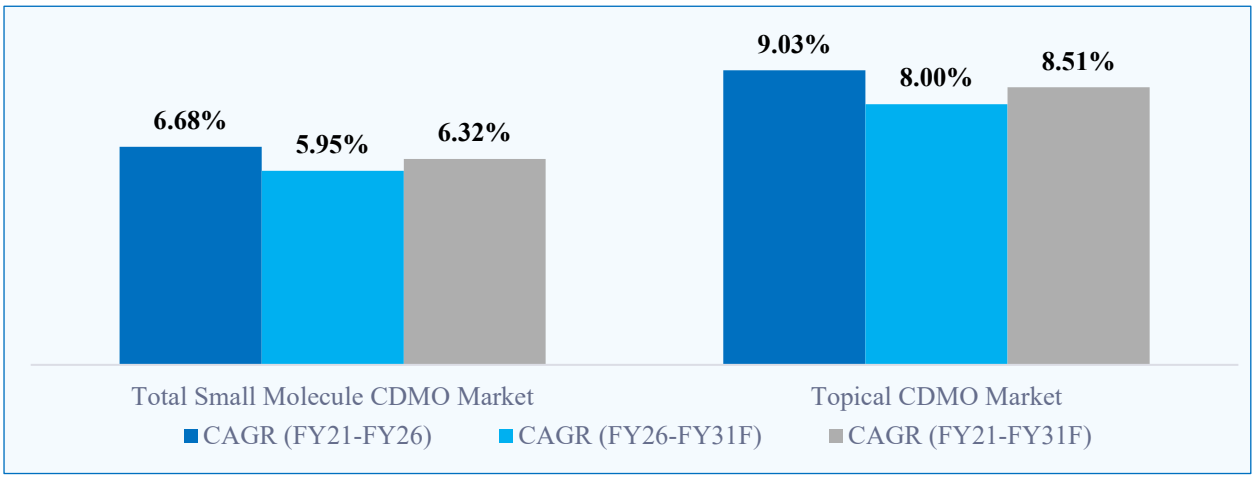
Exhibit 5.1: Global Topical Molecule CDMO Market, Value, Fiscal 2021–Fiscal 2031F (USD Billion)



Source: *Frost & Sullivan*

Notes: *F = Forecast.*

Exhibit 5.2: Global Molecule CDMO Market by Market Type, Growth Rate, Fiscal 2021–Fiscal 2031F (%)



Source: *Frost & Sullivan*

Notes: *CAGR is computed from unrounded underlying values and may differ marginally from a recalculation using the rounded figures shown. F = Forecast*

Topical CDMOs differ materially from generalist CDMOs, particularly those focused on oral solid dosage forms. Product performance in topicals is highly sensitive to formulation microstructure, excipient functionality, rheology, particle size distribution, polymorphic form, mixing sequence, shear conditions, temperature profiles and scale-up parameters. Relatively small changes in manufacturing conditions can alter viscosity, drug release characteristics, skin permeation, product stability and ultimately patient experience. As a result, topical development progressively resembles complex generic development rather than traditional formulation manufacturing.

This complexity is reflected in regulatory expectations. Generic topical products steadily require demonstration of Q1, Q2 and, in many cases, Q3 equivalence supported by advanced analytical characterization, IVRT, IVPT, dermal pharmacokinetic studies and, for certain products, comparative clinical endpoint studies. Consequently, formulation and manufacturing knowhow increasingly becomes product-specific intellectual property rather than simply production capabilities.

The outsourcing model has evolved in parallel. Historically, topical outsourcing relationships were largely transactional and centered on excess manufacturing capacity for mature creams and ointments. Progressively, however, customers require partners capable of supporting formulation development, analytical characterization, scale-up, regulatory support, commercial manufacturing, line extensions, post-approval changes and lifecycle management within a single operating platform. This has shifted the role of topical CDMOs from manufacturing vendors to strategic development and supply-chain partners. That evolution is broadly consistent with trends observed across biologics, sterile injectables and other complex dosage forms, where pharmaceutical companies steadily seek specialized partners able to support product development and commercialization over the full product lifecycle rather than simply provide manufacturing capacity.

GROWTH DRIVERS OF THE TOPICAL MOLECULE CDMO MARKET

The topical molecule CDMO market is being supported by multiple mutually reinforcing growth drivers, including expanding prescription and OTC demand, increasing formulation complexity, underpenetrated outsourcing levels, manufacturing footprint rationalization and the growing preference for asset-light operating models across pharmaceutical and consumer healthcare companies.

Exhibit 5.3: Growth Drivers of the Topical Molecule CDMO Market

Source: *Frost & Sullivan*

Expanding Prescription Topical Demand: Prescription products continue to account for the majority of topical molecule CDMO revenues globally, with dermatology remaining the largest therapeutic area. Rising prevalence of chronic inflammatory skin conditions such as psoriasis, atopic dermatitis, acne, rosacea, seborrheic dermatitis and fungal infections continues to support long-term demand growth. Psoriasis alone affects approximately 125 million people globally[25], while atopic dermatitis impacts an estimated 15%-20% of children and approximately 5%-10% of adults worldwide[26]. Improved diagnosis rates, increasing treatment intensity, and greater patient awareness are further contributing to prescription volume growth across both developed and emerging markets.

At the same time, topical therapies are increasingly expanding beyond traditional dermatology applications into pain management, hormonal therapies, ophthalmology, wound care, women's health and selected oncology applications. The clinical preference for localized delivery, reduced systemic exposure, improved tolerability profiles and better patient adherence continues to support broader adoption of topical therapies across these therapeutic areas. This trend is also reflected in innovation activity: recent launches of products such as tapinarof cream, roflumilast cream and roflumilast foam demonstrate increasing innovation within prescription dermatology, while growing interest in local drug delivery technologies continues to expand the addressable market for specialist topical manufacturers.

OTC Topicals Are Emerging as a Progressively Important Growth Engine: While prescription products continue to dominate topical CDMO revenues, OTC topicals are becoming a steadily important and structurally distinct driver of outsourcing demand. The global medicated and consumer health-focused OTC topical market, excluding traditional herbal, Ayurvedic and natural products, is estimated to exceed USD 45-55 billion in Fiscal 2026 and is expected to grow at approximately 6%-8% annually through Fiscal 2031F. Major categories include topical analgesics, antifungal products, acne treatments, anti-pruritic therapies, scar management products, wound care products, medicated skincare products, sunscreens and eczema therapies.

Unlike traditional consumer healthcare categories that relied heavily on pharmacy and retail channels, the OTC topical market has undergone significant channel transformation over the past decade. Direct-to-consumer brands, social media marketing, teledermatology platforms, influencer-led education and e-commerce distribution have reduced barriers to entry for new participants while accelerating product launch frequency and SKU proliferation. This has created a market characterized by shorter development cycles, more frequent reformulations and line extensions, smaller average production volumes and less predictable demand profiles, characteristics that strongly favor outsourcing over captive manufacturing investment, particularly for emerging consumer healthcare companies that prefer to allocate capital toward branding, customer acquisition, commercialization and digital engagement rather than manufacturing infrastructure. As a result, outsourcing intensity within OTC topicals is expected to increase materially over the coming decade.

Rise of Asset-Light and PE-Backed Brand Platforms: The market is increasingly seeing the emergence of private equity-backed pharmaceutical and consumer healthcare platforms that acquire established brands while outsourcing development and manufacturing to specialist CDMOs. Examples include Karo Healthcare, backed by KKR, which has expanded through acquisitions such as Lamisil from Haleon and Perrigo's dermocosmetics portfolio, and Kramer Laboratories, backed by Avista Capital Partners,

25 National Psoriasis Foundation

26 Global Report on Atopic Dermatitis 2022

which acquired the rights to the Nizoral brand across North America and Latin America. These companies typically focus on portfolio management, commercialization, distribution, and brand expansion rather than owning manufacturing assets, creating sustained demand for outsourced development and manufacturing services. This asset-light model is becoming increasingly prevalent across dermatology, consumer healthcare, and specialty pharmaceuticals, where branded prescription and OTC products generally benefit from strong pricing power, stable market share, and limited competition. For topical CDMOs, this translates into greater revenue visibility, longer-term manufacturing contracts, and the potential for higher-margin business.

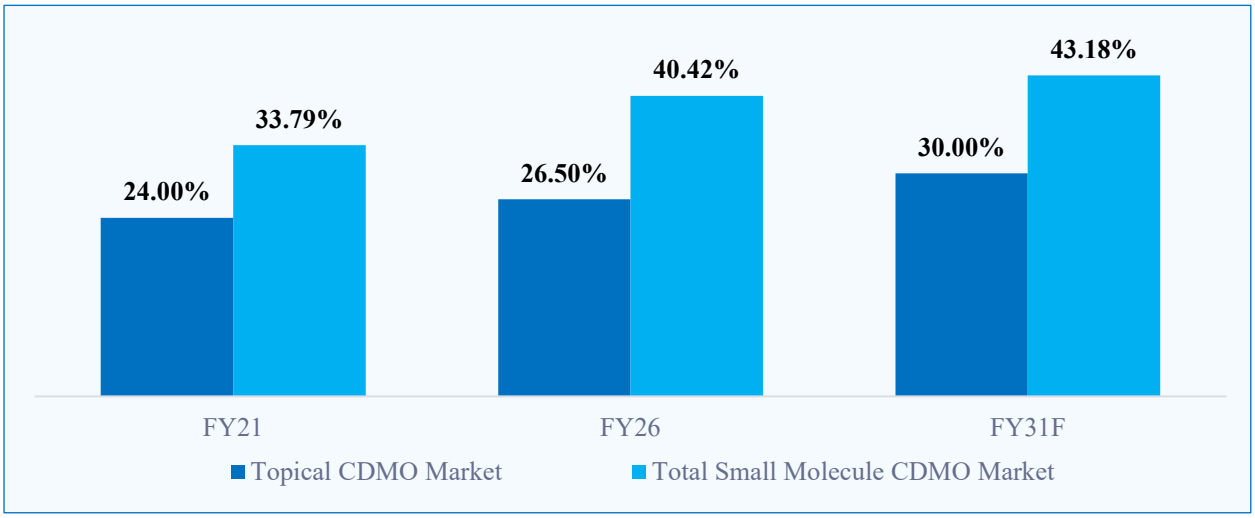
Increasing Formulation and Manufacturing Complexity: Topical products have evolved well beyond conventional creams and ointments into gels, lotions, foams, sprays, shampoos, emulsions, microemulsions, transdermal systems, vaginal rings, intrauterine drug delivery systems and topical combination products. Unlike oral solids, where active content and dissolution characteristics often dominate development efforts, topical products require simultaneous control of formulation composition, microstructure, manufacturing process parameters and delivery characteristics. Variables such as mixing order, homogenization intensity, heating and cooling profiles, filling temperatures, particle size distribution and shear conditions can materially affect viscosity, stability, drug release and skin permeation.

Consequently, process knowledge progressively becomes a form of product-specific intellectual property, reinforcing the value of specialist CDMOs with topical-specific formulation and scale-up capabilities. The increasing use of novel excipients, penetration enhancers, controlled-release technologies and drug-device combinations is expected to further increase technical barriers to entry over time.

Underpenetrated Outsourcing Base Provides Significant Headroom for Growth: Despite favorable market fundamentals, topical outsourcing penetration remains materially below broader pharmaceutical outsourcing markets. Topical outsourcing penetration increased from approximately 24% in Fiscal 2021 to 27% in Fiscal 2026 and is expected to reach approximately 30% by Fiscal 2031F, remaining significantly below overall outsourcing penetration, which is expected to increase from approximately 34% in Fiscal 2021 to approximately 43% by Fiscal 2031F. Even by the end of the forecast period, approximately 70% of global topical manufacturing capacity is expected to remain captive within pharmaceutical companies.

This under penetration reflects the historical tendency of large pharmaceutical companies to maintain dedicated semisolid manufacturing assets for mature dermatology portfolios, as well as the limited availability of specialist CDMOs with semisolid, transdermal and local-delivery capabilities. However, increasing complexity, rising labor costs, growing regulatory requirements and expanding product portfolios are progressively weakening the economic rationale for captive manufacturing.

Exhibit 5.4: Global Molecule CDMO Market, Outsourcing Penetration by Market Type, Fiscal 2021, Fiscal 2026 and Fiscal 2031F (%)



Source: *Frost & Sullivan*

Notes: *Outsourcing penetration reflects the share of total manufacturing volume performed by third-party CDMOs rather than in-house. F = Forecast*

Outsourcing is Becoming a Steadily Strategic Operating Model: Customers are increasingly using CDMOs for a combination of manufacturing capacity and improved economics, speed, and flexibility in topical product commercialization. Outsourcing provides lower capital intensity, reduced fixed costs, faster development-to-commercial timelines, greater manufacturing flexibility, and access to specialized formulation scientists, analytical experts, and regulatory teams that may not exist internally. This is particularly relevant in topical products where many customers lack dedicated semisolid manufacturing infrastructure, IVRT and IVPT capabilities, advanced analytical characterization tools, or sufficient internal expertise to manage complex formulation and scale-up requirements.

For emerging OTC brands, specialty dermatology companies and consumer healthcare platforms, the asset-light model is even more central. Outsourcing enables management teams to focus capital and organizational resources on portfolio expansion,

commercialization, digital engagement and customer acquisition while relying on specialist CDMOs for product development, regulatory support and manufacturing execution.

Pricing Pressure and Manufacturing Footprint Rationalization: Genericization, payer pressure and margin compression are forcing pharmaceutical companies to reassess the economics of maintaining underutilized semisolid manufacturing assets. Unlike oral solid facilities that benefit from large production volumes and high asset utilization, topical portfolios frequently consist of niche products, multiple presentations, lower annual volumes, and frequent SKU changes. A single dermatology portfolio may include multiple strengths, pack sizes, market-specific presentations, and line extensions, creating a manufacturing environment characterized by smaller production campaigns and lower utilization levels. Outsourcing enables customers to reduce capital expenditure, lower fixed costs, and access specialized manufacturing capabilities without maintaining underutilized infrastructure.

Rising Regulatory Burden: Regulatory expectations for topical and transdermal products continue to increase, particularly in regulated markets. In Fiscal 2026, warning letters issued by the FDA's Center for Drug Evaluation and Research increased materially compared with prior years, while import alerts associated with manufacturing quality failures also increased. For topical products, regulatory scrutiny progressively extends beyond facility GMP compliance to encompass product performance, dermal absorption, microstructure comparability, IVRT and IVPT data integrity and site transfer robustness. This environment steadily favors specialist CDMOs with established inspection histories, robust quality systems, regulatory infrastructure and product-specific technical expertise.

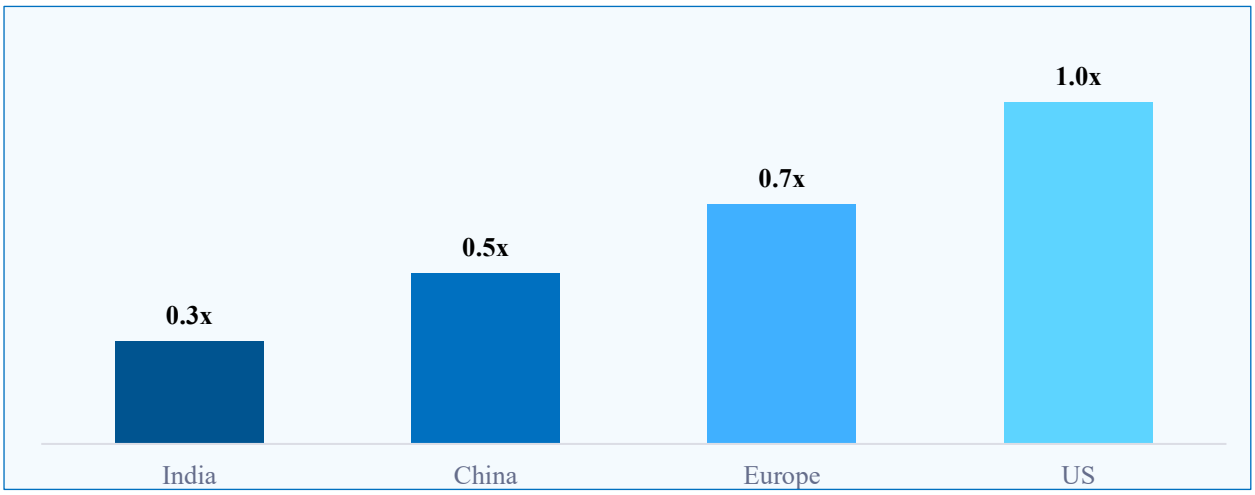
INDIA'S GROWTH DRIVERS IN TOPICAL MOLECULE CDMO

India's opportunity in topical molecule CDMO extends well beyond labor arbitrage. The country's competitive position is increasingly being defined by a combination of cost competitiveness, scientific capabilities, regulated-market manufacturing experience, flexible batch economics and growing acceptance among global pharmaceutical companies seeking supply-chain diversification.

Manufacturing costs in India are estimated to be approximately 30%-40% lower than equivalent in-house production costs in higher-cost markets, and personnel costs for comparable pharmaceutical manufacturing operations are also substantially lower than those observed in the US and Europe. Importantly, this cost advantage allows established Indian CDMOs to reinvest more heavily in quality systems, regulatory compliance, technical infrastructure and specialized talent while maintaining attractive manufacturing economics for customers.

Encube manufactures its global generics portfolio at its own facilities in India at a cost position consistent with its global CDMO business, placing it in a favorable position compared to the relatively higher-cost manufacturing geographies used by most global topical generics players as of March 31, 2026. Companies that develop or manufacture in relatively higher-cost geographies or rely on third-party distributors may experience limited cost efficiencies or direct market access relative to companies that manufacture in lower-cost markets such as India.

Exhibit 5.5: Cost Advantage of Outsourcing to CDMOs by Region, 2025



Source: *Industry KOL; Frost & Sullivan*

Notes: *Index illustrates relative manufacturing cost by region; US = 1.0x.*

India also benefits from large pools of formulation scientists, semisolid specialists, analytical experts, process engineers and regulatory professionals. Decades of participation in generic dermatology and regulated-market pharmaceutical manufacturing have created practical capabilities across formulation development, filing strategy, scale-up, commercial manufacturing and lifecycle support, capabilities that are becoming progressively relevant as customers seek partners capable of supporting complex topical products across multiple markets and regulatory environments.

India's broader pharmaceutical ecosystem provides an additional advantage. Government initiatives supporting domestic pharmaceutical manufacturing, API production, key starting materials and bulk drug infrastructure continue to strengthen the

country's manufacturing competitiveness and supply-chain resilience, a foundation that matters because topical manufacturing depends on a combination of formulation expertise and reliable access to APIs, excipients, packaging materials, analytical services, process equipment and skilled technical manpower.

India's long track record supplying regulated pharmaceutical markets also supports its positioning. The country exports pharmaceuticals to more than 200 countries and maintains one of the largest concentrations of FDA-registered manufacturing facilities outside the United States. That experience has created deep institutional capabilities in GMP compliance, documentation practices, inspection readiness and regulatory execution directly relevant to topical CDMO partnerships. Global innovator and specialty pharmaceutical companies are also becoming steadily comfortable engaging Indian manufacturers for complex and regulated products where partners can demonstrate quality systems, technical depth, IP protection and reliable commercial supply. This trend is particularly relevant in topical outsourcing, where customers increasingly seek integrated capabilities spanning formulation development, analytical characterization, regulatory support, manufacturing and lifecycle management rather than simply low-cost production capacity. Encube exemplifies these capabilities as the only Indian topical CDMO among the assessed peers with the ability to serve multiple regulated markets as of March 31, 2026.

Indian manufacturers also possess a structural advantage in supporting fragmented topical portfolios. Unlike oral solids, topical products often involve niche indications, lower annual volumes, multiple presentations and market-specific packaging configurations, making dedicated manufacturing lines economically unattractive. Multiproduct facilities, rapid changeovers, flexible campaign manufacturing and efficient small-batch economics are therefore becoming progressively valuable competitive advantages as portfolio fragmentation increases globally.

Finally, India continues to benefit from broader supply-chain diversification initiatives. The complexity associated with transferring approved topical manufacturing sites means that customers steadily value access to reliable alternative manufacturing geographies with proven regulatory track records. Several Indian topical specialists increasingly illustrate this broader industry trend by combining topical-specific scientific capabilities, integrated development and manufacturing infrastructure, regulated-market experience and globally competitive manufacturing economics within a single operating model.

KEY CHALLENGES, ENTRY BARRIERS AND SUCCESS FACTORS

Topical CDMO remains a technically demanding segment characterized by high scientific, regulatory and operational barriers to entry. Competitive differentiation progressively depends on the ability to combine formulation science, analytical characterization, manufacturing flexibility, regulatory execution and commercial supply reliability within an integrated operating model. As topical products become more complex and customers seek to consolidate outsourcing relationships, leadership is steadily shifting toward specialized players capable of supporting products across the full lifecycle from development through commercialization. As a result, these barriers create persistent challenges from development through commercial supply, making sustained success dependent on the ability to execute consistently across scientific, regulatory and manufacturing functions.

Specialized formulation and process expertise: Topical products require deep capabilities in emulsion science, rheology, microstructure control, excipient functionality, penetration enhancement, and product performance reproducibility. Unlike oral solids, manufacturing parameters such as mixing order, homogenization intensity, shear rates, heating and cooling profiles, and filling conditions can materially influence drug release, stability, and skin permeation characteristics. Consequently, topical process know-how is highly specialized and often developed through years of formulation development and commercial manufacturing experience, creating a significant barrier for new entrants and generalist manufacturers. Established topical specialists increasingly differentiate themselves through accumulated formulation knowledge across multiple dosage forms and therapeutic areas, allowing them to shorten development timelines and improve commercialization success rates.

Advanced analytical characterization and bioequivalence capabilities: Demonstrating product sameness for topical formulations progressively requires substantially more sophisticated characterization than conventional assay and dissolution testing alone. Regulated-market submissions frequently require demonstration of Q1, Q2, and steadily Q3 equivalence, supported by IVRT, IVPT, rheology studies, particle-size analysis, polymorph characterization, and dermal pharmacokinetic studies. This creates a capability gap within the market, as many manufacturers possess semisolid production capabilities but relatively few can generate the analytical evidence required to support product development, regulated-market filings, site transfers, and lifecycle management activities. Encube represents an example of the specialist model increasingly favored in regulated markets, maintaining in-house IVRT and IVPT capabilities supported by advanced characterization infrastructure including X-ray diffraction, particle-size analysis, rheology studies, polymorph screening, and drug-excipient compatibility assessment. These capabilities are integral to topical bioequivalence assessment and microstructure evaluation and are maintained internally by a limited number of topical-focused organizations globally.

Integrated development and commercial manufacturing capabilities: Topical products are particularly prone to performance variability during scale-up and technology transfer because relatively small changes in equipment configuration, process parameters, or manufacturing conditions can alter product microstructure and clinical performance. As a result, fragmented operating models where development, analytical work, and commercial manufacturing are performed by separate organizations introduce additional execution risk and increase development timelines. Integrated development-to-commercial capabilities therefore provide an important competitive advantage by improving scale-up reproducibility, reducing technology transfer complexity and shortening commercialization timelines. Encube's model of combining formulation development, analytical characterization, regulatory support and commercial manufacturing within the same organization reflects the direction in which the broader market is evolving, reducing the need for multiple technology transfers over a topical product's lifecycle.

Available capacity headroom: It is a key requirement for CDMOs to maintain sufficient headroom in capacity, as customers typically require manufacturing partners to demonstrate the ability to accommodate incremental volumes and future demand on

shorter notice. CDMOs operating at or near full utilization are less able to win new business or absorb unplanned demand growth from existing customers, making disciplined capacity planning an important, if less visible, determinant of long-term competitiveness.

Specialized manufacturing infrastructure and dosage-form breadth: Topical manufacturing requires infrastructure that differs materially from traditional oral solid facilities, including specialized mixing and homogenization systems, controlled heating and cooling environments, flexible filling capabilities and multiproduct manufacturing facilities capable of supporting rapid product changeovers and smaller production campaigns. The ability to support adjacent local-delivery technologies such as foams, aerosols, transdermal systems, vaginal rings and intrauterine drug delivery systems is becoming progressively important as customers seek partners capable of supporting broader portfolios and emerging dosage forms over time. Leading topical CDMOs steadily differentiate themselves through continued expansion into adjacent local-delivery technologies, enabling customers to consolidate larger portions of their portfolios with a smaller number of strategic partners.

Regulatory capabilities and multi-market compliance experience: Regulatory expectations for topical products continue to increase across major pharmaceutical markets, extending beyond conventional GMP compliance to include product performance, microstructure comparability, IVRT and IVPT requirements, data integrity and site transfer robustness. Customers increasingly prefer CDMOs with established inspection histories, strong quality systems and experience in supporting filings across multiple regulated and semi-regulated markets, allowing products to be commercialized globally through a common manufacturing platform. The ability to support multiple regulatory jurisdictions simultaneously is becoming a progressively important differentiator as customers seek to rationalize supplier bases and simplify global supply chains. Encube's broad regulatory footprint and experience supplying products across multiple regulated markets illustrate the advantages associated with multi-market regulatory execution capabilities.

Flexible manufacturing economics and portfolio management capabilities: Unlike oral solid products, many topical formulations are manufactured in lower volumes and across multiple presentations, strengths and market-specific pack configurations. This creates manufacturing environments characterized by smaller batch sizes, lower utilization levels and greater SKU complexity. CDMOs capable of supporting multiproduct facilities, campaign manufacturing and rapid changeovers are therefore better positioned to support specialty dermatology products, orphan indications and steadily fragmented OTC portfolios in a cost-efficient manner. Flexible manufacturing economics are becoming increasingly important as the market shifts toward specialty products, niche indications and D2C consumer health brands.

Supply reliability, customer retention and lifecycle support: Once commercial supply has been established, changing manufacturing partners for approved topical products can require technology transfer activities, validation studies, stability programs and regulatory approvals across multiple markets. Customers therefore place considerable importance on supply reliability, quality consistency, lifecycle support and execution track record when selecting outsourcing partners. CDMOs that can support line extensions, cost optimization initiatives, post-approval changes and portfolio expansion are typically better positioned to retain customers and deepen long-term strategic relationships, and the resulting switching costs create real competitive advantages for established suppliers with strong operational track records and high levels of customer retention.

Human capital and specialist talent availability: Topical CDMO remains heavily dependent on experienced formulation scientists, analytical specialists, process engineers, regulatory professionals and technology transfer teams that are difficult to recruit and replicate. As formulation complexity continues to increase and dosage forms diversify, access to specialized scientific and technical talent is expected to become a progressively important source of competitive differentiation across the industry. Organizations that have developed deep topical scientific teams over extended periods are likely to maintain a structural advantage as demand for specialist expertise continues to outpace supply.

COMPETITIVE LANDSCAPE

The global topical CDMO landscape remains substantially narrower and more specialized than the broader pharmaceutical outsourcing market. Among the assessed peer set, Encube distinguishes itself through the breadth of its regulatory certifications and approvals, an India-based manufacturing footprint combined with a global operating model, and a track record free of Official Action Indicated observations from the US FDA, positioning it among a small group of globally relevant topical outsourcing specialists.

While numerous CDMOs participate in oral solids, sterile injectables and biologics, relatively few possess the scientific infrastructure, regulatory track record and dosage-form breadth required to support complex topical and local-delivery products across regulated markets. The competitive landscape can broadly be categorized into three archetypes.

Integrated topical specialists: These companies focus primarily on topical, semisolid, transdermal and adjacent local-delivery dosage forms, with capabilities spanning formulation development, analytical characterization, regulatory support, scale-up and commercial manufacturing. Their primary advantages include deep dosage-form expertise, stronger understanding of topical bioequivalence requirements, integrated development-to-commercialization capabilities and the ability to support multiple semisolid and transdermal technologies within a single organization. These companies are typically best positioned where IVRT, IVPT, Q1/Q2/Q3 characterization, microstructure assessment and complex formulation science are central to customer decision-making. Their primary limitation is often narrower therapeutic or dosage-form breadth relative to larger diversified outsourcing organizations.

Diversified CDMOs: These companies offer topical manufacturing as part of broader portfolios spanning oral solids, injectables, sterile products, biologics and other dosage forms. Their advantages typically include scale, larger manufacturing networks, broader customer relationships and the ability to support multiple modalities within a single outsourcing relationship. However, topical

capabilities frequently represent one business vertical among many rather than the core organizational focus. As topical products become steadily complex, diversified CDMOs require demonstrable semisolid-specific scientific capabilities, analytical infrastructure, and regulatory experience to compete effectively with specialist providers in regulated markets.

Integrated diversified pharmaceutical manufacturers: These companies maintain internal manufacturing infrastructure across multiple dosage forms, including topical products, primarily to support captive portfolios. Such organizations often possess strong scientific and regulatory capabilities developed through decades of commercial manufacturing experience. However, these assets are generally optimized for internal supply rather than third-party CDMO growth, resulting in lower external capacity availability and more limited customer engagement models. At the same time, they illustrate the historical importance of captive manufacturing within topical products and partially explain why outsourcing penetration remains substantially below broader pharmaceutical outsourcing markets. Continued manufacturing footprint rationalization across large pharmaceutical companies could therefore become an important future source of outsourcing growth.

Although each model serves a role within the market, integrated topical specialist CDMOs are generally best positioned where customers require a combination of formulation science, analytical characterization, regulatory support and commercial manufacturing within a single platform. The market remains small even within this specialist segment, with only a limited number of companies offering integrated molecule-to-commercialization capabilities across multiple semisolid and local-delivery dosage forms. The niche becomes even narrower when considering companies that combine broad topical dosage-form capabilities with extensive regulated-market experience, strong inspection histories and established front-end commercial presence in major pharmaceutical markets; very few organizations operate at this intersection of capabilities.

Encube is among a few companies globally with a comprehensive suite of development and manufacturing capabilities spanning non-sterile topical dosage forms including creams, lotions, gels, pastes, solutions, ointments, non-aerosol sprays, transdermal patches, and hormone products, across multiple packaging formats such as tubes, bottles, pumps and sachets. Among the assessed topical focused peers, this makes the company the only player to offer the broadest range of products[27] as of March 31, 2026. Additionally, Encube is the only topical-focused pharmaceutical formulations player globally to operate across three structurally different business verticals simultaneously as of March 31, 2026: CDMO services, US generics and Indian branded formulations. The company is also the only Indian topical specialist CDMO with the ability to supply to multiple regulatory markets amongst the assessed CDMO peers as of March 31, 2026.

Exhibit 5.6: US Topical Molecule CDMO Landscape: Selected Player Capability Benchmarking, Fiscal 2026

COMPANY PROFILES	BUSINESS VERTICALS			TOPICAL DOSAGE FORMS OFFERED					OTHER KEY DOSAGE FORMS	FOOTPRINT & CAPACITY	REGULATORY CERTIFICA-TIONS
	TOPICAL CDMO	US Gx	IN BR	CREAM	GEL	SOLN.	SPRAY	PATCH			
Encube Ethicals INTEGRATED TOPICAL SPECIALIST	✓	✓	✓	✓	✓	✓	✓	✓	*None*	**2 Sites (IN)** ~12K TONS / 621M UNITS	FDA, EMA, ANVISA, PMDA, ANSM, MHRA, TGA, MFDS, WHO-GMP
DPT Labs DIVERSIFIED CDMO	✓	–	–	✓	✓	✓	✓	–	Oral liquids, nasal	**2 Sites (US)** NA	FDA, EMA, DEA (II-V)
CPL Canada DIVERSIFIED CDMO	✓	–	–	✓	✓	✓	✓	–	Oral liquids, nasal	**1 Site (CA)** ~20M UNITS / YEAR	FDA, HEALTH CA, PMDA, ANVISA, MHRA, TGA
Delpharm DIVERSIFIED CDMO	✓	–	–	✓	✓	✓	–	–	Oral solids, injectables, oral liquids, nasal,	**18 Sites (EU)** NA	FDA, EMA, ANVISA, PMDA, ANSM

[27] Broadest refers to the ability to offer topical dosage forms across Creams, Gels, Solutions, Sprays, and Patches

									ophthalmic, others		
NextPharma DIVERSIFIED CDMO	✓	–	–	✓	✓	✓	–	–	Oral solids, oral liquids, ophthalmic, others	**10 Sites (EU)** NA	FDA, EMA, ANVISA, MHRA
Bora Pharma INTEGRATED DIVERSIFIED PLAYER	✓	✓	–	✓	✓	✓	✓	–	Oral solids, oral liquids, ophthalmic, others	**10 Sites (US, CA, TW)** >10K TONS	FDA, EMA, HEALTH CA, TFDA, PMDA
Akums Drugs INTEGRATED DIVERSIFIED PLAYER	✓	–	✓	✓	✓	✓	–	✓	Oral solids, injectables, oral liquids, ophthalmic, dental, nasal, others	**11 Sites (IN)** 49B UNITS (ALL FORMS)	FDA, ANVISA, WHO-GMP

Source: *Company IR Reports, Portfolio Analysis, Analyst Transcripts, and Frost & Sullivan analysis.*

Notes: *Integrated Topical Specialist - Companies operating across all three core commercial/development business lines (CDMO contract services, US generic commercial pipelines, and branded/OTC pipelines) with a 100% operational focus dedicated solely to semisolids/topicals. Diversified CDMO - Pure-play contract service partners focused entirely on outsourced development and commercial manufacturing for third parties across multiple formulation types (solid oral, sterile, topical, liquids) with no proprietary generic or branded product lines. Integrated Diversified Player - Diversified pharmaceutical organizations running active CDMO service lines alongside their own non-topical-focused commercial generic or branded/in-licensed drug portfolios. ✓ = capability present, – = no capability. Country codes taken from ISO 3166-1 alpha-2.*

Among the assessed peer set, Encube distinguishes itself through the breadth of its regulatory certifications and approvals, supporting supply into multiple regulated markets as of March 31, 2026. The company combines topical and adjacent local-delivery specialization with integrated development-to-commercialization capabilities, experience supporting multiple international regulatory jurisdictions, and an established commercial presence in the US.

Encube's positioning is further strengthened by the combination of an India-based manufacturing footprint and a global operating model. India's structural cost advantage enables the company to invest more extensively in quality systems, compliance infrastructure, scientific talent and regulatory capabilities without proportionately increasing operating costs relative to manufacturers in higher-cost regions, creating a differentiated value proposition that combines cost competitiveness with regulated-market quality standards rather than requiring customers to trade off between the two.

The niche becomes more specialized still when considering companies that combine broad topical capabilities with strong regulatory track records and no Official Action Indicated (OAI) observations from the FDA, underscoring sustained quality and compliance performance across inspections. When combined with an established front-end presence in the US market and the ability to support customers across development, regulatory and commercial activities, the number of comparable organizations becomes increasingly limited, positioning Encube among a small group of globally relevant topical outsourcing specialists.

PEER LANDSCAPE[28]

In the topical molecule market, typically, business models that integrate product development, manufacturing and commercialization across multiple geographies are generally better positioned to generate sustainable growth and superior returns by capturing a larger share of the pharmaceutical value chain, diversifying revenue sources, and improving asset utilization.

[28] Benchmark companies were selected to ensure comparability across business model, geographic focus, and dosage-form capabilities. The benchmarking universe comprises Indian listed pharmaceutical companies meeting one or both of the following criteria: (i) generic formulation companies deriving a majority of their formulation revenue from regulated markets, particularly the US and Europe; and/or (ii) formulation CDMOs with established manufacturing capabilities in specialized dosage forms These competitors include Dr Reddy's Ltd, Lupin Ltd, Zydus Lifesciences, Aurobindo Pharma Ltd, Alembic Pharmaceuticals, Rubicon Research, Gland Pharma and OneSource Specialty Pharma Ltd.

The competitive landscape of the topical molecule market extends beyond formulation capabilities alone. Differences in long-term performance are increasingly shaped by business model design, geographic diversification and the extent of integration across development, manufacturing and commercialization. Companies operating across multiple stages of the value chain retain a greater proportion of product economics, accelerate knowledge transfer between development and commercial manufacturing, and improve capacity utilization by serving both proprietary portfolios and external customers. The resulting operating leverage is often reflected in higher margins, stronger returns on capital and greater resilience across product life cycles.

Geographic diversification provides an additional source of competitive advantage. A balanced presence across regulated and semi-regulated markets enables manufacturers to participate in multiple growth pools while reducing dependence on any single pricing environment, reimbursement system, or regulatory jurisdiction. Regulated markets such as the US, UK and Germany provide access to higher-value products and premium pricing, while emerging markets offer larger patient populations, faster volume expansion, and opportunities to build enduring branded franchises. Multiple revenue streams across geographies, business segments, and commercialization models also typically improve earnings stability by mitigating the impact of patent expiries, pricing erosion and product-specific volatility.

The benchmarked companies illustrate these differences in business model execution. In the last three fiscals atleast, companies combining integrated models of development, manufacturing, and commercialization, have generally delivered stronger growth and profitability. Encube provides a representative example benefitting from this integrated model. In Fiscal 2026, the company recorded the highest year on year revenue growth among the benchmarked Indian listed peer group at 37.47%, while also reporting the highest EBITDA margin (35.88%), PAT margin (23.62%), ROCE (32.30%) and ROE (25.65%). In particular, Encube's EBITDA margin and ROCE were 1.5x and 1.8x the average of the assessed listed Indian peers as of and for the financial year ended March 31, 2026[29]. A similar pattern was observed in Fiscal 2025, when Encube again delivered the highest revenue growth (23.84%) together with the second highest PAT margin (18.56%) and the strongest EBITDA margin (33.62%) within the peer set. While company-specific execution remains an important determinant of performance, these outcomes illustrate the financial advantages that can arise from an integrated operating model supported by diversified revenue streams and exposure to multiple pharmaceutical markets.

Sustaining this performance, however, often requires continuous investment in innovation, manufacturing infrastructure and portfolio replenishment. In topical pharmaceuticals, competitive positions are rarely maintained through existing products alone. Companies must continuously expand manufacturing capacity to accommodate new product launches, invest in formulation science and analytical capabilities to develop increasingly complex products, and replenish their portfolios through a steady cadence of regulatory filings and commercial launches. These investments determine not only future revenue growth but also the ability to sustain asset utilization, operating leverage and customer relevance over time.

Encube's investment trajectory illustrates this approach. The company's aggregate installed filling and packaging capacity of 807 million units as of March 31, 2026 corresponds to approximately 2.8 times the total US topical market demand in Fiscal 2026. Innovation has remained a parallel priority, with R&D expenditure accounting for approximately 7.44% of operating revenue in Fiscal 2026 and an R&D organization comprising 228 employees (including 12 PhDs) and researchers as of Fiscal 2026. These capabilities have translated into a growing regulatory pipeline, with 130 ANDAs filed or approved as of Fiscal 2026, providing continued opportunities for future commercialization across regulated markets.

Portfolio expansion is being pursued through both new product development and lifecycle optimization. Alongside advancing new ANDA filings, Encube is actively leveraging its formulation, regulatory, and commercial capabilities to relaunch previously discontinued assets where market opportunities remain attractive.

Fiscal 2024 PEER BENCHMARKING

Financial KPIs, Fiscal 2024

Metric	Unit	Dr Reddy's	Lupin	Zydus	Aurobindo	Glenmark	Alembic Pharma	Rubicon Research	Gland Pharma	OneSource	Encube
Revenue from operations	*INR Mn*	280,111	200,108	195,474	290,019	118,131	62,286	8,539	56,647	NA	**10,859**
Revenue growth rate	*%*	14.00%	20.80%	13.40%	17.00%	2.00%	10.19%	NA	56.00%	NA	**NA**
Material profit	*INR Mn*	NA	NA	NA	NA	NA	NA	NA	NA	NA	**7,312**
Material margin	*%*	NA	NA	NA	NA	NA	NA	NA	NA	NA	**67.34%**

29 Average excluding Encube

Metric	Unit	Dr Reddy's	Lupin	Zydus	Aurobindo	Glenmark	Alembic Pharma	Rubicon Research	Gland Pharma	OneSource	Encube
EBITDA	*INR Mn*	83,013	39,307	53,843	58,430	11,953	9,610	1,731	13,331	NA	**2,976**
EBITDA growth rate	*%*	13.00%	NA	39.50 %	55.00%	NA	41.00%	NA	30.00%	NA	**NA**
EBITDA margin	*%*	29.70%	20.00 %	27.50 %	20.10%	10.10%	15.42%	19.84%	23.53%	NA	**27.41 %**
EBITDA pre-R&D	*INR Mn*	NA	NA	NA	NA	NA	NA	2,803	NA	NA	**4,176**
EBITDA pre-R&D margin	*%*	NA	NA	NA	NA	NA	NA	32.13%	NA	NA	**38.46 %**
PAT	*INR Mn*	55,684	19,145	39,728	31,690	-14,335	6,158	910	7,725	NA	**1,561**
PAT margin	*%*	19.90%	9.70%	NA	10.90%	NA	9.89%	10.66%	13.64%	NA	**14.38 %**
Return on equity	*%*	NA	14.00 %	20.60 %	11.20%	4.49%	13.40%	27.11%	9.26%	NA	**13.41 %**
Return on capital employed	*%*	35.50%	21.00 %	23.00 %	14.40%	8.10%	13.79%	18.62%	11.42%	NA	**18.47 %**
Adj. RoCE / ROIC	*%*	NA	NA	NA	NA	NA	NA	NA	NA	NA	**15.12 %**
Cash flow from operations	*INR Mn*	45,443	36,484	31,963	24,345	-2,654	8,032	210	9,968	NA	**1,819**
Debt / EBITDA	*x*	NA	0.04	NA	NA	NA	NA	NA	NA	NA	**0.84**
Debt / Equity	*x*	0.07	NA	0.04	0.11	0.13	0.09	1.03	0.04	NA	**0.20**
Working capital days	*Days*	219	124	NA	NA	NA	NA	NA	NA	NA	**143**
R&D expenses	*INR Mn*	22,873	15,573	13,096	14,710	10,830	4,750	1,072	1,774	NA	**1,200**
R&D expenses / revenue	*%*	8.20%	7.80%	6.70%	5.00%	NA	7.60%	11.00%	4.26%	NA	**11.05 %**
Capex	*INR Mn*	15,170	5,400	8,628	NA	8,964	3,450	519	3,975	NA	**2,936**

Source: *Company IR reports; analyst transcripts; as accessed on 28th July 2026*

Notes: *NA = Not available; Metrics for competitors are taken as reported in respective IR reports, hence differing formulas may be used.*

Operational KPIs, Fiscal 2024

Metric	Unit	Dr Reddy's	Lupin	Zydus	Aurobindo	Glen mark	Alembic Pharma	Rubi con Rese arch	Gland Pharma	OneSou rce	Encube
ANDAs filed (FY)	*No.*	17	6	20	40	6	15	17	19	NA	**15**
ANDAs approved (FY)	*No.*	NA	NA	41	68	NA	15	12	24	NA	**11**
Cumulative ANDAs filed	*No.*	325	442	460	830	NA	260	NA	349	NA	**48**
Cumulative ANDAs approved	*No.*	239	NA	380	658	NA	170	69	286	NA	**30**
No. of products commercialized	*No.*	NA	NA	NA	NA	NA	147	55	NA	NA	**28**
No. R&D employees	*No.*	3,335	1,400+	1,400+	1,500+	1,000 +	800+	NA	276	NA	**216**

Source: *Company IR reports; analyst transcripts; company provided information; as accessed on 28th July 2026*

Notes: *ANDA numbers may not match FDA Orange Book as they are captured from IR reports and presentations for respective companies; NA = Not available*

Fiscal 2025 PEER BENCHMARKING

Financial KPIs, Fiscal 2025

Metric	Unit	Dr Reddy's	Lupin	Zydus	Aurobin do	Glenmar k	Alembic Pharma	Rubicon Research	Gland Pharma	OneSour ce	Encube
Revenue from operations	*INR Mn*	326,43 9	227,07 9	232,41 5	317,237	133,217	66,721	12,843	56,165	14,449	**13,448**
Revenue growth rate	*%*	17.00%	13.50 %	18.90 %	9.40%	12.80%	7.00%	NA	-1.00%	NA	**23.84%**
Material profit	*INR Mn*	NA	NA	NA	NA	NA	NA	NA	NA	NA	**9,434**
Material margin	*%*	NA	NA	NA	NA	NA	NA	NA	NA	NA	**70.15%**
EBITDA	*INR Mn*	92,133	54,792	70,585	66,050	23,514	10,530	2,679	12,689	4,665	**4,521**
EBITDA growth rate	*%*	11.00%	38.90 %	31.10 %	13.00%	NA	10.00%	NA	-5.00%	104.00%	**51.92%**
EBITDA margin	*%*	28.30%	24.70 %	30.40 %	20.80%	17.60%	15.78%	20.90%	22.59%	32.30%	**33.62%**
EBITDA pre-R&D	*INR Mn*	NA	NA	NA	NA	NA	NA	3,967	NA	NA	**5,450**
EBITDA pre-R&D margin	*%*	NA	NA	NA	NA	NA	NA	30.90%	NA	NA	**40.53%**
PAT	*INR Mn*	57,245	33,063	46,726	34,840	10,471	5,820	1,344	6,985	-180	**2,496**
PAT margin	*%*	17.60%	14.80 %	19.50 %	11.00%	7.90%	8.74%	10.46%	12.44%	NA	**18.56%**
Return on equity	*%*	NA	NA	21.70 %	11.10%	15.50%	11.66%	29.02%	7.82%	NA	**18.26%**

Metric	Unit	Dr Reddy's	Lupin	Zydus	Aurobindo	Glenmark	Alembic Pharma	Rubicon Research	Gland Pharma	OneSource	Encube
Return on capital employed	*%*	27.70%	21.60 %	24.70 %	14.50%	18.50%	14.66%	26.45%	9.42%	22.90%	**23.66%**
Adj. RoCE / ROIC	*%*	NA	NA	NA	NA	NA	NA	NA	NA	NA	**20.25%**
Cash flow from operations	*INR Mn*	46,428	29,999	67,811	39,246	-8,276	880	1,592	9,147	-679	**2,998**
Debt / EBITDA	*x*	NA	-0.02	NA	NA	NA	NA	NA	NA	NA	**0.56**
Debt / Equity	*x*	0.14	NA	0.13	0.08	0.25	0.23	0.73	0.03	NA	**0.17**
Working capital days	*Days*	210	129	NA	NA	104	NA	137	NA	NA	**141**
R&D expenses	*INR Mn*	27,380	17,968	18,555	16,220	9,183	5,300	1,325	1,922	NA	**929**
R&D expenses / revenue	*%*	8.4%	8.00%	8.00%	5.10%	NA	7.80%	10.30%	4.66%	NA	**6.91%**
Capex	*INR Mn*	26,990	5,200	12,140	27,000	7,150	5,750	547	3,938	NA	**1,592**

Source: *Company IR reports; analyst transcripts; as accessed on 28th July 2026*

Notes: *NA = Not available; Metrics for competitors are taken as reported in respective IR reports, hence differing formulas may be used.*

Operational KPIs, Fiscal 2025

Metric	Unit	Dr Reddy's	Lupin	Zydus	Aurobindo	Glenmark	Alembic Pharma	Rubicon Research	Gland Pharma	OneSource	Encube
ANDAs filed (FY)	*No.*	10	NA	27	31	4	8	11	24	NA	**12**
ANDAs approved (FY)	*No.*	NA	NA	19	31	8	24	12	32	NA	**13**
Cumulative ANDAs filed	*No.*	329	453	486	861	NA	266	NA	371	NA	**60**
Cumulative ANDAs approved	*No.*	253	NA	394	690	NA	194	77	318	NA	**43**
No. of products commercialized	*No.*	NA	138	NA	NA	NA	163	66	NA	NA	**35**
No. R&D employees	*No.*	2,968	1,400+	1,500+	1,500	887	915+	200	250+	NA	**216**

Source: *Company IR reports; analyst transcripts; company provided information; as accessed on 28th July 2026*

Notes: *ANDA numbers may not match FDA Orange Book as they are captured from IR reports and presentations for respective companies; NA = Not available*

Fiscal 2026 PEER BENCHMARKING

Financial KPIs, Fiscal 2026

Metric	Unit	Dr Reddy's	Lupin	Zydus	Aurobindo	Glenmark	Alembic Pharma	Rubicon Research	Gland Pharma	OneSource	Encube
Revenue from operations	*INR Mn*	337,002	279,580	271,484	336,531	169,825	73,449	17,540	64,307	14,216	**18,487**
Revenue growth rate	*%*	3.20%	23.10 %	16.80 %	6.10%	27.50%	10.00%	36.60%	14.00%	-2.00%	**37.47%**
Material profit	*INR Mn*	NA	NA	NA	NA	NA	NA	NA	NA	NA	**13,017**
Material margin	*%*	NA	NA	NA	NA	NA	NA	NA	NA	NA	**70.41%**
EBITDA	*INR Mn*	76,595	92,405	84,751	68,560	45,724	11,770	4,080	16,295	3,042	**6,633**
EBITDA growth rate	*%*	NA	68.60 %	20.10 %	3.80%	NA	12.00%	52.30%	28.00%	-35.00%	**46.72%**
EBITDA margin	*%*	22.80%	33.60 %	31.20 %	20.40%	26.90%	16.03%	23.30%	25.00%	21.00%	**35.88%**
EBITDA pre-R&D	*INR Mn*	NA	NA	NA	NA	NA	NA	5,938	NA	NA	**8,009**
EBITDA pre-R&D margin	*%*	NA	NA	NA	NA	NA	25.00%	33.90%	NA	NA	**43.32%**
PAT	*INR Mn*	42,466	53,555	51,235	35,048	13,620	6,708	2,467	10,273	-738	**4,367**
PAT margin	*%*	12.60%	19.40 %	18.60 %	NA	7.80%	9.19%	NA	NA	NA	**23.62%**
Return on equity	*%*	NA	NA	21.40 %	NA	NA	12.43%	NA	11.00%	NA	**25.65%**
Return on capital employed	*%*	15.80%	28.40 %	21.60 %	NA	NA	12.77%	NA	12.00%	NA	**32.30%**
Adj. RoCE / ROIC	*%*	NA	NA	NA	NA	NA	NA	NA	NA	NA	**28.13%**
Cash flow from operations	*INR Mn*	56,755	73,345	21,166	55,264	34,450	7,827	2,050	10,314	85	**3,031**
Debt / EBITDA	*x*	NA	NA	NA	NA	NA	NA	NA	NA	NA	**0.37**
Debt / Equity	*x*	0.20	NA	0.43	NA	NA	0.24	NA	NA	NA	**0.13**
Working capital days	*Days*	203	113	NA	NA	107	NA	126	NA	NA	**143**
R&D expenses	*INR Mn*	24,058	20,631	22,732	NA	NA	7,120	1,935	2,230	NA	**1,376**
R&D expenses / revenue	*%*	7.20%	7.50%	8.40%	NA	NA	9.60%	11.00%	5.00%	NA	**7.44%**
Capex	*INR Mn*	23,000	25,231	17,145	NA	NA	4,320	800	4,938	NA	**2,267**

Source: *Company IR reports; analyst transcripts; as accessed on 28th July 2026*

Notes: *NA = Not available; Metrics for competitors are taken as reported in respective IR reports, hence differing formulas may be used.*

Operational KPIs, Fiscal 2026

Metric	Unit	Dr Reddy's	Lupin	Zydus	Aurobindo	Glenmark	Alembic Pharma	Rubicon Research	Gland Pharma	OneSource	Encube
ANDAs filed for Fiscal Year	*No.*	15	10+	30	NA	5	10	NA	24	NA	**13**
ANDAs approved for Fiscal Year	*No.*	NA	NA	20	NA	NA	22	12	28	NA	**14**
Cumulative ANDAs filed	*No.*	347	430	508	888	NA	274	108	388	NA	**73**
Cumulative ANDAs approved	*No.*	270	NA	409	728	NA	216	84	337	NA	**57**
No. of products commercialized	*No.*	280+	151	NA	NA	NA	178	77	NA	NA	**51**
No. R&D employees	*No.*	2,769	1,400+	1,500+	NA	NA	610+	240+	NA	NA	**228**

Source: *Company IR reports; analyst transcripts; company provided information; as accessed on 28th July 2026*

Notes: *ANDA numbers may not match FDA Orange Book as they are captured from IR reports and presentations for respective companies; NA = Not available*

ENCUBE'S FINANCIAL METRICS

Metric	Unit	FY24	FY25	FY26
Revenue from Global Generics*	*INR Mn*	3,513	5,437	8,617
Revenue from Global CDMO	*INR Mn*	5,902	6,430	7,828
Revenue from India Branded Formulations	*INR Mn*	1,146	1,318	1,658
Revenue from Global Generics growth rate	*%*	NA	54.77%	58.49%
Revenue from Global CDMO growth rate	*%*	NA	8.95%	21.74%
Revenue from India Branded Formulations growth rate	*%*	NA	15.01%	25.80%

Source: *Company restated financial statements*

Notes: *NA = Not available; *Global Generics excludes India Branded Formulations*

Notes for Peers

1. 1. For Dr Reddy's Ltd, cumulative ANDAs approved exclude 81 ANDAs and 5 505(b)(2) NDAs pending approval with the FDA for Fiscal 2024.

2. For Dr Reddy's Ltd, cumulative ANDAs approved exclude 73 ANDAs and 3 505(b)(2) NDAs pending approval with the FDA for Fiscal 2025.

3. For Dr Reddy's Ltd, cumulative ANDAs approved exclude 75 ANDAs and 2 505(b)(2) NDAs pending approval with the FDA for Fiscal 2026.

4. For Dr Reddy's Ltd, ANDAs filed for the year and cumulative ANDAs filed include ANDAs and 505(b)(2) NDAs filed for the years Fiscal 2024, Fiscal 2025, and Fiscal 2026.

5. For Dr Reddy's Ltd, the number of R&D employees is R&D scientists as stated in the annual report.

6. For Lupin Ltd, total ANDAs filed include ANDAs and NDAs filed with the US FDA as per the annual report.

7. For Zydus Lifesciences, ANDAs approved in Fiscal 2024 exclude 5 tentative approvals for the year and 22 tentative approvals on a cumulative basis.

8. For Zydus Lifesciences, ANDAs approved in Fiscal 2025 exclude 5 tentative approvals for the year and 27 tentative approvals on a cumulative basis.

9. For Zydus Lifesciences, ANDAs approved in Fiscal 2026 exclude 6 tentative approvals for the year and 26 tentative approvals on a cumulative basis.

10. For Aurobindo Pharma Ltd, EBITDA is EBITDA before forex and other income.

11. For Aurobindo Pharma Ltd, PAT is PAT attributable to owners of the parent company.

12. For Alembic Pharmaceuticals, in Fiscal 2024, cumulative approved ANDAs of 197 exclude 27 tentative approvals.

13. For Alembic Pharmaceuticals, in Fiscal 2025, cumulative approved ANDAs of 220 exclude 26 tentative approvals.

14. For Alembic Pharmaceuticals, in Fiscal 2026, cumulative approved ANDAs of 235 exclude 19 tentative approvals.

15. For Alembic Pharmaceuticals, in Fiscal 2024, ANDAs approved in Fiscal 2024 exclude 4 tentative approvals.

16. For Gland Pharma, the number of R&D employees is the number of scientists as stated in the annual report.

17. For Gland Pharma, ANDA Filings include ANDAs filed by Gland Pharma and ANDAs filed by partners

18. For OneSource Specialty Pharma Ltd, figures reflect the period following the company's listing on the National Stock Exchange of India (NSE) and Bombay Stock Exchange (BSE) on January 24, 2025.

19. For OneSource Specialty Pharma Ltd, goodwill and scheme intangibles arising from the business combination are excluded from the RoCE calculation, as they are not reflective of operating performance in the absence of common control; capital employed excludes new capital investment in progress for Fiscal 2025.

APPENDIX

Appendix Exhibit 1: NFC123 Definitions

#	NFC123 Code	Definition
1	MGA	Topical External Liquids
2	MGD	Topical External Collodion/Lacquers
3	MGS	Topical External Lotions
4	MSA	Topical External Ointments
5	MTA	Topical External Creams
6	MVA	Topical External Gels and Sols
7	HGX	Rectal Systemic Enema Liquids
8	JVN	Other Systemic Unit Dose Gels/Sols
9	JVP	Other Systemic Metered-Dose Gels/Sols

Source: *Standardized dosage-form and route-of-administration classification system used throughout this report.*

Appendix Exhibit 2: Company Names

#	Standardized Short Name	Official / Legal Name
1	Akums	Akums Drugs and Pharmaceuticals Ltd.
2	Alembic	Alembic Pharmaceuticals Ltd.
3	Aristo	Aristo Pharmaceuticals Private Limited
4	Bora	Bora Pharmaceuticals Co., Ltd.
5	Cipla	Cipla Ltd.

#	Standardized Short Name	Official / Legal Name
6	CPL Canada	Contract Pharmaceuticals Limited Canada
7	Delpharm	Delpharm SAS
8	DPT Labs	DPT Laboratories Ltd.
9	Dr. Reddy's	Dr. Reddy's Laboratories Ltd.
10	Encube	Encube Ethicals Limited
11	Eris	Eris Lifesciences Ltd.
12	Fourrts	Fourrts (India) Laboratories
13	Glenmark	Glenmark Pharmaceuticals Ltd.
14	GSK	GSK plc
15	Hegde & Hegde	Hegde & Hegde Pharmaceuticals LLP
16	Macleods	Macleods Pharmaceuticals Ltd.
17	NextPharma	NextPharma Technologies Holding Limited
18	Padagis	Padagis US LLC
19	Sun Pharma	Sun Pharmaceutical Industries Ltd.
20	Teva	Teva Pharmaceutical Industries Ltd.
21	Torrent	Torrent Pharmaceuticals Ltd.
22	Viatris	Viatris Inc.
23	Viona	Viona Pharmaceuticals Inc.
24	Win Medicare	Win-Medicare Private Ltd.
25	Zydus	Zydus Lifesciences Ltd.

Source: *Includes only companies referenced elsewhere in this report.*

Appendix Exhibit 3: Key Metrics Definitions for Encube

S. No.	Key Metric	Unit	Definition / Calculation
Financial Metrics			
1	**Revenue from operations**	INR million	Revenue from operations is as appearing in the restated financial statements.
2	**Revenue from operations growth rate**	%	Growth in revenue from operations is calculated as revenue from operations for the relevant fiscal minus the revenue from operations for the corresponding previous fiscal as a percentage of revenue from operations for the corresponding previous fiscal.
3	**Material profit**	INR million	Material profit is calculated as revenue from operations less (i) cost of materials consumed, (ii) purchases of stock-in-trade, (iii) changes in inventories of finished goods, work-in-progress and stock-in-trade.
4	**Material margin (%)**	%	Material margin is calculated as material profit as a percentage of revenue from operations.
5	**EBITDA**	INR million	EBITDA is calculated as restated profit before tax plus (i) finance costs, (ii) depreciation and amortization expenses, and (iii) impairment charges; less other income.
6	**EBITDA growth rate**	%	Growth in EBITDA is calculated as EBITDA for the relevant fiscal minus the EBITDA for the corresponding previous fiscal as a percentage of EBITDA for the corresponding previous fiscal.
7	**EBITDA margin**	%	EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.
8	**EBITDA pre-R&D**	INR million	EBITDA pre-R&D is calculated as restated profit before tax plus (i) finance costs, (ii) depreciation and amortization expenses, and (iii) impairment charges, (iv) research & development expenditure recognized as an expense; less other income.

S. No.	Key Metric	Unit	Definition / Calculation
9	**EBITDA pre-R&D margin**	%	EBITDA pre-R&D margin is calculated as EBITDA pre-R&D as a percentage of revenue from operations.
10	**PAT**	INR million	Profit for the year (PAT) is restated profit for the year as appearing in the restated consolidated financial information.
11	**PAT margin**	%	PAT Margin is calculated as profit for the year (PAT) as a percentage of revenue from operations.
12	**Return on equity**	%	ROE is calculated as PAT for the relevant fiscal as a percentage of average total equity. Total equity is as appearing in restated consolidated financial information. Average total equity is calculated as the average of total equity for the relevant fiscal and the total equity of the corresponding previous fiscal.
13	**Return on capital employed**	%	Return on capital employed or RoCE is calculated as EBIT as a percentage of capital employed. EBIT is calculated as the aggregate of restated profit before tax and finance costs for the relevant fiscal. Capital employed is calculated as the aggregate of (i) tangible net worth (which is total equity less (a) intangible assets, (b) intangible assets under development and (c) deferred tax assets), (ii) total debt (which includes (a) long-term borrowings, (b) short-term borrowings, (c) non-current lease liabilities and (d) current lease liabilities), and (iii) deferred tax liability as appearing in the restated consolidated financial information for the relevant fiscal.
14	**Adjusted return on capital employed**	%	Adjusted RoCE is calculated as EBIT for the relevant fiscal divided by adjusted capital employed. Adjusted capital employed is calculated as the aggregate of (i) total equity and (ii) total debt.
15	**Cash flow from operations**	INR million	Cash flow from operations is net cash flows generated from operating activities as appearing in the restated consolidated financial information.
16	**Debt / EBITDA**	times	Debt / EBITDA is calculated as total debt divided by EBITDA.
17	**Debt / Equity**	times	Debt / Equity is calculated as total debt divided by total equity.
18	**Working capital days**	days	Net working capital days is calculated as net working capital divided by revenue from operations multiplied by 365. Net working capital is calculated as (total current assets as appearing in the restated consolidated financial information less (i) cash and cash equivalents, (ii) bank balance other than cash and cash equivalents and (iii) current investments) minus (total current liabilities as appearing in the restated consolidated financial information less (i) short-term borrowings and (ii) short-term lease liabilities).
19	**R&D expenses**	INR million	R&D expenses is the research & development expenditure recognized as an expense as appearing in the restated consolidated financial information.
20	**R&D expenses/revenue**	%	R&D expenses / revenue is calculated as R&D expenses as a percentage of revenue from operations.
21	**Capex**	INR million	Capital expenditure is the aggregate of additions to property, plant and equipment, additions to intangible assets, additions to right of use assets, net additions to capital work in progress (CWIP) and net additions to intangible assets under development for the relevant fiscal. Net additions is calculated as additions less capitalized as appearing in the restated consolidated financial information.
22	**Revenue from global generics**	INR million	Revenue from global generics is calculated as the aggregate of revenue from generic topical formulation products that are commercialized through our own front-end.
23	**Revenue from global CDMO**	INR million	Revenue from global CDMO is calculated as the aggregate of revenue generated from topical formulation development and manufacturing services to global and Indian pharmaceutical companies
24	**Revenue from India branded formulations**	INR million	Revenue from India branded formulations is calculated as revenue generated from domestic branded and generic products which includes sales from Soframycin
25	**Revenue from global generics growth rate**	%	Growth in revenue from global generics is calculated as revenue from global generics for the relevant fiscal minus the revenue from global generics for the corresponding previous fiscal as a percentage of revenue from global generics for the corresponding previous fiscal
26	**Revenue from global CDMO growth rate**	%	Growth in revenue from global CDMO is calculated as revenue from global CDMO for the relevant fiscal minus the revenue from global CDMO for the corresponding previous fiscal as a percentage of revenue from global CDMO for the corresponding previous fiscal
27	**Revenue from India branded formulations growth rate**	%	Growth in revenue from India branded formulations is calculated as revenue from India branded formulations for the relevant fiscal minus the revenue from India branded formulations for the corresponding previous fiscal as a percentage of revenue from India branded formulations for the corresponding previous fiscal
Operational Metrics			
28	**ANDAs filed per year**	count	The number of ANDAs filed with the USFDA in the relevant fiscal include (i) ANDAs

S. No.	Key Metric	Unit	Definition / Calculation
			developed in-house and submitted for approval, and (ii) ANDAs acquired from third parties that were already approved by the USFDA as at the date of acquisition and for which a post-approval supplement has been filed during the relevant fiscal. In the case of acquired ANDAs, the filing refers to the post-approval supplement and not to the original ANDA, which is required to add the Company's facility as an approved manufacturing site.
29	**ANDAs approved per year**	count	The number of ANDAs approved by the USFDA in the relevant fiscal include (i) in-house ANDAs approved during the fiscal, and (ii) acquired ANDAs in the fiscal in which both (a) technology transfer to our facility is complete and (b) the USFDA approves the post-approval supplement adding the Company's facility as an approved manufacturing site. An acquired ANDA is counted here in the fiscal of such supplement approval, notwithstanding that the underlying ANDA was approved by the USFDA prior to acquisition.
30	**Cumulative ANDAs filed**	count	The cumulative number of ANDAs approved by the USFDA as at the end of the relevant fiscal, determined on the same basis as "ANDAs approved per year" above.
31	**Cumulative ANDAs approved**	count	The cumulative number of ANDAs approved by the USFDA as at the end of the relevant fiscal, determined on the same basis as "ANDAs approved per year" above.
32	**Cumulative ANDAs commercialized**	count	The cumulative number of USFDA-approved ANDAs that have generated revenue as at the end of the relevant fiscal.
33	**R&D employees**	count	R&D employees is the count of employees in R&D. These include employees in all R&D Functions along with the dedicated QA team at R&D.

Appendix Exhibit 4: ISO 3166-1 alpha-2 Country Codes

S. No.	ISO 3166-1 alpha-2	Country	S. No.	ISO 3166-1 alpha-2	Country
1	AR	Argentina	**17**	IL	Israel
2	AU	Australia	**18**	IN	India
3	BD	Bangladesh	**19**	IT	Italy
4	BE	Belgium	**20**	JP	Japan
5	BR	Brazil	**21**	MA	Morocco
6	CA	Canada	**22**	MM	Myanmar
7	CN	China	**23**	MY	Malaysia
8	CZ	Czechia	**24**	NG	Nigeria
9	DE	Germany	**25**	PL	Poland
10	DZ	Algeria	**26**	RO	Romania
11	EG	Egypt	**27**	RU	Russia
12	FR	France	**28**	SG	Singapore
13	HR	Croatia	**29**	TW	Taiwan
14	HU	Hungary	**30**	UK	United Kingdom
15	ID	Indonesia	**31**	US	United States
16	IE	Ireland	**32**	ZA	South Africa

OUR BUSINESS

Some of the information in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" beginning on page 20 for a discussion of the risks and uncertainties related to those statements and "Risk Factors" beginning on page 21 for a discussion on certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in "Risk Factors", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information – Restated Consolidated Financial Information" on pages 21, 167, 363 and 299, respectively.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Restated Consolidated Financial Information as of and for Fiscals 2026, 2025 and 2024, included in this Draft Red Herring Prospectus. Our fiscal year ends on March 31 of each year, and references to a particular Fiscal are to the 12 months ended on March 31 of that year. For further information, see "Financial Information" beginning on page 299. Prospective investors should consult their tax, financial and legal advisors about the potential consequences for them of investing in our Equity Shares.

Unless otherwise indicated, or if the context otherwise requires, in this section, references to "the Company" or "our Company" are to Encube Ethicals Limited on a standalone basis, and references to "the Group", "we", "us", "our", are to Encube Ethicals Limited, its Subsidiaries and its associate, on a consolidated basis.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Independent Market Assessment of the Global Topical Pharma Market and Contract Services" dated August 1, 2026 (the "**F&S Report**") prepared and released by Frost & Sullivan (India) Private Limited and exclusively commissioned and paid for by us in connection with the Offer, pursuant to an engagement letter dated April 13, 2026. A copy of the F&S Report is available on the website of our Company at https://www.encubeethicals.com/investors. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "Risk Factors — Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 63.*

Overview

Who we are

We are a global pharmaceutical formulations platform with deep domain expertise in technically complex topical and transdermal dosage forms, serving 50 countries including regulated markets such as the United States, UK and Europe, and India as of March 31, 2026. We operate through three business verticals: our global generics business ("**Global Generics**"), global contract development and manufacturing organization ("**CDMO**") business ("**Global CDMO**") and our India branded formulations business ("**India Branded Formulations**"), each serving different end markets and customer segments supported by a unified platform of R&D, manufacturing infrastructure, quality management systems and supply chain. The strength of this integrated platform is reflected across our market position, customer relationships and financial performance, as illustrated below:

- Within six years of our entry in the US topical generics market, we have become the third largest player by volume with a market share of 12.18% in Fiscal 2026. During Fiscals 2024 to 2026, we were the fastest growing player by volume amongst the top five topical generics players and secured the highest number of topical ANDA approvals among all players globally (*Source: F&S Report*).

- In Fiscal 2026, 57.05% of our Global CDMO revenue was attributable to customers that were associated with us for over 15 years and 61.02% of our Global CDMO revenue was derived from regulated markets.

- Our India Branded Formulations business vertical grew at a CAGR of 20.28% between Fiscals 2024 and 2026 driven by our "*Soframycin*" brand, which according to the F&S Report, is one of India's most recognized legacy topical antibacterial brands with more than 50 years of market presence.

- The synergies across our business verticals enable operational and financial leverage which led us to achieve an EBITDA margin and ROCE of 35.88% and 32.30%, respectively, in Fiscal 2026.

We are among a few companies globally with a comprehensive suite of development and manufacturing capabilities across non-sterile topical dosage forms, including creams, lotions, gels, pastes, solutions, non-aerosol sprays, transdermal patches and hormone products, according to the F&S report. With over 28 years of operations, we have built significant global scale in topical manufacturing and an aggregate installed filling and packaging capacity of 807 million units as of March 31, 2026 that corresponds to approximately 2.8 times the total US topical market demand in Fiscal 2026 (*Source: F&S Report*). Our operations are supported

by a workforce of 1,695 employees as of March 31, 2026. Our manufacturing facilities have accreditations from 11 regulatory authorities, including the USFDA, EU GMP, EAEU, Japan PMDA, Health Canada, Brazil ANVISA and TGA Australia. We have maintained a strong compliance track record, demonstrated by zero Official Action Indicated ("**OAI**") classifications and zero product recalls since the inception of our operations.

We also operate a dedicated R&D centre, Encube Advanced Research Centre in Palava, Mumbai (spanning a built-up area of 117,252 square feet) which is approved by the USFDA and led by a team of 228 employees (of which 12 were PhDs) as of March 31, 2026. Our coordinated R&D and manufacturing functions enable us to design formulations with commercial scale considerations from the outset, thereby reducing scale-up risks. We believe that our focused dosage-form approach, product development experience, in-house analytical and bioequivalence capabilities, and integrated development and manufacturing platform, collectively represent a differentiated formulation expertise that is difficult to replicate and cannot be established solely through capital investment.

Three complementary business verticals

Global Generics. We develop, manufacture and commercialize generic topical pharmaceutical products through our own front-end sales and distribution channel. As of the date of this Draft Red Herring Prospectus, we operate in the United States and our US topical volumes increased at a CAGR of 51.42% between Fiscals 2024 and 2026, moving from the fifth to the third position by volume share globally (*Source: F&S Report*). We became the only top-five player globally to deliver sustained double-digit growth over the period (*Source: F&S Report*). Further, our topical volume share increased from 5.43% to 12.18%, representing the largest gain among leading players globally during the same period (*Source: F&S Report*). We are in the process of expanding our Global Generics business into other regulated markets and as of March 31, 2026, we have filed two dossiers each in the UK and Germany, of which one dossier in the UK received approval in Fiscal 2026. Our Global Generics business leverages our integrated India-based R&D, manufacturing and regulatory capabilities and our US front-end presence to identify opportunities, develop or acquire dossiers, scale manufacturing and participate in regulated markets. Our US operations also support product selection and acquisition opportunities through market intelligence.

As of March 31, 2026, we cumulatively commercialized 51 ANDAs, of which 38 of our ANDAs represented the top three products by market volume share in Fiscal 2026 in the US topicals market (*Source: F&S Report*). We have a pipeline of 43 ANDAs in the United States and 25 dossiers in the UK and Germany across topicals, topical hormones and transdermal patches as of the same date. As of March 31, 2026, we cumulatively acquired 30 ANDAs of which 18 have been commercialized (representing 60.00% of the total ANDAs acquired), two ANDAs are approved but awaiting commercialization, three ANDAs are filed with the USFDA for site transfer but awaiting approval and seven ANDAs are undergoing technology transfer to our Goa Facility.

We have a robust portfolio comprising over 119 projects across topicals and adjacent dosage forms including hormones and transdermal across the United States, UK and Germany as of March 31, 2026. According to the F&S Report, across the US, UK, and Germany, our current addressable market amounted to US$8 billion in Fiscal 2026. Based on products already under development and identified capability additions, this opportunity is expected to expand to US$13 billion. Our expertise across these dosage forms provides us with competitive advantages and supports our market position. Further, the demand for our Global Generics portfolio is well distributed, with our top five products accounting for 30.24%, 40.41% and 46.85%, respectively, of our overall Global Generics sales in Fiscals 2026, 2025 and 2024.

- Global CDMO. We provide end-to-end topical formulation development and manufacturing services under long-term contracts to global and Indian pharmaceutical companies, with a focus on branded prescription and over-the-counter ("**OTC**") products. Our Global CDMO business is supported by integrated R&D, technology transfer, manufacturing, quality and supply chain capabilities, enabling customers to access specialized topical formulation development expertise and regulatorily compliant manufacturing infrastructure. As of March 31, 2026, we provided services to over 160 pharmaceutical companies across 50 countries, with a portfolio of over 550 stock keeping units ("**SKUs**") primarily focused on regulated markets. Our specialized capabilities across non-sterile topical dosage forms including creams, lotions, gels, pastes, solutions, non-aerosol sprays, transdermal patches and hormone products allow us to address a broad range of topical product requirements.

  According to the F&S Report, we are the only Indian topical CDMO among the assessed peers with the ability to serve multiple regulated markets as of March 31, 2026. In Fiscals 2026, 2025 and 2024, regulated markets contributed to ₹4,777 million, ₹3,311 million and ₹3,948 million, respectively, representing 61.02%, 51.49% and 66.89%, respectively, of our Global CDMO revenue during the same periods. Further, our Global CDMO business generates a substantial portion of its revenue from operations from branded products. In Fiscal 2026, branded products (covering both prescription and OTC) and generic products represented 39.97% and 60.03%, respectively, of our Global CDMO product revenue. According to the F&S Report, branded prescription and OTC products generally benefit from strong pricing power, stable market share, and limited competition. For topical CDMOs, this translates into greater revenue visibility, longer-term manufacturing contracts, and the potential for higher-margin business (*Source: F&S Report*).

  The global topical molecule CDMO market reached US$5 billion in Fiscal 2026 and is expected to expand to US$8 billion by Fiscal 2031F. (*Source: F&S Report*) This market is projected to grow at a CAGR of 8.00% during Fiscals 2026 to 2031F compared with 5.95% for the overall CDMO industry, benefitting from two reinforcing growth vectors: expansion of the

underlying topical formulations market and increasing outsourcing penetration across both prescription and consumer healthcare products.(*Source: F&S Report*)

- *India Branded Formulations.* We operate a branded topical formulations platform in India with a focus on building our consumer healthcare ("**CHC**") franchise. We initiated our CHC franchise through the acquisition of the "*Soframycin*" brand in Fiscal 2022, which according to the F&S Report, is one of India's most recognized legacy topical antibacterial brands with more than fifty years of market presence. We had previously manufactured "*Soframycin*" products under a loan license agreement entered into in Fiscal 2002 for Sanofi India. Subsequently, the acquisition of the brand enabled us to extend our topical platform into the India market. Our India Branded Formulations business vertical has grown at a revenue CAGR of 20.28% from ₹1,146 million in Fiscal 2024 to ₹1,658 million in Fiscal 2026. We have undertaken multiple brand revitalization initiatives including the launch of line extensions (such as powders and sprays) and adoption of an integrated omni-channel marketing and communication strategy to strengthen the "*Soframycin"* brand. We believe these initiatives have enabled us to establish a scalable and replicable brand-building approach for future topical CHC opportunities in India. Our India Branded Formulations business is supported by a pan-India distribution network of over 450,000 retailers, 11 carrying and forwarding agents ("**CFAs**"), 19 central and state institutions, over 2,500 distributors and a dedicated sales and marketing team of 178 personnel (including a third-party field force of 143 members) as of March 31, 2026.

  The Indian topical molecule market was estimated at ₹145 billion in Fiscal 2026 and is projected to expand to ₹224 billion by Fiscal 2031F, representing a CAGR of 9.15% during Fiscal 2026 to 2031F. (*Source: F&S Report*)

Cross-vertical synergies enabled by an integrated platform

While we operate across three business verticals in global markets, our operations are supported by a fully integrated and unified platform comprising research and development, manufacturing, quality and supply chain functions. All three business verticals utilize common manufacturing facilities allowing incremental volumes from any vertical to enhance overall asset utilization and reduce unit costs. Our centralized supply chain and procurement function enables aggregation of sourcing across our Global Generics and Global CDMO businesses, driving volume-led efficiencies in material procurement and supplier management. In addition, a common quality framework supported by dedicated quality teams and standardized regulatory compliance processes, serves all business verticals without duplication of resources including costs.

Our integrated platform also allows us to maximize value from our customer relationships and global intellectual property by leveraging opportunities across markets and channels including cross-selling, out-licensing and selective in-licensing or acquisitions. For instance, certain products including Estradiol gel, Diclofenac and testosterone-based formulations are developed and commercialized using a global approach across multiple markets and channels, that enable scale-up following the establishment of intellectual property. We believe this functions as a replicable playbook which allows us to plug and play products across different segments and markets, enabling scalability. This is reflected in our margins and capital efficiency. In Fiscal 2026, we recorded the highest year on year revenue growth among the benchmarked Indian listed peer group at 37.47%, while also reporting the highest EBITDA margin (35.88%), PAT margin (23.62%), ROCE (32.30%) and ROE (25.65%) (*Source: F&S Report*). In particular, our EBITDA margin and ROCE were 1.5x and 1.8x the average of the assessed listed Indian peers as of the and for the financial year ended March 31, 2026. (*Source: F&S Report*). We believe that these outcomes arise from our ability to operate three business verticals on a shared development, manufacturing, quality and supply chain platform rather than being driven by any single business vertical in isolation.

Platform-wide capabilities in complex dosage forms

Specialized formulation and process expertise: Topical products require deep capabilities in emulsion science, rheology, microstructure control, excipient functionality, penetration enhancement, and product performance reproducibility. Unlike oral solids, manufacturing parameters such as mixing order, homogenization intensity, shear rates, heating and cooling profiles, and filling conditions can materially influence drug release, stability, and skin permeation characteristics. Consequently, topical process know-how is highly specialized and often developed through years of formulation development and commercial manufacturing experience, creating a significant barrier for new entrants and generalist manufacturers. (*Source: F&S Report*)

Manufacturing scale. As of the date of this Draft Red Herring Prospectus, we operate two manufacturing facilities located in Goa and Indore with capabilities across core topical formulations, high-potency active products and advanced delivery systems including transdermal patches and topical hormone formulations. We have an aggregate installed capacity of 15,624 metric tonnes as of March 31, 2026. Our approach of investing in capacity ahead of demand has enabled us to support new CDMO mandates, product launches and scaling across business verticals. Our current installed capacity supports all three of our business verticals and provides us with significant headroom to support future growth.

Quality and compliance track record. Our culture of quality and stringent compliance is evidenced by zero Official Action Indicated ("**OAI**") classifications and zero product recalls since the inception of our operations. Our Goa Facility has obtained approvals from 11 regulatory authorities globally including the USFDA, EU GMP, EAEU, Japan PMDA, Health Canada, Brazil ANVISA and TGA Australia.

Our quality systems and processes are subject to extensive regulatory and customer scrutiny. This track record has been further validated through 56 audits comprising eight regulatory audits and 48 customer audits during Fiscals 2026, 2025 and 2024, all resulting in no adverse findings. The audits and inspections conducted by our customers at our facilities act as an additional layer

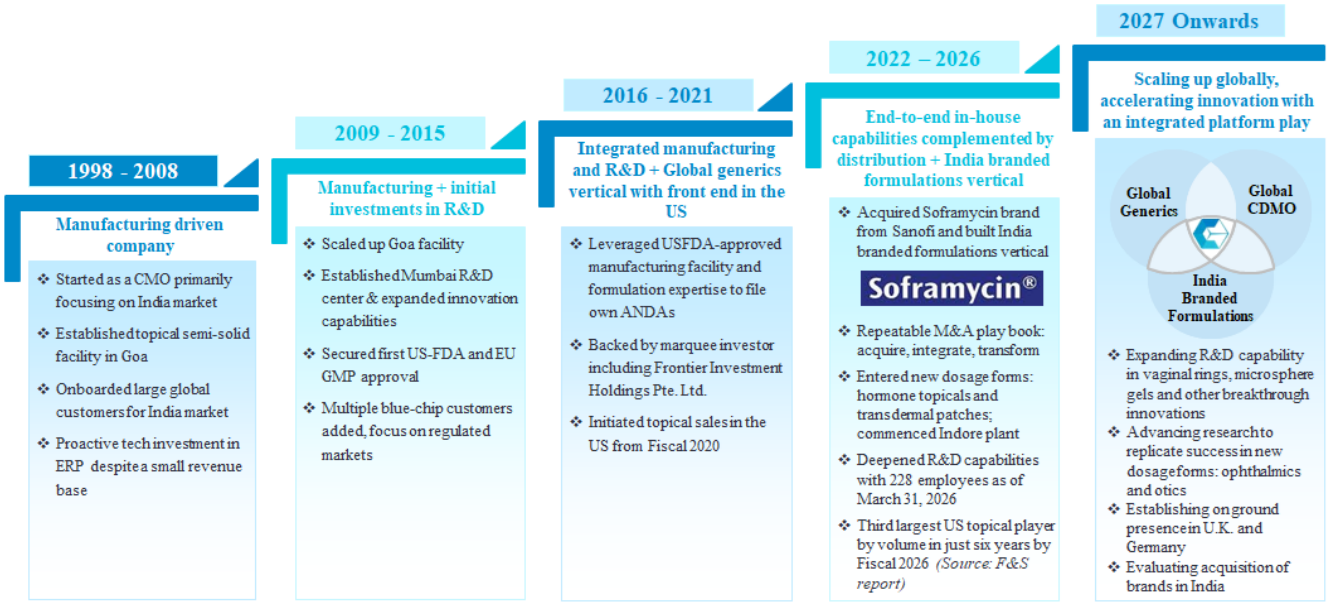
of internal quality oversight. Our track record reflects a sustained quality and compliance framework developed over time. This supports the reliability of our manufacturing operations and facilitates engagement with new customers in regulated markets, where qualification of manufacturing partners involves significant time, cost and regulatory effort.

We also place significant emphasis on automation and digitization. We have been early adopters of technology-led manufacturing and quality systems and have implemented a Manufacturing Execution System ("**MES**") across our operations. Our quality systems and compliance culture have also been recognised in the past and we were awarded the Pharma Quality Excellence Award in 2025.

Research and development. Our research and development capabilities are led by our Encube Advanced Research Centre in Palava, Mumbai which is spread over a built-up area of 117,252 square feet which is approved by the USFDA and supported by a team of 228 employees (of which 12 were PhDs) as of March 31, 2026. Our R&D capabilities cover generics, complex topicals, transdermals and advanced drug delivery systems including microspheres, bio-adhesive gels, transdermal systems, hormonal patches, vaginal rings and drug-device combinations. We operate dedicated laboratories for formulation development, analytical research, advanced characterization, microbiology and in-vitro release testing ("**IVRT**") and in-vitro permeation testing ("**IVPT**"). As of March 2026, we had a pipeline of 43 ANDAs in the United States and 25 dossiers in the UK and Germany across topicals, topical hormones and transdermal patches. According to the F&S Report, across the US, UK, and Germany, our current addressable market amounted to US$8 billion in Fiscal 2026. Based on products already under development and identified capability additions, this opportunity is expected to expand to US$13 billion (*Source: F&S Report*).

Our journey and leadership

We commenced operations as a contract manufacturing business and have since progressed through four distinct phases. Our evolution has been guided by a consistent investment philosophy under which we invest in capabilities to build capacity, strengthen execution and support future growth. Set out below are details of these four phases:



We are led by our Founder, Promoter, Chairman and Managing Director, Mr. Mehul Madhusudan Shah, who has over 30 years of experience in the pharmaceutical industry. He is supported by an experienced professional management team together with functional heads across supply chain management, regulatory affairs, corporate strategy, R&D and the India formulations business.

Key operational and financial information

Set out below are certain operational and financial information for the years indicated:

(in ₹ million, unless otherwise indicated)

Sr. No.	KPIs	Unit	GAAP/ NON-GAAP/Operational	As at and for the financial year ended March 31, 2026	As at and for the financial year ended March 31, 2025	As at and for the financial year ended March 31, 2024
Financial KPIs						
1	Revenue from operations[(1)]	₹ million	GAAP	18,487	13,448	10,859
2	Revenue from Global Generics[(2)]	₹ million	NON-GAAP	8,617	5,437	3,513

3	Revenue from Global CDMO[3]	₹ million	NON-GAAP	7,828	6,430	5,902
4	Revenue from India Branded Formulations[4]	₹ million	NON-GAAP	1,658	1,318	1,146
5	Revenue from operations growth rate[5]	%	NON-GAAP	37.47%	23.84%	NA
6	Revenue from Global Generics growth rate[6]	%	NON-GAAP	58.49%	54.77%	NA
7	Revenue from Global CDMO growth rate[7]	%	NON-GAAP	21.74%	8.95%	NA
8	Revenue from India Branded Formulations growth rate[8]	%	NON-GAAP	25.80%	15.01%	NA
9	Material profit[9]	₹ million	NON-GAAP	13,017	9,434	7,312
10	Material margin[10]	%	NON-GAAP	70.41%	70.15%	67.34%
11	EBITDA[11]	₹ million	NON-GAAP	6,633	4,521	2,976
12	EBITDA growth rate[12]	%	NON-GAAP	46.72%	51.92%	NA
13	EBITDA margin[13]	%	NON-GAAP	35.88%	33.62%	27.41%
14	EBITDA pre-R&D[14]	₹ million	NON-GAAP	8,009	5,450	4,176
15	EBITDA pre-R&D margin[15]	%	NON-GAAP	43.32%	40.53%	38.46%
16	PAT[16]	₹ million	GAAP	4,367	2,496	1,561
17	PAT margin[17]	%	NON-GAAP	23.62%	18.56%	14.38%
18	Return on equity[18]	%	NON-GAAP	25.65%	18.26%	13.41%
19	Return on capital employed[19]	%	NON-GAAP	32.30%	23.66%	18.47%
20	Adjusted return on capital employed[20]	%	NON-GAAP	28.13%	20.25%	15.12%
21	Cash flow from operations[21]	₹ million	GAAP	3,031	2,998	1,819
22	Debt/ EBITDA[22]	times	NON-GAAP	0.37	0.56	0.84
23	Debt/ Equity[23]	times	NON-GAAP	0.13	0.17	0.20
24	Net working capital days[24]	days	NON-GAAP	143	141	143
25	R&D expenses[25]	₹ million	NON-GAAP	1,376	929	1,200
26	R&D expenses/ revenue[26]	%	NON-GAAP	7.44%	6.91%	11.05%
27	Capital expenditure[27]	₹ million	NON-GAAP	2,267	1,592	2,936
Operational KPIs						
28	ANDAs filed per year[28]	count	Operational	13	12	15
29	ANDAs approved per year[29]	count	Operational	14	13	11
30	Cumulative ANDAs filed[30]	count	Operational	73	60	48
31	Cumulative ANDAs approved[31]	count	Operational	57	43	30
32	Cumulative ANDAs commercialised[32]	count	Operational	51	35	28
33	R&D employees[33]	count	Operational	228	216	216

Notes:

1. *Revenue from operations is as appearing in the Restated Consolidated Financial Information*

2. *Revenue from global generics is calculated as the aggregate of revenue from generic topical formulation products that are commercialized through our own front-end*
3. *Revenue from global CDMO is calculated as the aggregate of revenue generated from topical formulation development and manufacturing services to global and Indian pharmaceutical companies*
4. *Revenue from India branded formulations is calculated as revenue generated from domestic branded and generic products which includes sales from Soframycin*
5. *Growth in revenue from operations is calculated as revenue from operations for the relevant fiscal minus the revenue from operations for the corresponding previous fiscal as a percentage of revenue from operations for the corresponding previous fiscal*
6. *Growth in revenue from global generics is calculated as revenue from global generics for the relevant fiscal minus the revenue from global generics for the corresponding previous fiscal as a percentage of revenue from global generics for the corresponding previous fiscal*
7. *Growth in revenue from global CDMO is calculated as revenue from global CDMO for the relevant fiscal minus the revenue from global CDMO for the corresponding previous fiscal as a percentage of revenue from global CDMO for the corresponding previous fiscal*
8. *Growth in revenue from India branded formulations is calculated as revenue from India branded formulations for the relevant fiscal minus the revenue from India branded formulations for the corresponding previous fiscal as a percentage of revenue from India branded formulations for the corresponding previous fiscal*
9. *Material profit is calculated as revenue from operations less (i) cost of materials consumed, (ii) purchases of stock-in-trade, (iii) changes in inventories of finished goods, work-in-progress and stock-in-trade*
10. *Material margin is calculated as material profit as a percentage of revenue from operations*
11. *EBITDA is calculated as restated profit before tax plus (i) finance costs, (ii) depreciation and amortization expenses, and (iii) impairment charges; less other income*
12. *Growth in EBITDA is calculated as EBITDA for the relevant fiscal minus the EBITDA for the corresponding previous fiscal as a percentage of EBITDA for the corresponding previous fiscal*
13. *EBITDA margin is calculated as EBITDA as a percentage of revenue from operations*
14. *EBITDA pre-R&D is calculated as restated profit before tax plus (i) finance costs, (ii) depreciation and amortisation expenses, and (iii) impairment charges, (iv) research & development expenditure recognised as an expense; less other income*
15. *EBITDA pre-R&D margin is calculated as EBITDA pre-R&D as a percentage of revenue from operations*
16. *Profit for the year (PAT) is restated profit for the year as appearing in the Restated Consolidated Financial Information*
17. *PAT Margin is calculated as profit for the year (PAT) as a percentage of revenue from operations*
18. *ROE is calculated as PAT for the relevant fiscal as a percentage of average total equity. Total equity is as appearing in Restated Consolidated Financial Information. Average total equity is calculated as the average of total equity for the relevant fiscal and the total equity of the corresponding previous fiscal*
19. *Return on capital employed or RoCE is calculated as EBIT as a percentage of capital employed. EBIT is calculated as the aggregate of restated profit before tax and finance costs for the relevant fiscal. Capital employed is calculated as the aggregate of (i) tangible net worth (which is total equity less (a) intangible assets, (b) intangible assets under development and (c) deferred tax assets), (ii) total debt (which includes (a) long-term borrowings, (b) short-term borrowings, (c) non-current lease liabilities and (d) current lease liabilities), and (iii) deferred tax liability as appearing in the Restated Consolidated Financial Information for the relevant fiscal*
20. *Adjusted RoCE is calculated as EBIT for the relevant fiscal divided by adjusted capital employed. Adjusted capital employed is calculated as the aggregate of (i) total equity and (ii) total debt*
21. *Cash flow from operations is net cash flows generated from operating activities as appearing in the Restated Consolidated Financial Information*
22. *Debt/ EBITDA is calculated as total debt divided by EBITDA*
23. *Debt/ Equity is calculated as total debt divided by total equity*
24. *Net working capital days is calculated as net working capital divided by revenue from operations multiplied by 365. Net working capital is calculated as (total current assets as appearing in the Restated Consolidated Financial Information less (i) cash and cash equivalents, (ii) bank balance other than cash and cash equivalents and (iii) current investments) minus (total current liabilities as appearing in Restated Consolidated Financial Information less (i) short-term borrowings and (ii) short-term lease liabilities)*
25. *R&D expenses is the research & development expenditure recognised as an expense as appearing in the Restated Consolidated Financial Information*
26. *R&D expenses/ revenue is calculated as R&D expenses as a percentage of revenue from operations*
27. *Capital expenditure is the aggregate of additions to property, plant and equipment, additions to intangible assets, additions to right of use assets, net additions to capital work in progress (CWIP) and net additions to intangible assets under development for the relevant fiscal. Net additions is calculated as additions less capitalised as appearing in the restated consolidated financial information*
28. *The number of ANDAs filed with the USFDA in the relevant fiscal include (i) ANDAs developed in-house and submitted for approval, and (ii) ANDAs acquired from third parties that were already approved by the USFDA as at the date of acquisition and for which a post-approval supplement has been filed during the relevant fiscal. In the case of acquired ANDAs, the filing refers to the post-approval supplement and not to the original ANDA, which is required to add the Company's facility as an approved manufacturing site*
29. *The number of ANDAs approved by the USFDA in the relevant fiscal include (i) in-house ANDAs approved during the fiscal, and (ii) acquired ANDAs in the fiscal in which both (a) technology transfer to our facility is complete and (b) the USFDA approves the post-approval supplement adding the Company's facility as an approved manufacturing site. An acquired ANDA is counted here in the fiscal of such supplement approval, notwithstanding that the underlying ANDA was approved by the USFDA prior to acquisition.*
30. *The cumulative number of ANDAs filed with the USFDA as at the end of the relevant fiscal, determined on the same basis as "ANDAs filed per year" above*
31. *The cumulative number of ANDAs approved by the USFDA as at the end of the relevant fiscal, determined on the same basis as "ANDAs approved per year" above*
32. *The cumulative number of USFDA-approved ANDAs that have generated revenue as at the end of the relevant fiscal*
33. *R&D employees is the count of employees in R&D. These include employees in all R&D Functions along with the dedicated QA team at R&D*

COMPETITIVE STRENGTHS

Large scale and regulated market approved manufacturing operations supported by robust compliance track-record

We operate a large topical and topical-adjacent manufacturing platform with an aggregate installed capacity of 15,624 metric tonnes across two manufacturing facilities in Goa and Indore as of March 31, 2026. Our aggregate installed filling and packaging capacity of 807 million units corresponds to approximately 2.8 times the total US topical market demand in Fiscal 2026 (*Source: F&S Report*). This capacity provides significant headroom to support growth across our Global Generics, Global CDMO and India Branded Formulations businesses, enabling us to scale volumes without reliance on third-party manufacturing. It also supports operational flexibility and supply continuity. Further, it is a key requirement for CDMOs to maintain sufficient headroom in capacity, as customers typically require manufacturing partners to demonstrate the ability to accommodate incremental volumes and future demand on a shorter notice (*Source: F&S Report*).

Our manufacturing capacity is distributed across three operating setups, each equipped to cater to specific demand requirements:

- ***Goa Facility***: Our Goa Facility is our flagship multi-product topical manufacturing facility with an installed capacity of 11,160 metric tonnes as of March 31, 2026. It operated at a capacity utilization of 77.45% in Fiscal 2026 and supports our Global CDMO portfolio for branded prescription and OTC products in regulated markets, as well as our Global Generics and India Branded Formulations businesses. This facility also serves as our primary development and scale-up site where new products are introduced and stabilized prior to transfer to other facilities, where required. As of March 31, 2026, this facility has obtained approvals from 11 regulatory authorities globally, including the USFDA, EU GMP, EAEU, Japan PMDA, Health Canada, Brazil ANVISA and TGA Australia.

- ***Indore Facility***: Our Indore Facility is a high-throughput manufacturing facility designed for large-volume, lower-mix topical products, with an installed capacity of 3,960 metric tonnes as of March 31, 2026. It operated at a capacity utilization of 96.67% in Fiscal 2026. We have since expanded the capacity at our Indore Facility and as of the date of this Draft Red Herring Prospectus, our Indore Facility has an installed capacity of 9,720 metric tonnes which will enable it to absorb incremental volumes from Global CDMO mandates and select Global Generics products. As of March 31, 2026, this facility has obtained approvals from regulatory authorities in India and the USFDA.

- ***Hormone Unit***: Our dedicated Hormone Unit is situated within the premises of our Goa Facility and was commissioned in Fiscal 2024 and has an installed capacity of 504 metric tonnes as of March 31, 2026 across hormone topicals and transdermal patches. It operated at a capacity utilization of 40.28% in Fiscal 2026 reflecting the early stage of commercialization of our hormone and transdermal portfolio. This facility is equipped to manufacture both male and female hormone-based topical products. Our current portfolio covers 100% of the US Rx hormone topicals market in terms of volume in Fiscal 2026 (*Source: F&S Report*).

Our manufacturing capabilities span a broad range of non-sterile topical dosage forms including creams, lotions, gels, pastes, solutions, ointments and non-aerosol sprays, across multiple packaging formats such as tubes, bottles, pumps and sachets. We have also developed specialized capabilities in advanced delivery systems including transdermal patches and topical hormone products. These are supported by dedicated manufacturing blocks for steroids, non-steroids and cosmetics as well as containment facilities (including isolators) for handling high-potency formulations based on business requirements. According to the F&S Report, we offer the broadest range of products among the assessed topical focused peers as of March 31, 2026.

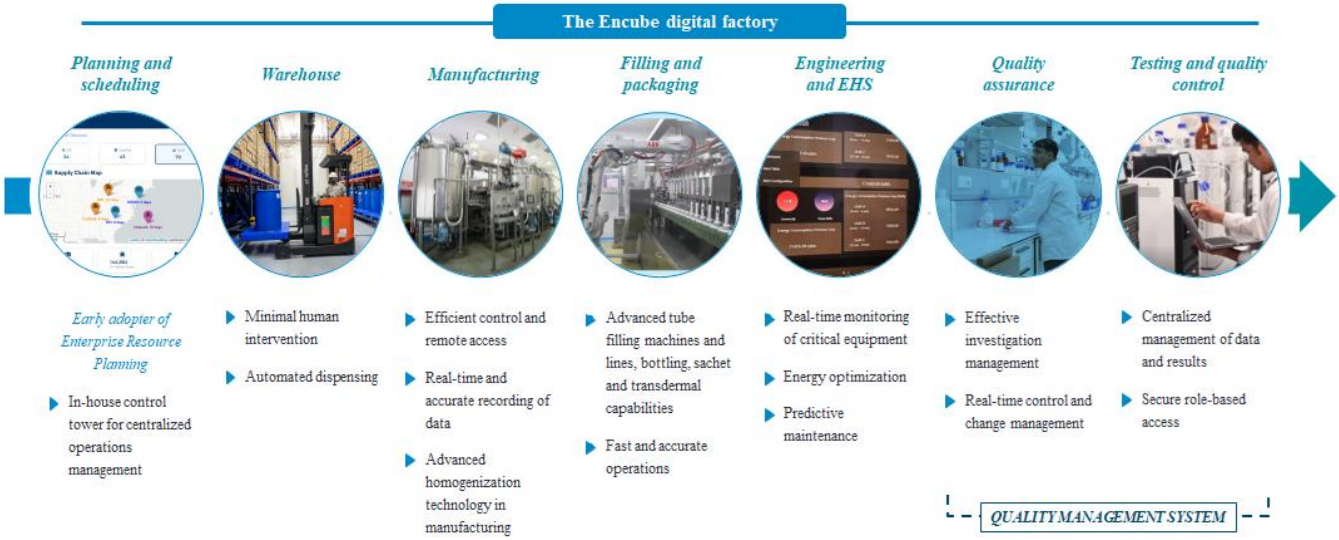
Topical products require deep capabilities in emulsion science, rheology, microstructure control, excipient functionality, penetration enhancement, and product performance reproducibility. Unlike oral solids, manufacturing parameters such as mixing order, homogenization intensity, shear rates, heating and cooling profiles, and filling conditions can materially influence drug release, stability, and skin permeation characteristics. Consequently, topical process know-how is highly specialized and often developed through years of formulation development and commercial manufacturing experience, creating a significant barrier for new entrants and generalist manufacturers. (*Source: F&S Report*)

We have also maintained a track record of regulatory compliance since the inception of our operations, with zero OAI classifications from the USFDA and zero product recalls across all manufacturing facilities. During Fiscals 2026, 2025 and 2024, we have successfully completed 56 audits comprising eight regulatory audits and 48 customer audits without any adverse findings, demonstrating consistently audit-ready operations. According to the F&S Report, customers increasingly prefer CDMOs with established inspection histories, strong quality systems and experience in supporting filings across multiple regulated and semi-regulated markets, allowing products to be commercialized globally through a common manufacturing platform. The ability to support multiple regulatory jurisdictions simultaneously is becoming a progressively important differentiator as customers seek to rationalize supplier bases and simplify global supply chains (*Source: F&S report*). Our regulatory track record reinforces our credibility as a trusted manufacturing partner for marquee global pharmaceutical companies and also ensures continuous and seamless supplies to meet the demands of our Global Generics business.

We have made sustained investments to expand manufacturing capacity and add niche dosage form capabilities with an aggregate capital expenditure of ₹6,795 million across our facilities during Fiscals 2026, 2025 and 2024. These investments focused on capacity expansion, capability expansion (including building our Hormone Unit) and automation.

We achieved digitization across quality and utilities functions in Fiscal 2026. Our digital factory ecosystem encompasses an MES, industrial IoT, Automated Storage and Retrieval System ("**ASRS**"), Radio Frequency Identification ("**RFID**") and the Encube Automated Dispensing System ("**EADS**"), and integrated planning and scheduling systems, all of which enable real-time monitoring, predictive maintenance, energy optimization and minimal human intervention across all key stages. The deployment of

MES across our operations has also resulted in reduction in batch record errors, improvement in right-first-time rates, reduction in human error and increase in real-time data visibility. Our comprehensive digital infrastructure also enhances traceability from raw material dispensing to finished product release and provides strong assurance on data integrity and process controls to regulators and customers.



Our culture of quality is institutionalised and embedded within our business and operations. Our quality systems are based on a "Quality by Design" framework, supported by structured risk assessment processes, defined regulatory feedback loops and periodic governance reviews. Our quality functions are fully digitised including the use of auto-samplers, e-logbooks, e-audit trails, barcode systems and real-time LIMS-CDS integration which supports data integrity, traceability and process control across the product lifecycle. 30.05% of our permanent workforce comprising 506 employees was dedicated to quality functions as of March 31, 2026. We have also been recognised for our quality systems and compliance framework and were awarded the Pharma Quality Excellence Award in 2025.

Focus on R&D driving innovation pipeline depth and conversion to commercial products

Our research and development capabilities form a central component of our integrated platform and are deployed as a shared resource across our Global Generics, Global CDMO and India Branded Formulations business verticals. Our research activities are carried out at our R&D center, being the Encube Advanced Research Centre in Palava, Mumbai, which spans a built-up area of 117,252 square feet and is led by a dedicated team of 228 employees (of which 12 were PhDs) as of March 31, 2026. We support our Global CDMO customers across the product lifecycle including formulation and analytical development, scale-up, dossier preparation and technology transfer, while also developing both in-house and acquired ANDAs/dossiers for the global generics market including remediation, technology transfer and re-filing of acquired products. These capabilities are also applied to the development of differentiated products for our India Branded Formulations business. Our integrated platform enables the redeployment of our R&D capabilities across verticals and facilitates expansion into new dosage forms, geographies and channels, driving enhanced returns on our research investments.

Topical products are particularly prone to performance variability during scale-up and technology transfer because relatively small changes in equipment configuration, process parameters, or manufacturing conditions can alter product microstructure and clinical performance. Unlike oral solids, manufacturing parameters such as mixing order, homogenization intensity, shear rates, heating and cooling profiles, and filling conditions can materially influence drug release, stability, and skin permeation characteristics. Regulated-market submissions frequently require demonstration of Q1, Q2, and steadily Q3 equivalence, supported by IVRT, IVPT, rheology studies, particle-size analysis, polymorph characterization, and dermal pharmacokinetic studies. (*Source: F&S Report*)

Our R&D unit encompasses formulation development, analytical characterization, microbiology, research and regulatory affairs within a single platform. It includes in-house capabilities for nitrosamine testing as well as IVRT and IVPT which support the development, bioequivalence assessment and approval of topical and transdermal products. The integration of our R&D facility with our manufacturing facilities supports seamless technology transfer and scale-up, enabling shorter development-to-commercialization timelines.

Our topical R&D capabilities span generics, complex topicals, transdermals and advanced drug delivery systems. These include microspheres, bio-adhesive gels, transdermal systems, hormonal patches, vaginal rings and drug-device combinations. Our pipeline is complex and includes products across multiple dosage forms, high potency products, hormone-based formulations.

As of March 31, 2026, we had cumulatively commercialized 51 ANDAs and we obtained 38 ANDA approvals during Fiscals 2026, 2025 and 2024, which according to the F&S Report, is the highest number of topical ANDA approvals among all players globally. As of March 2026, we had a pipeline of 43 ANDAs in the United States and 25 dossiers in the UK and Germany across multiple stages comprising seven approved and yet to be commercialized, 19 filed and awaiting approval, and 42 under various stages of development. Collectively, these pipeline assets across current and future capabilities represented an additional US$6.6 billion of

addressable market in Fiscal 2026, including US$6.2 billion in the US (of which US$1.4 billion represents 51 approved and commercialized ANDAs), US$0.2 billion in the UK, and US$0.2 billion in Germany (*Source: F&S Report*).

In addition, we focus on multi-country filings enabling the same product to be registered across multiple markets. Our R&D and regulatory teams support product development and dossiers across other geographies for both our Global Generics portfolio and our Global CDMO customers. As of March 31, 2026, our regulatory team had supported 76 dossiers by our customers across various markets (outside the United States) of which 47 had been approved by the respective regulatory authorities.

We also have a demonstrated track record of integrating inorganic development initiatives. As of March 31, 2026, we cumulatively acquired 30 ANDAs of which 18 have been commercialized (representing 60.00% of the total ANDAs acquired), two ANDAs are approved but awaiting commercialization, three ANDAs are filed with the USFDA for site transfer but awaiting approval and seven ANDAs are undergoing technology transfer to our Goa Facility.

Our R&D platform also supports our cost efficiency initiatives. Our scientific teams support manufacturing and supply chain functions through initiatives such as alternate vendor development ("**AVD**") to qualify additional raw material sources, submission of reduced-testing and other regulatory proposals to the USFDA, manufacturing investigations and cycle-time and process improvements. In Fiscal 2026, these initiatives included 57 reduced-testing proposals submitted to the USFDA and over 27 AVD projects. These capabilities support supply chain resilience, regulatory compliance and cost efficiency thereby reinforcing the operating leverage of our integrated platform. Set out below are details of our R&D expenditure recognised as an expense for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Research and development expenditure recognised as an expense	1,376	7.44%	929	6.91%	1,200	11.05%

Fastest growing US topical generics player with an integrated manufacturing and front-end presence

Our US topical volumes increased at a CAGR of 51.42% between Fiscals 2024 and 2026, moving from the fifth to the third position by volume share globally (*Source: F&S Report*). We became the only top-five player globally to deliver sustained double-digit growth over the period (*Source: F&S Report*). Further, our topical volume share increased from 5.43% to 12.18%, representing the largest gain among leading players globally during the same period (*Source: F&S Report*).

We manufacture our Global Generics portfolio at our own facilities in India at a cost position consistent with our Global CDMO business, which according to the F&S Report, places us in a favourable position compared to the relatively higher-cost manufacturing geographies used by most global topical generics players as of March 31, 2026. Companies that develop or manufacture in relatively higher-cost geographies or rely on third-party distributors may experience limited cost efficiencies or direct market access relative to companies that manufacture in lower-cost markets such as India (*Source: F&S Report*). Further, we operate a dedicated front-end presence in the United States rather than relying on third-party distributors which provides us with direct customer access and enables closer management of pricing, chargebacks, bid processes and supply chain dynamics.

Our Global Generics revenue increased at a CAGR of 56.62% from ₹3,513 million in Fiscal 2024 to ₹8,617 million in Fiscal 2026. We have built a broad and balanced generics portfolio with 38 of our ANDAs representing the top three products by market volume share in Fiscal 2026 in the US topicals market (*Source: F&S Report*).

We adopt a data-driven approach to portfolio selection, with a focus on sustainable margin protection and long-term value creation. Our pipeline is built through a combination of in-house development and strategic product/ANDA acquisitions to accelerate time-to-market. We filed 13, 12 and 15 ANDAs in Fiscals 2026, 2025 and 2024, respectively. Further, we added 38 new products to our Global Generics portfolio during Fiscals 2026, 2025 and 2024 and as of March 31, 2026, we had cumulatively commercialized 51 ANDAs in the United States. Further, we are expanding our front-end Global Generics presence in additional regulated markets including the United Kingdom and Germany. According to the F&S Report, across the US, UK, and Germany, our current addressable market amounted to US$8 billion in Fiscal 2026. Based on products already under development and identified capability additions, this opportunity is expected to expand to US$13 billion (*Source: F&S Report*).

Set out below are details of our portfolio in these regulated markets as of March 31, 2026:

Country	Developed/Acquired	Approved		Filed and awaiting approval	Under Development	Total
		Commercialised	Yet to be commercialized			
United States	Developed In-house	33	4	13	14	64
	Acquired	18	2	3	7	30

Country	Developed/Acquired	Approved		Filed and awaiting approval	Under Development	Total
		Commercialised	Yet to be commercialized			
Germany	Developed In-house	-	-	2	10	12
United Kingdom	Developed In-house	-	1	1	11	13
Total		**51**	**7**	**19**	**42**	**119**

Notes:

(1) "Developed in-house" means products for which we have undertaken formulation development and bioequivalence studies where applicable

(2) "Acquired" means ANDAs acquired from third parties that were already approved by the USFDA as at the date of acquisition and for which a post-approval supplement is required to be filed to add our facility as an approved manufacturing site.

(3) "Approved and commercialized" means that our filing has been approved by the USFDA and we have commenced commercial supply;

(4) "Approved, yet to be commercialized" means that our filing has been approved by the USFDA but we have not yet commenced commercial supply;

(5) "Filed and awaiting approval" for products "Developed in-house" means that our filing has been filed with the USFDA but awaiting approval. In case of "Acquired" ANDAs, the supplement seeking the addition of our facility as a site of manufacture has been filed with the USFDA and is pending approval; and

(6) "Under development" for products "Developed in-house" means that the product is under various stages of development. In case of "Acquired" ANDAs, "Under development" means that the product has been acquired but the technology transfer to our facility has not been completed and the supplement seeking the addition of our facility has not yet been filed with the USFDA.

Our own front-end model is designed to support cost efficiency, speed-to-market and close customer engagement across our wholesaler network. As of March 31, 2026, we operate a dedicated on-ground commercial team comprising seven individuals in the United States that is supported by a centralized back-end team in India. We also operate four 3PL warehouses through our partners in the United States for storage and distribution of products. Products are shipped from our manufacturing facilities in India to 3PL warehouse locations in the United States, where such third-party providers undertake receipt, storage, packaging and shipment activities. This model enables broad customer coverage, coordinated management of pricing, customer relationship management, bid execution and supply planning. We served 98 customers across 272 shipping locations in the United States and had 93 active national drug codes as of March 31, 2026. Further, our failure to supply ("**FTS**") rate was 0.34%, 0.70% and 2.80% in Fiscals 2026, 2025 and 2024, respectively.

Long-standing relationships with marquee customers with consistent growth in wallet share

We serve as a comprehensive development and manufacturing partner for some of the global pharmaceutical companies across various geographies. As of March 31, 2026, we served over 160 global CDMO customers across 50 countries. Our Company onboarded 23 new customers during Fiscals 2026, 2025 and 2024.

We have consistently expanded our wallet share with key marquee customers through addition of new products and SKUs, co-development of products and expansion into new geographies. According to the F&S Report, we are the only Indian topical CDMO among the assessed peers with the ability to serve multiple regulated markets as of March 31, 2026. One of our customer relationships has scaled approximately 134 times from 12 million in Fiscal 2012 to ₹1,612 million in Fiscal 2026. Within another customer, our relationship has grown approximately 37 times from ₹62 million in Fiscal 2000 to ₹2,321 million in Fiscal 2026.

Our Goa Facility is approved by 11 regulatory authorities including the USFDA, EU GMP, EAEU, Japan PMDA, Health Canada, Brazil ANVISA and TGA Australia as of March 31, 2026, enabling us to supply to multiple regulated markets. This multi-jurisdictional approval framework supports our Global CDMO customers in expanding their geographical footprint by facilitating product qualification across markets from a single manufacturing site. Our presence across regulated markets is also reflected in our geographic revenue profile. Set out below are details of our revenue from operations attributable to Global CDMO for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of revenue from operations attributable to Global CDMO	Amount (₹ million)	% of revenue from operations attributable to Global CDMO	Amount (₹ million)	% of revenue from operations attributable to Global CDMO
India	2,814	35.95%	2,687	41.79%	1,689	28.62%
Outside India	5,014	64.05%	3,743	58.21%	4,213	71.38%
- *United States*	3,344	42.72%	2,297	35.72%	2,849	48.27%
- *Europe*	1,039	13.27%	690	10.73%	781	13.23%
- *Rest of the world**	631	8.06%	756	11.76%	583	9.88%
Total revenue from operations attributable to Global CDMO	7,828	100.00%	6,430	100.00%	5,902	100.00%

**Rest of the world includes Australia, Philippines, Japan, UAE, among others.*

For several large/ marquee clients, our relationship is supported by long-term take-or-pay arrangements. Set out below are details of our relationship with our Global CDMO customers for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of revenue from operations attributable to Global CDMO	Amount (₹ million)	% of revenue from operations attributable to Global CDMO	Amount (₹ million)	% of revenue from operations attributable to Global CDMO
More than 15 years	4,466	57.05%	3,411	53.05%	3,121	52.88%
Between seven and 15 years	930	11.88%	1,158	18.01%	1,295	21.94%
Up to seven years	2,432	31.07%	1,861	28.94%	1,486	25.18%

Customers in regulated markets, including the United States, the United Kingdom and Europe, contributed 61.02%, 51.49% and 66.89% of our revenue from operations attributable to our Global CDMO business vertical in Fiscals 2026, 2025 and 2024, respectively, demonstrating our established presence and penetration across key regulated pharmaceutical markets. Further, set out below are details of our revenue from our top Global CDMO customers for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of revenue from operations attributable to Global CDMO	Amount (₹ million)	% of revenue from operations attributable to Global CDMO	Amount (₹ million)	% of revenue from operations attributable to Global CDMO
Revenue from top five Global CDMO customers	5,328	68.06%	4,209	65.46%	4,060	68.79%
Revenue from top 10 Global CDMO customers	6,123	78.22%	5,038	78.35%	4,927	83.48%

Note: The top five customers and the top ten customers are the top five customers and the top ten customers for each of the respective years and may not necessarily be the same customers.

Synergistic and integrated business verticals delivering accelerating growth

We are well-positioned with market access across both business-to-business ("**B2B**") and business-to-consumer ("**B2C**") channels, spanning multiple regulated markets and product categories (including prescription and OTC products) across varying levels of complexity. This enables us to maximize value from our customer relationships and global intellectual property by leveraging opportunities across markets and channels including cross-selling, out-licensing and selective in-licensing or acquisitions. We actively manage our portfolio to optimize returns across geographies, distribution channels and commercialization models. For instance, we expanded our B2C presence beyond India and the United States into markets such as the United Kingdom and Germany, while licensing the same or similar products through B2B arrangements in other markets. Certain products including Estradiol gel, Diclofenac and testosterone-based formulations are developed and commercialized through a global playbook across multiple markets and channel types, enabling rapid scaling once intellectual property is established.

We employ a structured and data-driven framework for portfolio selection to identify and prioritize opportunities to leverage our capabilities across development, manufacturing and commercialization. This supports timely execution, sustainable margins and revenue growth. Our framework is further supported by our ability to route identified opportunities across our Global CDMO, Global Generics and India Branded Formulations businesses based on competitive intensity, intellectual property position, channel economics and portfolio adjacencies.

Our approach also involves expanding across the product spectrum for a given molecule including development of multiple dosage forms and line extensions. For instance, for molecules such as testosterone and clindamycin, we have developed a portfolio of products across formulations and channels (such as two commercialized ANDAs of testosterone and three commercialized ANDAs of clindamycin phosphate) allowing deeper market penetration and lifecycle value capture. We ranked first in Testosterone and Clindamycin, where we held molecule-level volume shares of 29.34% and 31.70%, respectively, during the same year (*Source: F&S Report*). The combination of expanding product breadth and geographic reach together with integrated capabilities, contributes to competitive pricing and enhanced market competitiveness across our business verticals.

Our integrated model enables operational and financial leverage including benefits that are realized across our three business verticals through shared infrastructure, scale efficiencies and capability redeployment, including:

- *Shared manufacturing utilisation and asset efficiency.* Common manufacturing facilities are utilised across our Global Generics, Global CDMO and India Branded Formulations businesses, allowing incremental volumes from any vertical to improve overall asset utilisation and lower unit costs. In particular, at our Goa Facility, stable Global CDMO volumes attributable to

longstanding branded customer contracts provide a base level of utilization, enabling incremental volumes from other verticals to be accommodated at favorable marginal cost.

- *Centralised procurement and supply chain efficiencies*. Our centralised procurement function aggregates the sourcing of raw materials and excipients across verticals which enables volume-driven cost efficiencies and stronger supplier-management capabilities. This supports improved material margins across our platform.

- *Cross-leveraging of R&D and regulatory capabilities*. Development, regulatory and operational capabilities are deployed across our three verticals, enabling reuse of expertise and infrastructure. For instance, sourcing and procurement capabilities developed for Global CDMO engagements support cost-efficient launches in Global Generics, while R&D and regulatory capabilities developed for Global Generics enhance our ability to execute complex Global CDMO mandates.

The effectiveness of our integrated platform is demonstrated through our ability to flexibly deploy capabilities and products across business verticals based on market opportunities. We have leveraged our Global Generics capabilities to drive filings and approvals outside the United States and across global markets. As of March 31, 2026, we had a total of 45 dossiers approved outside the United States including one direct approval in the United Kingdom and other approvals secured by partners across multiple geographies.

In several instances, products initially developed or manufactured under our Global CDMO business have subsequently been commercialized through our Global Generics business, enabling enhanced value realization over the product lifecycle. For instance, we leveraged our CDMO expertise in Clobetasol to enter the US generics market in Fiscal 2020. In Fiscal 2026, we ranked first in Clobetasol ointment 0.05%, with 57.38% volume share within that specific formulation-strength combination and 45.68% share across the broader clobetasol molecule (*Source: F&S Report*). Also, capabilities built through our Global CDMO operations, including formulation development expertise, manufacturing know-how and supply chain relationships, also provide visibility into potential product acquisition opportunities for our Global Generics business. In Fiscal 2024, we initially evaluated Estradiol as a CDMO opportunity and subsequently identified it as a more suitable candidate for direct commercialization in the US generics market. We thereafter acquired the associated ANDA from the customer to commercialize the product through our Global Generics vertical. Similarly, Halcinonide was initially developed for the Global Generics market. However, following the ANDA approval in June 2024, it was out-licensed to a Global CDMO customer in the United States in November 2024, while we continued as the CDMO partner. In addition, investments undertaken within our India Branded Formulations business to strengthen our supply security creates capabilities that can be leveraged across products served by our CDMO and generics businesses.

Set out below are details of our revenue from operations across business verticals for the years indicated:

Particulars	Fiscal						
	2026		2025		2024		
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	CAGR (Fiscals 2024 to 2026) (%)
Global Generics	8,617	46.61%	5,437	40.43%	3,513	32.36%	56.62%
Global CDMO	7,828	42.34%	6,430	47.81%	5,902	54.35%	15.17%
India Branded Formulations	1,658	8.97%	1,318	9.80%	1,146	10.55%	20.28%
Other operating revenue*	384	2.08%	263	1.96%	298	2.74%	13.52%
Total revenue from operations	**18,487**	**100.00%**	**13,448**	**100.00%**	**10,859**	**100.00%**	**30.48%**

** Other operating revenue primarily comprises government grants, export incentives, freight and insurance, miscellaneous income, and proceeds from sale of scrap and raw materials.*

Our financial performance reflects the benefits of our integrated business model and the synergies derived from leveraging capabilities, infrastructure and relationships across our business verticals. In Fiscal 2026, we recorded the highest year on year revenue growth among the benchmarked Indian listed peer group at 37.47%, while also reporting the highest EBITDA margin (35.88%), PAT margin (23.62%), ROCE (32.30%) and ROE (25.65%) (*Source: F&S Report*). In particular, our EBITDA margin and ROCE were 1.5x and 1.8x the average of the assessed listed Indian peers as of the and for the financial year ended March 31, 2026. (*Source: F&S Report*).

Professional leadership driving value creation and business transformation

Our Company has been built under the guidance of our Founder, Promoter, Chairman and Managing Director, Mr. Mehul Madhusudan Shah, who has over 30 years of leadership experience in the pharmaceutical industry. Under his leadership, our Company has evolved from a contract manufacturing business established in 1998 into a fully integrated, technology-led pharmaceutical platform with deep expertise in complex dosage forms.

We have an experienced and professional leadership team with institutionalized processes including our Chief Executive Officer (Mr. Pratik Haresh Kamani), Chief Financial Officer (Mr. Chinnadharavaram Sundaresan Muralidharan), Chief Operating Officer (Mr. Jinaraja Sanjeeva Poojary), Chief Scientific Officer (Dr. Prashant Manohar Mandaogade), Chief Quality Officer (Dr. Amar Kumar Kasturi) and Chief Human Resource officer (Ms. Mansi Harses Kampani), supported by functional heads across business

verticals, supply chain management, regulatory affairs, corporate strategy and R&D. We focus on the development of our personnel and, where appropriate, consider internal candidates for leadership positions. For more details, see "*Our Management*" on page 277.

We follow well-established corporate governance practices and are supported by institutional investors including Frontier Investment Holdings Pte. Ltd. (backed by Quadria Capital), that contribute to governance oversight and strategic direction.

The execution track record of our leadership team has enabled us to onboard and retain a marquee customer base including leading global pharmaceutical companies.

KEY GROWTH STRATEGIES

Our strategies involve extending the reach of our integrated topical formulations platform by redeploying our established capabilities in formulation development, process engineering, manufacturing, quality systems, regulatory affairs and front-end commercialization across additional dosage forms, geographies, customers and channels. Each of our business verticals utilizes on this common capability base, which we believe enables us to enter and scale new opportunities more efficiently than building such capabilities independently. We intend to pursue these strategies through organic growth, selective acquisitions and in-licensing by leveraging our demonstrated track record of inorganic expansion including the acquisition of multiple ANDAs for Global Generics and the "*Soframycin*" brand for India Branded Formulations.

Accelerate growth in Global Generics and extend our commercial presence to the UK and Germany

Having moved from the fifth to the third position by volume share and becoming the only top-five player globally to deliver sustained double-digit growth in US topical volumes during Fiscals 2024 and 2026 (*Source: F&S Report*), we intend to sustain this trajectory by accelerating commercialization of approved but not yet commercialized ANDAs and progressing our development pipeline. As of March 31, 2026, out of 57 approved ANDAs and dossiers, 51 are commercialized. In addition, we have 19 ANDAs and dossiers that are pending approval and 42 that are under various stages of development as of the same date. We also intend to selectively evaluate and acquire approved or pending ANDAs from third parties to supplement our organic pipeline and reduce time-to-market, leveraging our experience in integrating acquired products. As of March 31, 2026, we cumulatively acquired 30 ANDAs of which 18 have been commercialized (representing 60.00% of the total ANDAs acquired), two ANDAs are approved but awaiting commercialization, three ANDAs are filed with the USFDA for site transfer but awaiting approval and seven ANDAs are undergoing technology transfer to our Goa Facility. Our R&D platform's remediation, technology transfer and re-filing capabilities support the timely conversion of these acquisitions into commercialized products. This Global Generics portfolio is manufactured at our own facilities at efficient cost positions and is commercialized through our U.S. front-end. As a result, we achieve enhanced margins in our incremental launches. These launches also strengthen our relationships with wholesalers in the United States that are supported by our service performance. In Fiscal 2026, we achieved an FTS rate of 0.34%, which is testamentary to our retention capabilities as a supplier.

We intend to leverage our portfolio of USFDA-approved products, together with our established R&D and regulatory capabilities to expand our Global Generics business into additional regulated markets, initially focusing on the UK and Germany. These markets provide accelerated entry pathways for products already approved by the USFDA which we expect will improve returns on our existing product development expenditure and reduce time-to-market. We undertake these regulatory filings directly and as of March 31, 2026, we had filed two dossiers each in the UK and Germany, of which one received approval in the UK in Fiscal 2026. We intend to continue building dedicated regulatory pipelines in these geographies and establish a commercial presence (either directly or through distribution partners) to enable a steady stream of product launches and support revenue growth beyond the United States. In addition, leveraging our manufacturing and R&D capabilities, we have developed a pipeline of 21 dossiers for the UK and Germany as of March 31, 2026 which will be filed by our regulatory team and owned by us.

Expand product portfolio into adjacent dosage forms and new molecules through active development programs

We intend to leverage our established topical R&D ecosystem and formulation development capabilities to develop and commercialize products across transdermal patches, vaginal rings, non-hormonal patches, ophthalmic and otic dosage forms. This will enable us to build a pipeline of technically complex products.

Topical products require deep capabilities in emulsion science, rheology, microstructure control, excipient functionality, penetration enhancement, and product performance reproducibility. Unlike oral solids, manufacturing parameters such as mixing order, homogenization intensity, shear rates, heating and cooling profiles, and filling conditions can materially influence drug release, stability, and skin permeation characteristics. Consequently, topical process know-how is highly specialized and often developed through years of formulation development and commercial manufacturing experience, creating a significant barrier for new entrants and generalist manufacturers. (*Source: F&S Report*)

We seek to support such initiatives by engaging in active development programs and utilising or expanding our existing manufacturing capabilities. Our dedicated Hormone Unit commissioned in Fiscal 2024 in Goa, India supports the commercialization of this pipeline and enables conversion of current low utilization levels into operating leverage.

The status of development and capability-building efforts across select dosage forms as of the date of this Draft Red Herring Prospectus are as set out below:

Dosage form	Fiscal 2026 value (*Source: F&S Report*)	Status of the capability as of the date of this Draft Red Herring Prospectus
Hormonal transdermal patches	US$1.3 billion	• Four programs are currently under development at the exhibit batch manufacturing stage. • Complete manufacturing capability has been established at our Goa Facility. • These products are being developed as global dossiers to enable potential approvals in the United States and other regulated markets.
Vaginal devices	US$0.6 billion	• One ANDA filed with the USFDA (co-developed with a contract manufacturing organization) which is pending approval.
Non-hormonal transdermal patches	US$1.2 billion	• At the evaluation and feasibility assessment stage.

We will also strategically target product opportunities arising from upcoming patent expirations and limited-competition dynamics in the topical generics segment, both in the United States and in new geographies, by prioritizing molecules and dosage forms where we can achieve a first-mover or early-mover advantage. Our pipeline includes a wide range of NCEs, LoE products and complex generics including Paragraph IV and first-to-file opportunities. We believe this diversified pipeline enables us to address a broader opportunity set while targeting products characterised by higher technical complexity and limited competition. We are actively progressing development programmes aligned with anticipated patent expiries with the objective of accelerating filings and market entry timelines. This approach is intended to enhance our addressable market and strengthen our competitive positioning in key product categories.

Deepen our Global CDMO wallet share and expand customer base across geographies and channels

We intend to expand our existing wallet share by enhancing the range of SKUs, dosage forms and product categories that we manufacture for existing Global CDMO customers including through cross-selling our newer hormone and transdermal capabilities. Our full-suite manufacturing capabilities, multi-geography regulatory approvals and audit-tested quality record will allow us to serve as a long-term and single-source manufacturing partner. This reduces our customers' need to engage multiple manufacturers, given the time, cost and regulatory effort involved in qualifying alternative suppliers.

We will continue to support our customers' product lifecycle management requirements including line extensions, technology transfers and new formulations, thereby strengthening our position as a long-term manufacturing partner. We recently onboarded a global customer for the transfer of an OTC brand and leveraged our development and regulatory capabilities to extend the product across multiple regulated markets. This resulted in the consolidation of the customer's global manufacturing footprint at our Goa Facility.

We intend to expand our Global CDMO customer base in underpenetrated geographies and channels including OTC branded, OTC private label and branded dermatology segments through long-term partnerships with pharmaceutical and CHC companies. Through these collaborations, we aim to expand the commercialization of products developed on our platform, improve asset utilization and enhance returns on our R&D investments. This strategy enables us to scale across regulated and semi-regulated markets while maintaining a capital-efficient model. We have already established a presence in select international markets including through our partnership with one of our customers for the distribution of an OTC product in Europe. In the United States, we are leveraging our OTC ANDA portfolio including through arrangements with third parties, and our own US front-end presence to secure contracts with large retail chains and pharmacy networks for their private label offerings. We also currently manufacture for private label customers in the United States. As of March 31, 2026, our regulatory team has supported 76 dossiers across multiple markets of which 47 filings have been approved for our Global CDMO customers in regulated and semi-regulated markets. We intend to leverage this foundation by expanding our portfolio of products for retail chains, pharmacy networks and other partners seeking to offer topical products under their own brand names. We believe our established manufacturing and regulatory capabilities together with our existing front-end presence in the United States position us well to capture such white-labelling opportunities. In addition, we will continue to invest in our technology transfer capabilities, process development expertise and dedicated customer account management to maintain quick turnaround times and high service levels, which we believe are critical in building trust and sustaining long-term relationships with global pharmaceutical companies.

Scale India Branded Formulations organically and through selective acquisitions and in-licensing

We intend to continue scaling our "*Soframycin*" brand by deepening penetration across trade and institutional channels, introducing new SKUs and line extensions, and broadening the brand's use-case positioning to target a wider OTC consumer base through new packs, products and communication channels. Soframycin is also registered and currently marketed in Sri Lanka. We intend to leverage this presence to expand our branded formulations business across select international markets over time, with India being our primary focus market. The acquisition and revitalisation of "*Soframycin*" have established a replicable model for building topical CHC brands in India. We are focused on expanding our CHC portfolio through the introduction of new brands under the consumer segment to build a diversified topical CHC franchise through a combination of organic initiatives, acquisitions and in-licensing.

In addition to OTC products, we intend to expand our offerings to include prescription products. We are developing a portfolio of organically built brands supported by a dedicated field force focused on expanding engagement with dermatologists, which we plan to scale in a phased manner.

We seek to leverage the momentum generated by our recent omnichannel marketing initiatives to drive sustained brand awareness and recall for our India Branded Formulations portfolio. In addition, we intend to expand our digital presence and e-commerce capabilities to capture the growing share of prescription and OTC product sales through online channels in India.

We also intend to scale our institutional business by targeting new state government tenders across India. In addition to consumer-led demand, government and institutional procurement represents an important and recurring market for topical formulations (*Source: F&S Report*), and we believe our established manufacturing capabilities and competitive cost structure position us well to secure additional tender-based business across states where we currently have limited presence.

We will continue to selectively pursue acquisitions of synergistic brands in the Indian functional dermatology and adjacent therapeutic segments to build a diversified and multi-brand India Branded Formulations portfolio. In particular, we intend to focus on acquisitions of prescription dermatology brands to build a specialty dermatology franchise. We seek to target brands that are complementary to our existing distribution footprint, can leverage our established field force and retail network, and can be rapidly integrated and scaled using our pan-India distribution network. In parallel, we are building a specialty branded prescription business by increasing engagement with dermatologists and other healthcare professionals through a focused field force.

Further, we intend to leverage our established relationships with our Global CDMO customers to identify and secure in-licensing opportunities for the distribution of differentiated pharmaceutical products in the Indian market. We intend to combine our topical formulation development capabilities with our proven manufacturing scale and cost efficiencies to build a data-driven and strategically curated pipeline of in-licensed and internally developed products. For instance, we are exploring opportunities with certain existing CDMO customers that have built portfolios of established consumer healthcare and OTC brands through global product acquisitions but do not currently have a presence in India. We believe our established distribution platform, including the market reach and brand equity of Soframycin, can provide an efficient route-to-market for such products.

Increase operating leverage and sustain cost leadership by scaling volumes across existing capacity

Our filling and packaging installed capacity of 807 million units as of March 31, 2026 corresponds to approximately 2.8 times the total US topical market demand in Fiscal 2026 (*Source: F&S Report*). This capacity was built ahead of demand and provides us with significant headroom for expansion in the future. In Fiscal 2026, our Goa Facility, Indore Facility and Hormone Unit operated at utilization levels of 77.45%, 96.67% and 40.28%, respectively. We also expanded the capacity at our Indore Facility with installation and qualification of an additional 5,760 metric tonnes to be made available for production during Fiscal 2027. We intend to scale volumes across all three business verticals to utilize this available capacity and drive operating leverage over our existing fixed cost base.

In particular, we intend to utilize this capacity by accommodating: (a) incremental Global CDMO volumes arising from expansion of existing customer relationships and onboarding new customers; (b) launch volumes from our Global Generics pipeline across the United States, UK and Germany; and (c) the ramp-up of our hormone and transdermal pipeline at our dedicated Hormone Unit in Goa, India. Our Indore Facility, with its high-throughput equipment, is well-positioned to accommodate scaling volumes across Global CDMO and Global Generics, and we intend to increase our manpower in line with utilization requirements.

We also intend to further improve the cost advantages delivered by our R&D platform. Our scientific teams support cost efficiency and supply resilience through initiatives such as AVD, reduced testing and other regulatory proposals to the USFDA, as well as manufacturing investigations and cycle time improvements. We intend to deepen these initiatives together with strategic sourcing, centralized procurement across business verticals and enhanced supply security for key products including our "*Soframycin*" portfolio. In addition, our large manufacturing scale and procurement volumes enable us to leverage economies of scale in sourcing and negotiate competitive pricing with suppliers across key raw materials and packaging materials. As we continue to scale volumes across our business verticals, we expect to further strengthen our purchasing power, improve sourcing efficiencies and support our cost leadership position. These measures are expected to support our material margin profile and overall cost position.

In addition, we intend to continue investing in our digital and technological infrastructure to drive process improvements across our manufacturing operations for sustainable growth. While our quality functions are already fully automated, we are progressing towards fully paperless manufacturing across our facilities to enhance traceability, reduce manual interventions and minimise human error through increased automation initiatives.

DESCRIPTION OF OUR BUSINESS

We are a global pharmaceutical formulations platform with deep domain expertise in topical and transdermal dosage forms, serving 50 countries as of March 31, 2026 including regulated markets such as the United States, UK and Europe and India.

Our Company commenced operations in Fiscal 1998 as a contract manufacturer and evolved as a global pharmaceutical company over time as we expanded our capabilities across the pharmaceutical value chain. By Fiscal 2016, we had built formulation development capabilities including ANDA development for the United States which enabled us to commercialize our own products

in the United States starting in Fiscal 2019. In Fiscal 2022, we entered the India Branded Formulations business through the acquisition of the "*Soframycin*" brand, which we had initially manufactured under a loan license agreement entered into in Fiscal 2002 for Sanofi India. This enabled us to build an integrated business model across the topical pharmaceutical value chain spanning research, development, manufacturing and commercialization.

Our business is organised across three operating verticals:

- *Global Generics*: This vertical focuses on the development, manufacturing and commercialisation of topical generic pharmaceutical products supported by integrated manufacturing capabilities and an own front-end presence in the United States and other regulated markets.

- *Global CDMO*: This vertical provides end-to-end topical formulation development and manufacturing services to pharmaceutical companies across Indian and other regulated markets with a focus on branded prescription and OTC products.

- *India Branded Formulations*: This vertical manufactures, markets and distributes branded and generic topical products in India, supported by an established distribution network and field force.

These business verticals operate on a shared platform complementing each other by leveraging the common base of technical and development capabilities, manufacturing and regulatory capabilities across the businesses.

Product Manufacturing

We have developed a technology-driven manufacturing platform focused on topical pharmaceutical formulations, supported by specialized equipment and process capabilities across the value chain. We manufacture substantially all of our products in-house at our two manufacturing facilities, which provides us with control over product quality and supply chain management. We possess capabilities to manufacture steroid, non-steroid and cosmetic products as well as high-potency, hormonal and novel chemical entity formulations, with dedicated infrastructure for hormonal (both male and female), cytotoxic and immunosuppressant products. Our technology platform includes advanced formulation capabilities such as microsphere-based delivery systems and biphasic microsphere gel technology, enabling us to address complex therapeutic requirements and lifecycle management opportunities in topical products.

Product capabilities

Our product portfolio comprises a wide range of simple products as well as complex products. Simple products include lotions, creams, ointments, solutions, matrix patches and gels details of which are set out below:

Core product portfolio	Form
Topicals	Cream, gel, ointment, solution, lotion, emulsion, rectal enema, paste, and vaginal gels and cream
Topical hormones (for both male and female hormones)	Cream, gel, ointment, solution and lotion

Complex products comprise specialised and advanced drug delivery systems that involve differentiated formulation and manufacturing processes, details of which are set out below:

Complex product portfolio	Description
Transdermal patches	Transdermal drug delivery systems designed to deliver medication through the skin into the bloodstream. We develop multiple patch types including drug-in-adhesive matrix systems, reservoir systems, multilayer systems and double-disc systems which enable controlled and consistent delivery over a defined period.
Rectal suspension enemas	Rectal suspension enemas designed to deliver medication directly to the affected area in the lower colon which allows targeted application and localised drug delivery
Microsphere-based gels	Gels in which the active pharmaceutical ingredient is encapsulated in microspheres which enables gradual release onto the skin and are designed to reduce irritation while maintaining efficacy
Biphasic emulgels	Biphasic emulsion-based gel formulations designed to enhance penetration of active ingredients into the skin by combining the properties of gels and creams in a single formulation.
Bio adhesive vaginal gels	Specialised emulsion-based vaginal gels with bio adhesive properties designed to remain in place within the vaginal canal and delivered using single-use applicators.
Cytotoxic and Immunosuppressant topical formulations	Cytotoxic topical formulations are dermal drug delivery systems designed to directly destroy or damage skin cells through controlled, localized penetration. Immunosuppresant topical formulations are dermal drug delivery systems designed to locally suppress or modulate cutaneous, immune and inflammatory conditions requiring precise control of skin penetration and drug stability to limit systemic immune effects while treating localized inflammatory or autoimmune skin disease These formulations require

Complex product portfolio	Description
	specialised containment facilities to handle hazardous/ potent APIs during the manufacturing of the product.

Our manufacturing operations are spread across two facilities as of March 31, 2026, and are subject to inspections and audits by regulatory authorities and customers, covering quality systems, manufacturing operations, data integrity and compliance with applicable regulatory requirements. During Fiscals 2026, 2025 and 2024, we have undergone 48 customer audits across our facilities. These audits include reviews by global pharmaceutical companies, including multinational corporations that typically maintain stringent standards for manufacturing quality, compliance and operational controls. We follow structured processes to address any observations arising from such audits and inspections through corrective and preventive actions, with oversight from our quality and management teams. These audits and inspections form an integral part of our quality control and assurance framework and support continued compliance with regulatory expectations across regulated markets. As of March 31, 2026, we have maintained a track record of zero OAI classifications from the USFDA and zero product recalls across all manufacturing facilities since the inception of our operations. The details of our facilities are set out below:

Manufacturing Facility	Year of commencement	Dosage form manufactured/ capabilities	Key regulatory approvals	Status of USFDA inspections	Owned/ Leased
Goa Facility	1998	Non-sterile topical formulations including creams, lotions, gels, pastes, solutions, non-aerosol sprays, transdermal patches and hormone products	USFDA, ANVISA Brazil, PMDA-Japan, TGA Australia, Health Canada, ANSM – France, TFDA, Russian MOH, MFDS - South Korea, FDA Goa, WHO India	Total number of USFDA inspections since commissioning: Six Last date(s) of inspection: June 11, 2024 to June 17, 2024 EIR receipt date: September 26, 2024	Leased
Indore Facility	2022	Non-sterile topical formulations including creams, gels, ointments, solutions, lotions and pastes	USFDA	Inspected once by the USFDA Last inspection date: January 20, 2025 EIR Receipt date: May 14, 2025	Leased

Particulars	Fiscal		
	2026	2025	2024
	(no. of inspections)		
Inspections conducted by regulatory authorities	3	4	1

Goa Facility

Our Goa manufacturing facility is our first production site and forms the foundation of our manufacturing operations. The facility is spread over approximately 52,351.50 square metres, within a total land parcel of 78,952.50 square metres. It has an installed capacity of 11,160 metric tonnes as of March 31, 2026. It comprises 14 manufacturing lines together with 21 filling and packaging lines as of March 31, 2026. This facility is primarily engaged in the manufacture of topical formulations including creams, gels, ointments, pastes, lotions, sprays and solutions. It has capabilities to manufacture steroidal and non-steroidal products, cosmetic formulations, high-potency active products, hormonal products and immunosuppressants.

The facility is equipped with advanced manufacturing infrastructure designed to handle non-sterile topical dosage forms. It operates multiple tube filling lines capable of supporting plastic, laminate and metal tubes, with features such as hot-air sealing, multi-colour filling and servo-controlled operations, enabling flexibility across product types and pack sizes. The facility is supported by a high degree of automation across manufacturing and warehousing operations. It has implemented an ASRS integrated with RFID-enabled warehouse management systems for efficient material handling. In addition, the facility uses EDAS for automated and accurate dispensing, along with compaction-based storage systems to optimise warehouse utilisation.

Hormone Unit

Our Hormone Unit is located adjacent to our flagship manufacturing facility in Goa and operates as a dedicated facility for hormonal products. The commencement of this facility's operations in Fiscal 2024 enabled us to enter the manufacturing of hormone-based formulations. This facility is designed for the production of both male and female hormonal products. The facility is spread over approximately 10,000 square metres and comprises two manufacturing lines together with six filling and packaging lines as of March 31, 2026, specifically designed to handle the complexity and containment requirements of hormonal products.

This facility manufactures specialised dosage forms including stick packs, transdermal patches, pre-filled applicators, bottles and pump-based products. Further, this facility has been verified for Occupational Exposure Level (OEL) performance, and operator exposure levels are monitored in accordance with Standardised Measurement of Particulate Airborne Concentration (SMEPAC) guidelines which supports controlled and safe manufacturing operations. In addition, our Hormone Unit is equipped with high-performance tube filling and packaging systems capable of handling plastic, laminate and metal tubes. This facility also includes systems and features such as hot-air sealing, multi-colour filling and servo-driven operations which enables precision, consistency and flexibility across different product formats.

Indore Facility

Our Indore manufacturing facility is situated on a land parcel of 81,787.53 square metres, of which a substantial portion remains available for future expansion, with a built-up area of 19,807 square feet as of March 31, 2026. It has three manufacturing lines and five packaging lines as of the same date. This facility is engaged in the manufacturing of non-sterile topical formulations including creams, gels, ointments, solutions, lotions and pastes.

The facility is equipped with advanced tube filling and packaging systems capable of handling plastic, laminate and metal tubes. This facility also includes systems and features such as hot-air sealing, multi-colour filling and servo-driven operations which enables flexibility, precision and consistency across different product formats and pack configurations.

Production capacity and utilization rates

Facility[#]	As of and for the financial year ended March 31,								
	2026			2025			2024		
	Annual Installed Capacity	Actual Production	Capacity Utilization	Annual Installed Capacity	Actual Production	Capacity Utilization	Annual Installed Capacity	Actual Production	Capacity Utilization
	(metric tonnes)		(%)	(metric tonnes)		(%)	(metric tonnes)		(%)
Goa Facility	11,160	8,643	77.45%	11,160	7,759	69.53%	11,160	7,534	67.51%
Hormone Unit	504	203	40.28%	360	49	13.61%	180	5	2.78%
Indore Facility*	3,960	3,828	96.67%	3,960	2,508	63.33%	1,980	433	21.87%
Total	**15,624**	**12,674**	**81.12%**	**15,480**	**10,316**	**66.64%**	**13,320**	**7,972**	**59.85%**

Notes:

(1) Data is certified by Sharjeel Aslam Faiz, Chartered Engineer, by certificate dated August 1, 2026.

(2) The installed capacity was calculated using three shifts of 7.5 hours each and 300 working days in a year. Overall equipment effectiveness assumed is 80% and is specific to our Company.

(3) Actual production represents quantum of production in the relevant manufacturing facility/unit as of the last date of the relevant period.

(4) Capacity utilization is derived by dividing actual production by annual installed capacity.

(5) The actual and installed capacity are rounded off to the next whole number.

**Our Indore Facility got operationalized in October 2023. Further, since March 31, 2026, we have expanded the capacity at our Indore Facility and as of the date of this Draft Red Herring Prospectus, our Indore Facility has an installed capacity of 9,720 metric tonnes.*

[#]We manufacture all our products within one dosage form, i.e., topicals. Accordingly, dosage-wise capacity is not being disclosed. Further, the production capabilities for our products (other than hormone products) are fungible across multiple manufacturing lines, and production is based on customer requirements. Accordingly, we are unable to compute installed capacity, actual production and capacity utilization for each of our products separately.

Filling and packaging capacity and utilization rates

Particulars	As of and for the financial year ended March 31,								
	2026			2025			2024		
	Annual Installed Capacity	Actual Production	Capacity Utilization	Annual Installed Capacity	Actual Production	Capacity Utilization	Annual Installed Capacity	Actual Production	Capacity Utilization
	(million units)		(%)	(million units)		(%)	(million units)		(%)
Goa Facility	496	169	34.07%	496	158	31.85%	464	166	35.78%
Hormone Unit	174	13	7.47%	174	4	2.30%	94	0.3299	0.32%
Indore Facility	137	41	29.93%	137	26	18.98%	126	12	9.52%
Total	**807**	**223**	**27.63%**	**807**	**188**	**23.30%**	**684**	**178**	**26.07%**

Notes:

(1) Data is certified by Sharjeel Aslam Faiz, Chartered Engineer, by certificate dated August 1, 2026.

(2) The installed capacity was calculated using three shifts of 7.5 hours each and 300 working days in a year. Overall equipment effectiveness assumed is 80% and is specific to our Company.

(3) Actual production represents quantum of production in the relevant manufacturing facility/unit as of the last date of the relevant period.

(4) Capacity utilization is derived by dividing actual production by annual installed capacity.

(5) The actual and installed capacity are rounded off to the next whole number.

Technology

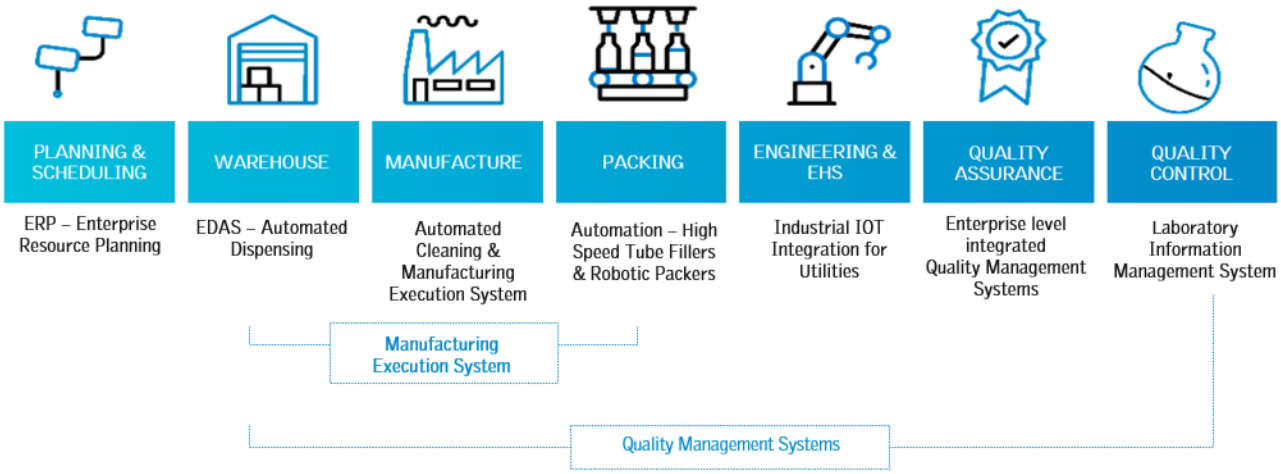
Automation, Data Integrity and Advanced Digital Systems

Technology-enabled manufacturing infrastructure

Our operations are supported by technology-enabled, purpose-built facilities designed for the production of complex topical pharmaceutical formulations at commercial scale. The manufacturing infrastructure incorporates automated processing equipment, contained mixing and compounding systems, controlled filling lines and integrated packaging operations to support creams, gels, lotions, ointments, solutions and sprays. Production environments are designed to enable controlled handling of specialized product categories, including steroid, non-steroid, high-potency, hormonal and novel chemical entity formulations, with dedicated facilities for cytotoxic and immunosuppressant products. These technology-driven layouts support process consistency, operator safety and effective compliance with applicable regulatory requirements across regulated markets.

Automation and process control

We deploy automation across key stages of our operations to reduce manual intervention, enhance repeatability and strengthen operational discipline. Our facilities utilize automated material handling, precision dosing and controlled mixing systems to ensure batch-to-batch consistency and adherence to predefined processing parameters. Automated filling and packaging lines are integrated with in-process checks to support accurate dosage delivery, labeling and packaging integrity. Real-time process monitoring systems enable continuous oversight of critical process variables, supporting timely identification and resolution of deviations and contributing to consistent product quality and manufacturing efficiency.



Data integrity, serialization and digital systems

Our platform is supported by digital systems designed to ensure data integrity, traceability and regulatory compliance. We have implemented serialization and aggregation capabilities aligned with global track-and-trace standards, supported by multi-level serialization architecture to enable end-to-end product traceability across markets. Digital systems across manufacturing and packaging operations facilitate secure data capture, audit trails and controlled access, supporting compliance with data integrity expectations of global regulators. These systems strengthen supply-chain transparency and enable reliable reporting across the product lifecycle.

Quality Control

Quality control framework

We have established an integrated quality control framework to ensure that our pharmaceutical products consistently meet applicable quality, safety and regulatory standards across markets. Our quality control activities are undertaken through in-house laboratories with capabilities spanning the entire product lifecycle, including raw material testing, in-process controls and finished product testing. Our infrastructure supports online sampling, advanced identification technology, stability studies and in-house microbiology testing. It is also enabled by laboratory information management system (LIMS) software to ensure data integrity, traceability and timely documentation. These systems support standardized testing protocols and batch release processes aligned with regulatory requirements in our target markets.

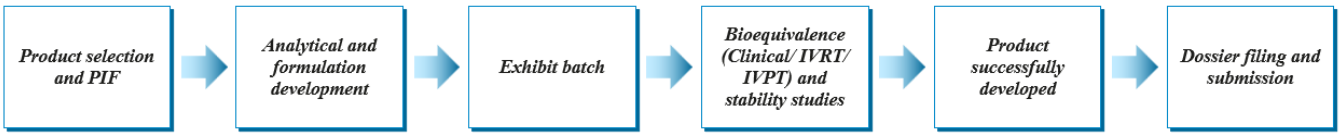
Compliance, controls and continuous improvement

Quality control forms an integral part of our broader quality management system, with a focus on regulatory compliance, process consistency and continuous improvement. We maintain dedicated quality personnel and specialized topical laboratories to address the formulation-specific complexities associated with topical pharmaceutical products. As of March 31, 2026, we have 506 employees in our quality assurance and quality control departments. Adherence to prescribed specifications, transparency in quality processes and compliance with applicable regulations are embedded across our operations. Our quality control function works in coordination with quality assurance and manufacturing teams to support audit readiness, corrective and preventive action processes and consistent execution, contributing to the reliability of our manufacturing operations in regulated pharmaceutical markets.

Research and Development

Our R&D function is focused on the development of topical and other complex dosage forms. We operate the Encube Advanced Research Centre in Palava, Mumbai which spans a built-up area of 117,252 square feet and brings together formulation development, analytical services and regulatory-oriented activities under one roof. Our R&D team comprises 228 employees (of which 12 were PhDs) as of March 31, 2026 This team undertakes, among others, intellectual property analysis, pre-formulation studies and reverse engineering and supports the development of both simple as well as complex products.

Key stages in our R&D process



1. *Selection of a drug product candidate:* We identify drug product candidates using our proprietary product selection framework that considers the addressable market and patient pool, extent of unmet need, sufficient availability of input materials including API supplier selection, expected competitive activity and our competitive advantage for each product candidate arising from any or all of our development capabilities, proprietary technologies and manufacturing capabilities and infrastructure. We also carry out economic analysis to estimate product sales and profitability towards determining if the program will be value accretive.

2. *Formulation and analytical method development:* Upon selection of a drug product candidate, our scientists perform various experiments to produce a dosage form which will be close to its intended purpose and will meet the requirements of various regulators for approval. These experiments will result in the creation of a number of product formulations to determine which formula will be most suitable for our subsequent development process. Our formulation development laboratories are equipped to support topical, transdermal and other complex dosage forms including classified areas for hormonal and non-hormonal products. Our analytical research laboratories support method development, validation and stability testing.

3. *Batch size manufacturing:* Our drug development scientists will agree on a final formulation of the drug candidate and subsequently attempt to increase the batch size of the product. This includes pilot batch manufacturing and scale-up using our pre-pilot and pilot-scale development infrastructure. The batch is then generally produced in our manufacturing facilities.

4. *Clinical testing:* After a successful scale-up of the generic drug batch, we schedule and perform generally required bio equivalency testing on the product and in some cases, clinical testing, if required by the USFDA or other regulators. We conduct bioequivalence studies supported by in-house IVRT and IVPT facilities in line with regulatory guidance for topical products.

5. *Submission of the dossier for regulator's review and approval:* A product dossier/ filing is a comprehensive submission that contains, among other things, data and information pertaining to the proposed labelling, active pharmaceutical ingredient, excipients, container/closure, drug product formulation, drug product testing specification, methodology and results. Bioequivalence study reports are also included in the dossier submission. Our R&D infrastructure supports product registration across multiple markets. We have global regulatory capability with a growing portfolio of existing and filed dossiers across multiple regulated markets including the US, UK and Germany. We have a team of 18 regulatory experts

capable of undertaking global dossiers as of March 31, 2026. We have 58 approved dossiers , 19 dossiers filed and pending approval, and 42 dossiers at various other stages of development, as of the same date.

Our product development projects from initiation to obtaining regulatory approval usually extend beyond a single financial year and expenditure is incurred across the project lifecycle. For instance, products which were launched in Fiscal 2026 were typically developed through expenditure incurred on R&D in Fiscals 2025, 2024 or earlier.

Formulation development

We operate dedicated laboratories including formulation development, analytical research, advanced characterization and microbiology laboratories as well as IVRT and IVPT facilities within our R&D Unit.

Topical products have evolved well beyond conventional creams and ointments into gels, lotions, foams, sprays, shampoos, emulsions, microemulsions, transdermal systems, vaginal rings, intrauterine drug delivery systems and topical combination products. Unlike oral solids, where active content and dissolution characteristics often dominate development efforts, topical products require simultaneous control of formulation composition, microstructure, manufacturing process parameters and delivery characteristics. Variables such as mixing order, homogenization intensity, heating and cooling profiles, filling temperatures, particle size distribution and shear conditions can materially affect viscosity, stability, drug release and skin permeation. Demonstrating product sameness for topical formulations progressively requires substantially more sophisticated characterization than conventional assay and dissolution testing alone. Regulated-market submissions frequently require demonstration of Q1, Q2, and steadily Q3 equivalence, supported by IVRT, IVPT, rheology studies, particle-size analysis, polymorph characterization, and dermal pharmacokinetic studies. These capabilities are integral to topical bioequivalence assessment and microstructure evaluation and are maintained internally by a limited number of topical-focused organizations globally. (*Source: F&S Report*)

Our ability to address this complexity at scale is driven by our focused approach on a single dosage form category. Our operations are primarily dedicated to the development, manufacture and commercialization of topical and topical-adjacent products. This focus enables us to concentrate our scientific expertise, analytical infrastructure and process knowledge within a specialized and technically demanding domain. Through the development of a broad portfolio spanning semisolids, complex topicals, transdermal systems, hormonal formulations, microsphere and bioadhesive systems and drug-device combinations, we have built an institutional knowledge base of vehicle platforms, process parameters, analytical methods and bioequivalence strategies. This allows subsequent development programs to commence from a more advanced and de-risked position. We maintain in-house IVRT and IVPT capabilities, supported by advanced characterization infrastructure, including X-ray diffraction, particle size analysis and rheology studies. Our advanced characterization laboratories support polymorph screening, drug-excipient compatibility studies and comprehensive physicochemical characterization. These capabilities are integral to topical bioequivalence assessment and microstructure evaluation and are maintained internally by a limited number of topical-focused organizations globally (*Source: F&S Report*). These also enable more iterative and efficient development cycles.

In topical products, the manufacturing process is a key determinant of product performance. Accordingly, formulation development and manufacturing are closely linked. Our integrated operating model, with coordinated R&D and manufacturing functions, enables us to design formulations with commercial scale considerations. We believe that our focused dosage form approach, cumulative development experience, in-house analytical and bioequivalence capabilities, and the integration of development with manufacturing collectively contribute to a level of formulation expertise that is difficult to replicate and cannot be established through capital investment alone.

Analytical services

Our analytical services are provided through our Advanced Characterization Laboratory ("**ACL**") which forms an integral part of our R&D activities. The ACL was established in 2018 and was certified as a GLP-testing laboratory by the USFDA in February 2019. It supports pharmaceutical and cosmeceutical product development through a broad range of analytical and characterization capabilities.

The ACL is equipped with advanced instruments covering a variety of characterization requirements. Its capabilities include solid-state characterization, impurity identification and structure elucidation, thermal analysis, particle size and morphology analysis, elemental analysis, polymorph identification and quantification, crystallization studies, trace metal analysis, extractables and leachables studies, and packaging material analysis. The laboratory also supports modelling and in-silico prediction, reverse engineering, delamination studies and analysis of crystalline and amorphous content in finished products and raw materials.

The laboratory is functionally divided into dedicated areas for wet chemistry, hot room activities, instrumentation and documentation. It is operated by a team of qualified and experienced scientists supporting method development, method validation, vendor qualification and documentation. The ACL is equipped for IVRT and IVPT for semi-solid dosage forms. The laboratory operates diffusion cell apparatuses, including automated and manual systems, and multiple HPLC systems with UV and PDA detectors operated on 21 CFR-compliant software. It also maintains Franz diffusion cell assemblies for higher testing throughput and advanced systems for high-performance analysis.

In addition to the ACL, we also operate a microbiology laboratory equipped with advanced instrumentation and software to support comprehensive testing for topical products. These analytical services support quality and regulatory compliance.

Raw Materials and Procurement

Raw materials sourcing

We procure APIs, excipients, packaging materials and other raw materials from third-party suppliers in India and overseas for use in our manufacturing and R&D operations. As of March 31, 2026, we had a network of over 500 suppliers. Our sourcing strategy is focused on product quality, regulatory compliance and supply reliability. Our supplier selection is based on multiple criteria, including quality systems, pricing, cost effectiveness, regulatory approvals, historical performance, service levels and availability of qualified technical personnel.

We typically maintain more than one approved supplier for key raw materials to mitigate sourcing risks. We negotiate prices and other commercial terms on a purchase-order basis, with applicable terms and conditions, including return policies, specified in individual purchase orders. We currently source most of our key raw materials from suppliers in India, US, EU and China.

Vendor qualification, audits and supply-chain management

We have an in-house procurement and quality team comprising 17 individuals as of March 31, 2026. This team is responsible for identifying and evaluating new suppliers and raw materials prior to approval. This process includes assessment questionnaires, review of quality systems, evaluation of pre-purchase samples and testing of material suitability and impact on product quality. Following successful evaluation, suppliers are included in our approved vendor list and audit planning framework. We conduct periodic audits and inspections of supplier facilities to assess compliance with applicable regulatory requirements, GMP, infrastructure adequacy, data integrity and security systems. During Fiscals 2026, 2025 and 2024, we conducted 49 audits and inspections at our suppliers' facilities to assess compliance with our quality, regulatory and sourcing standards.

For risks relating to our procurement operations such as supply disruptions, regulatory actions, quality issues, commodity price fluctuations and foreign exchange volatility, see "*Risk Factors – We rely on certain domestic and international third-party suppliers for our raw materials and packaging materials that contribute to a significant portion of our expenses (our top ten suppliers contributed to 35.40%, 31.24% and 35.02% of our total purchases of raw materials and packaging materials in Fiscals 2026, 2025 and 2024, respectively). Any inability to procure the required quality and quantity, at competitive prices could adversely affect our business, results of operations, cash flows and financial condition*" on page 33.

Customers

Global Generics

According to the F&S Report, the pharmaceutical distribution channel is similarly consolidated, with McKesson, Cencora and Cardinal Health collectively accounting for approximately 90-95% of US pharmaceutical wholesale distribution, making access to these networks an important prerequisite for commercial scale. For Global Generics, as of March 31, 2026, our customers include these three wholesalers ("**Big Three Wholesalers**"), as well as group purchasing organizations ("**GPO**"), national pharmacy chains, regional pharmacy chains and managed care organizations. Our products are ultimately dispensed to patients through pharmacies or healthcare institutions. We believe our competitive pricing and ability to consistently meet customers' expectations of service levels coupled with our strong track record of quality and compliance are key to maintaining customer satisfaction.

We enter into master services agreements with GPOs who collectively negotiate pricing and supply timelines on behalf of wholesalers or direct customers. These master services agreements typically encompass crucial details such as pricing, quantity, quality specifications, adherence to quality guidelines and stipulated delivery timelines for the products we offer. There are typically defined buying customers (members of the GPOs) linked to these master services agreements. In addition to GPOs, we enter into contracts with several national and regional retail pharmacy chains, regional distributors or hospital-based purchasing organizations for our products. We also enter into manufacturing and supply agreements with customers for products directly manufactured by us.

Set out below are details of our revenue contribution from Big Three Wholesalers for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Revenue contribution from Big Three Wholesalers	3,953	21.38%	2,667	19.83%	1,946	17.92%

Notes: Big Three Wholesalers have been identified according to the F&S Report

Global CDMO

We serve as an end-to-end development and manufacturing partner for some of the major pharmaceutical companies across regulated markets. As of March 31, 2026, we served over 163 Global CDMO customers across 50 countries. For a few customers, we act as the sole manufacturer for specific product-market segments, capturing the complete share of their outsourced manufacturing for those products. According to the F&S Report, CDMOs that can support line extensions, cost optimization initiatives, post-approval changes and portfolio expansion are typically better positioned to retain customers and deepen long-term strategic relationships, and the resulting switching costs create real competitive advantages for established suppliers with strong operational track records and high levels of customer retention.

Set out below are details of our revenue contribution from our top five and top 10 Global CDMO customers for the years indicated:

	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of revenue from operations attributable to Global CDMO	Amount (₹ million)	% of revenue from operations attributable to Global CDMO	Amount (₹ million)	% of revenue from operations attributable to Global CDMO
Revenue from top five Global CDMO customers	5,328	68.06%	4,209	65.46%	4,060	68.79%
Revenue from top 10 Global CDMO customers	6,123	78.22%	5,038	78.35%	4,927	83.48%

Note: The top five customers and the top ten customers are the top five customers and the top ten customers for each of the respective years and may not necessarily be the same customers.

Out-licensing and commercial partnerships

In certain cases, we enter into commercial arrangements with customers and partners for the out-licensing of products or dossiers, particularly where local market presence, regulatory ownership or front-end commercialization is customer-led. These arrangements typically involve territorial licensing, supply agreements or technology transfer structures, allowing customers to commercialize products manufactured by us in their respective markets. Such partnerships enable efficient monetization of development efforts while leveraging customers' established distribution and marketing capabilities, especially in regulated and semi-regulated markets.

Distribution, Sales and Marketing

Our sales and marketing strategy operates on a B2B model across Global CDMO and B2C model across Global Generics and India Branded Formulations. We engage with distributors, wholesalers and other channel partners to support product launches, portfolio expansion and market penetration. Across geographies, our sales and business development activities are supported by dedicated teams responsible for customer engagement, project management and business acquisition.

We use a multi-channel sales and distribution model for our Global Generics business supported by an established marketing, sales and distribution platform in the United States through our Subsidiary, Encube Ethicals, Inc. We maintain inventory at multiple locations across the United States through specialized third-party logistics ("**3PL**") providers with experience in handling pharmaceutical products. This enables us to respond to customer requirements in a timely manner.

Products manufactured at our facilities are shipped to contracted warehouse locations in the United States where such 3PL providers undertake receipt, storage, packaging and dispatch of products on our behalf. Our products are distributed through a combination of wholesaler-based (indirect) and retailer-based (direct) channels. In addition, we cater to other channels, including long-term care providers, mail-order pharmacies and hospitals (either directly or through wholesalers).

Our India Branded Formulations business is supported by a distribution network of over 450,000 retailers, 11 CFAs, 19 central and state institutions, over 2,500 distributors and a dedicated marketing team of 178 personnel (including a third-party field force of 143 members) as of March 31, 2026.

Further, we leverage our distributor-led reach supported by targeted sales and marketing initiatives for our India Branded Formulations business.

Intellectual Property

Trademarks

Our Company has obtained registration for and has applied for registration under the Trademarks Act in India, and the relevant trademark legislations of other jurisdictions, under various classes. As of the date of this Draft Red Herring Prospectus, our Company holds 12 registered trademarks in several classes and has one pending trademark application.

Further, as of the date of this Draft Red Herring Prospectus, our Company has obtained two registered trademarks in the United States and one trademark application is accepted and published in the concerned journal. Further, one international trademark application designated to Canada, Germany and United Kingdom is pending examination as of the same date.

Patents

Our Company has been granted one patent in India as of the date of this Draft Red Herring Prospectus. Further, our Company has filed for six patent applications.

Further, our Subsidiary, Tioga Research Inc., has been granted four patents out of which one patent is valid as of the date of this Draft Red Herring Prospectus. Further, Tioga Research, Inc. has filed for six patent applications.

ANDAs and other approvals

As of March 31, 2026, we cumulatively commercialized 51 ANDAs and we had a pipeline of 43 ANDAs in the United States and 25 dossiers in the UK and Germany that are under various stages of development as of the same date. This includes two dossiers each filed in the UK and Germany, of which one dossier in the UK received approval in Fiscal 2026.

For further details, see "*Government and Other Approvals*" on page 408.

Further, many of the formulations we use in manufacturing are subject to patents or intellectual property rights owned by or licensed to our customers. Our Global CDMO agreements include non-disclosure, confidentiality and indemnity provisions to protect proprietary information. We continue to develop and acquire valuable know-how and trade secrets related to our proprietary technologies, contract manufacturing and generic products which enhance our ability to deliver high-quality services and products to our customers.

Also see "*Risk Factors — We may be unable to adequately obtain, maintain, protect and enforce our or our customers' intellectual property rights. We may also be subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business and operations*" on page 38.

Environmental, Social and Governance

Environmental

We are committed to environmental, health, and safety excellence through multiple environment, health, and safety initiatives and training programs, including an EHS Champion Program designed to ensure safety across both permanent and contract employees. We have implemented multiple internal targets to reduce electricity, fuel, and water consumption, minimize hazardous waste generation and enhance safety measures to lower workplace injuries.

Social

We actively engage in community programs supporting healthcare, education, environmental sustainability, and rural development. Our CSR activities focus on providing healthcare facilities and safe drinking water, promoting education and vocational skills, conserving natural resources, and contributing to socio-economic development and welfare initiatives. Also see "- *Description of our Business - Corporate Social Responsibility*" on page 249.

Governance

We maintain a robust governance framework, including a code of conduct and policies addressing anti-bribery and workplace sexual harassment prevention. In addition, we have adopted a whistleblower policy to promote transparency in our operations and have appointed a third-party internal audit team to strengthen oversight and accountability.

Insurance

Our operations are subject to various risks inherent to the pharmaceutical industry including the manufacturing and sale of products including defects, liability for product and/or property damage, malfunctions and failures of manufacturing equipment, fire, riots, strikes, explosions, loss-in-transit for our products, accidents, personal injury or death, environmental pollution and natural disasters. We maintain insurance policies that are customary in the industry in which we operate such as standard fire insurance, burglary insurance, marine cargo insurance, product liability policy (CGL), industrial all risk policy, machinery breakdown insurance policy, group mediclaim insurance policy, cyber security policy, vehicle insurance and directors' & officers' liability insurance.

Set out below are details of our insurance coverage in relation to our total tangible assets as of the dates indicated:

Particulars	As of March 31,		
	2026	2025	2024
Amount of insured assets (₹ million)*	12,038	10,724	8,605
Amount of insurance obtained (₹ million)	25,120	30,672	16,404

Particulars	As of March 31,		
	2026	2025	2024
Insured assets as % of total assets (excluding intangible assets)	100.00%	100.00%	100.00%
Insurance coverage as a % of insured assets	209.00%	286.00%	191.00%

**Insured assets are calculated as the total of net amount of property, plant and equipment (excluding freehold land), capital work-in-progress, right of use assets and cash on hand including inventory.*

For further details, see "*Risk Factors — Our insurance coverage may not be sufficient or may not adequately protect us against risks and unexpected events, which may adversely affect our business, results of operations, cash flows and financial condition*" on page 61.

Competition

We face competition from pharmaceutical formulation companies in India and globally, some of which are backward integrated into API manufacturing and may possess greater resources.

The US topical molecule generics market combines high concentration with high specialization. Leadership positions are held by a relatively small group of manufacturers with established topical development capabilities, dedicated semisolid manufacturing infrastructure, and longstanding commercial relationships across wholesalers and PBMs. Within this largely stable competitive set, growth has increasingly accrued to players expanding topical portfolios and filing activity as well as scaling up their operations to keep up with the growing volume demand. (*Source: F&S Report*)

The global topical CDMO landscape remains substantially narrower and more specialized than the broader pharmaceutical outsourcing market. Among the assessed peer set, our Company distinguishes itself through the breadth of its regulatory certifications and approvals, an India-based manufacturing footprint combined with a global operating model, and a track record free of Official Action Indicated observations from the USFDA, positioning it among a small group of globally relevant topical outsourcing specialists. (*Source: F&S Report*)

The Indian topical market remains considerably more concentrated and specialized than the broader pharmaceutical industry. Competitive advantage is increasingly determined by the ability to combine topical formulation expertise, consumer healthcare capabilities, manufacturing quality, brand-building experience and regulatory discipline, rather than product portfolios alone. Within this landscape, our Company occupies a differentiated position at the intersection of consumer dermatology, topical specialization and regulated-market manufacturing capabilities. (*Source: F&S Report*)

For further details, see "*Risk Factors - We operate in a highly competitive industry. Our inability to respond to increased competition or pricing pressure could result in loss of market share, revenue and profitability. Any of these could adversely affect our business, results of operations, cash flows and financial condition*" and "*Industry Overview*" on pages 61 and 167, respectively.

Compliance and Safety

We are subject to extensive environmental laws and regulations governing water and air pollution, environmental protection, hazardous waste management, and noise pollution. These regulations oversee the discharge, emission, storage, handling, and disposal of substances used in or resulting from our operations, including hazardous materials. For a detailed description of key regulations and policies applicable to our business operations, see "*Key Regulations and Policies in India*" on page 254.

We implement rigorous monitoring to ensure compliance with pollution control norms and are committed to reducing, recycling, and reusing resources for conservation and waste minimization. We provide a clean, safe, and healthy working environment for all employees, supported by periodic medical check-ups and regular training workshops on material handling, process operations, and waste treatment. We are dedicated to safe and accident-free operations across all our establishments, conducting frequent fire safety drills, intensive safety training programs, and periodic internal and external audits to ensure adherence to our safety policies.

Corporate Social Responsibility

We have adopted a Corporate Social Responsibility ("**CSR**") policy, and our CSR activities are focused on, among others:

- Providing health care facilities and safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled;
- Ensuring environment sustainability, ecological balance and conservation of natural resources and maintaining quality of soil, air and water;
- Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the scheduled castes, the scheduled tribes, other backward classes, minorities and women; and
- Rural development projects.

Set out below are details of our expenses towards our CSR activities, for the years indicated.

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
CSR activities	59	0.45%	45	0.44%	36	0.41%

Employees

Our employees contribute significantly to each of our business operations. As of March 31, 2026, we had 1,695 permanent employees. In addition, we have engaged 982 factory workers on our payroll as of the same date. Out of these, 11 employees were located outside India.

Set out below are employee details categorized by function as of March 31, 2026:

Function	Number of employees
Production/Operations	705
Quality Control and Assurance	506
Research and Development	228
India Branded Business	35
HR and Admin	75
Supply Chain	65
Finance and Legal	29
IT	17
Strategy and Commercial	17
US employees	11
EHS	7
Total	**1,695**
Contract workers	982
Third-party field force	143
Grand total	**2,820**

We believe that a motivated and empowered employee base is key to our operations and business strategy and we have developed a large pool of skilled and experienced personnel over time. Our employee policies aim to recruit a talented and qualified work force, facilitate their integration and encourage development of their skills in order to facilitate both the growth of our operations and our employees. We place significant emphasis on training our personnel and increasing their skill levels and fostering ongoing employee engagement in our Company. We organize in-house training for our employees through skill building programs and professional development programs at all levels and across all functions.

As of March 31, 2026, 74 of our employees were members of labour unions.

Properties

Set out below are details of our properties as of the date of this Draft Red Herring Prospectus:

Property	Address	Leased/ Owned/ Licensed	Name of lessor/licensor/seller	Lessor/ Licensor/ Seller, whether a related party	Total Lease Tenure	Consideration/ Rent (in ₹)	DSIR Registered (Yes/No)
Offices							
Registered and Corporate Office	Office No. 803, 8th Floor, HDIL Kaledonia Building, Sahar Road (off Western Express Highway), Andheri (East), Mumbai 400 069, Maharashtra, India	Licensed	Mehul Madhusudan Shah and Niti Mehul Shah	Yes	51 months with effect from January 1, 2026	Monthly license fee, currently fixed at ₹ 2 million, subject to escalation every 12 months	No
Office	Office No. 804, 8th Floor,	Licensed	Mehul Madhusudan Shah and Niti Mehul	Yes	51 months with effect	Monthly license fee, currently	No

Property	Address	Leased/ Owned/ Licensed	Name of lessor/licensor/seller	Lessor/ Licensor/ Seller, whether a related party	Total Lease Tenure	Consideration/ Rent (in ₹)	DSIR Registered (Yes/No)
premises	HDIL Kaledonia Building, Sahar Road (off Western Express Highway), Andheri (East), Mumbai 400 069, Maharashtra, India		Shah		from January 1, 2026	fixed at ₹ 2 million, subject to escalation every 12 months	
	Office No. 18/A, Floor number 2, Marol Udyog Premises Cooperative Society Limited, Steelmade Industrial estate, Marol, Andheri East Mumbai	Licensed	Mehul Madhusudan Shah And Niti Mehul Shah	Yes	51 months from January 1, 2026	Monthly license fee, currently fixed at ₹ 185,220, subject to escalation every 12 months	No
Manufacturing facilities							
Goa	Plot number IPB-1, Madkaim Industrial Estate, Madkaim, Ponda, South Goa, Goa	Leased	Goa Industrial Development Corporation	No	30 years from June 3, 2021	Annual rent fixed at 2% of premium rate, subject to escalation of 10% every three years	No
	Plot numbers D1, D2, D3 and D15, Madkaim Industrial Estate, Madkaim, Ponda, North Goa, Goa	Leased	Goa Industrial Development Corporation	No	95 years from August 18, 2003	Annual rent of ₹ 83,430	No
	Road space in between Plot Nos. C-1 to C-4 and C-7 to C-20, D-1 to D-3, D-15 and E2 IPB-1, IPB-2, Area 1, Area 4 and C-5 to C-9, C-11 to C-16, Madkaim Industrial Estate, North Goa, Goa						
	Plot number IPB-2, Madkaim Industrial Estate,	Leased	Goa Industrial Development Corporation	No	30 years from November 2, 2020	Annual rent fixed at 2% of premium rate, subject to escalation of 10%	No

Property	Address	Leased/ Owned/ Licensed	Name of lessor/licensor/seller	Lessor/ Licensor/ Seller, whether a related party	Total Lease Tenure	Consideration/ Rent (in ₹)	DSIR Registered (Yes/No)
	Madkaim, Ponda, South Goa, Goa					every three years	
	Plot number Area-4, Madkaim Industrial Estate, Madkaim, Ponda, North Goa, Goa	Leased	Goa Industrial Development Corporation	No	30 years from March 9, 2021	Annual rent fixed at 2% of premium rate, subject to escalation of 10% every three years	No
	Plot number Area-1, Madkaim Industrial Estate, Madkaim, Ponda, North Goa, Goa	Leased	Goa Industrial Development Corporation	No	30 years from March 9, 2021	Annual rent fixed at 2% of premium rate, subject to escalation of 10% every three years	No
	Plot number C-11, Madkai Industrial Estate, Madkai, Ponda, South Goa, Goa	Leased	Goa Industrial Development Corporation	No	30 years from December 1, 2016	Annual rent fixed at 2% of premium rate	No
	Factory shed situated on plot number C-11, Madkai Industrial Estate, Madkai, Ponda, South Goa, Goa	Owned	Neel Lab Private Limited	No	NA	Total consideration of ₹ 3 million	No
	Plot numbers C-5 to C-9 and C-12 to C-16, Madkaim Industrial Estate, Madkai, Ponda, South Goa, Goa	Leased	Goa Industrial Development Corporation	No	95 years from March 14, 1996	Annual rent fixed at 2% of premium rate, subject to escalation of 10% every three years	No
	Industrial building located on plot numbers C-5 to C-9 and C-12 to C-16, Madkaim Industrial Estate, Madkai, Ponda, South Goa, Goa	Owned	BT Composites Limited	No	NA	Total consideration of ₹ 51 million	No
	Plot number E-2, Madkai Industrial Estate, Madkiam, Ponda, North Goa, Goa	Leased	Goa Industrial Development Corporation	No	60 years from December 11, 2008	Annual rent fixed at 2% of premium rate, subject to escalation of 10% every three years	No

Property	Address	Leased/ Owned/ Licensed	Name of lessor/licensor/seller	Lessor/ Licensor/ Seller, whether a related party	Total Lease Tenure	Consideration/ Rent (in ₹)	DSIR Registered (Yes/No)
	Plot numbers C1 to C4 and C17 to C20, Madkaim Industrial Estate, Madkiam, Ponda, North Goa, Goa	Leased	Goa Industrial Development Corporation	No	95 years from March 12, 1996	Annual rent fixed at 2% of premium rate	No
Indore	Plot number 113, Smart Industrial Park near NATRIP, Pitampur, Dhar, Madhya Pradesh	Leased	Madhya Pradesh Industrial Development Corporation Limited	No	99 years from March 26, 2022	Annual rent of ₹ 698,767	No
Owned properties							
Research Centre	Hedutane, Kalyan, Thane, Maharashtra, India	Owned	Macrotech Developers Limited	No	NA	Total consideration of ₹ 133 million	Yes

KEY REGULATIONS AND POLICIES

Given below is an indicative summary of certain sector specific and relevant laws and regulations in India and USA, which are applicable to the business and operations of our Company and Material Subsidiary. The information in this chapter is based on the current provisions of applicable law in India and USA and has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, etc. that are available in the public domain and are subject to changes, amendments or modifications by subsequent legislative actions, regulatory, administrative, quasi-judicial or judicial decisions. The description of the applicable regulations as given below is only intended to provide general information to the investors and is not exhaustive and is neither designed, nor intended to be, treated as a substitute for professional legal advice. For information regarding government approvals required and obtained by our Company, see the section titled "Government and Other Approvals" beginning on page 408.

Key regulations and policies applicable to our Company

Laws in relation to our business

The Drugs and Cosmetics Act, 1940 ("DCA"), the Drugs Rules, 1945 ("Drugs Rules"), and the Cosmetics Rules, 2020 (the "Cosmetics Rules")

The DCA regulates the import, manufacture, distribution, and sale of certain drugs and cosmetics which are, *inter alia,* misbranded, adulterated, or spurious. The primary purpose of the act is to ensure that the drugs and cosmetics sold in India are safe, effective, and conform to quality standards.

The DCA empowers the Central Government to prescribe rules for testing and licensing new drugs. The procedures envisaged under the DCA provide for obtaining a series of approvals at different stages of testing drugs (based on the different class of drugs) from the Drug Controller General of India and / or respective state licensing authority which grants the final license to allow the drug to be manufactured and marketed.

The Drugs Rules enacted under the DCA, regulate the manufacture, distribution and sale of drugs in India. These rules lay down the conditions that the manufacturers and the importers must fulfil before commencing operations and outline approval procedures from the Drug Controller General of India and State Food and Drug Control Authorities. The Drugs Rules specify drugs requiring an import license, detailing application procedures, licensing authorities, conditions, and fees. On the payment of a license retention fee, the license granted remains valid for a continuous period of five years subject to compliance of Drugs Rules and schedule M, which lays down good manufacturing practices and requirements of premises, plant and equipment for pharmaceutical products. Violations of import regulations or license conditions can lead to suspension or cancellation of the license. The Drugs Rules further regulate various manners of labelling and packaging of drugs. Furthermore, the Drugs Rules also cover various licenses for selling, storing, stockpiling, and for wholesale etc.

The Cosmetics Rules, notified under the DCA, provides that no cosmetic shall be imported into India unless the product has been registered in accordance with these rules by the central licensing authority i.e., the Drugs Controller General of India, appointed by the Central Government. Further, any person who intends to manufacture cosmetics shall make an application for grant of a license or loan license to manufacture for sale or for distribution to the state licensing authority. If cosmetics are manufactured at more than one premises, a separate license is required to be obtained for each such premises. Under the Cosmetics Rules, each batch of raw materials used for manufacturing the cosmetics, and each batch of the final product is required to be tested and the records or registers showing the particulars in respect of such tests is required to be maintained. The Cosmetics Rules further prescribes the labelling and packaging requirements to be followed for sale or distribution of cosmetics of Indian origin.

Drugs, Medical Devices and Cosmetics Bill, 2022 ("Drugs Bill") and Medical Devices (Amendment) Rules, 2023 ("Medical Devices Rules")

The Drugs Bill issued by the MoHFW on June 22, 2022, seeks to amend, and consolidate laws governing the import, manufacture, distribution, and sale of drugs, medical devices, and cosmetics, as well as clinical trials and investigations of new drugs and medical devices.

The Bill establishes quality standards for imported drugs and cosmetics and defines conditions under which they may be adulterated, spurious, or misbranded. It grants the Central Government authority to prohibit, restrict, or regulate the import of drugs and cosmetics in the public interest, including during epidemics or natural calamities. It also lays down quality standards for manufacturing, sale, and distribution of drugs and cosmetics and clinical trials of drugs.

The draft of the Medical Devices Rules was notified by the MOHFW in June 2023 to establish state medical devices testing laboratories, central medical devices testing laboratory for carrying out the testing and evaluation of medical devices in India. Contravention of the Medical Devices Rules invites penal action under the Drugs and Cosmetics Act, 1940, with monetary penalties in the form of a fine being the greater of ₹1,000,000 or three times the value of devices confiscated, and imprisonment extending up to life imprisonment in certain cases where the importing or manufacturing of sub-standard, adulterated or spurious medical devices is likely to cause death or grievous bodily harm.

The Narcotic Drugs and Psychotropic Substances Act, 1985 ("NDPS Act")

The NDPS Act is a legal framework which seeks to control and regulate the operations relating to narcotic drugs and psychotropic substances. It prohibits, inter alia, the cultivation, production, manufacture, possession, sale, purchase, transportation, warehousing, consumption, inter-state movement, import into India, and transshipment of narcotic drugs and psychotropic substances, except for medical or scientific purposes. Offences under the NDPS Act are essentially related to violations of the various prohibitions imposed under the NDPS Act, punishable by either imprisonment or monetary fines or both.

Drugs (Control) Act, 1950 ("Drugs Act")

The Drugs Act controls the sale, supply and distribution of certain drugs notified by the Central Government. The Drugs Act lays down, amongst others, limitations on the maximum quantity of any drug which may be possessed by a dealer or producer, the maximum price at which a drug may be sold, and the maximum quantity which may be sold to any person by a dealer or a producer. Further, the Drugs Act empowers the relevant authorities to prohibit the disposal, or direct the sale, of any specified drug. The Drugs Act prescribes penalties, including fine or imprisonment or both, for the contravention of its provisions.

New Drugs and Clinical Trials Rules, 2019 ("NDCT Rules")

The NDCT Rules lay down guidelines in relation to the use of new drugs and the conduct of clinical trials, including by setting out the procedure for obtaining approval to undertake clinical trials. The NDCT Rules also require manufacturers of a new drug or an investigational new drug to obtain permission from the central licensing authority to conduct clinical trials in the manner set out thereunder. Further, the NDCT Rules require any institution or organisation intending to conduct biomedical and health research to constitute an ethics committee to oversee such research, in accordance with the guidelines issued by the Indian Council of Medical Research in this regard. The NDCT Rules also require that free, informed and written consent be obtained from each study subject in a clinical trial. The NDCT Rules provide for compensation in case of injury or death caused during clinical trials.

The Drugs (Price Control) Order, 2013 ("DPCO 2013")

The DPCO 2013 was issued by the central government under the Essential Commodities Act, 1955, and, inter alia, provides that the Central Government may issue directions to the manufacturers of active pharmaceutical ingredients or bulk drugs and formulations to increase production or sell such active pharmaceutical ingredients or bulk drugs and formulations to increase production or sell such active pharmaceutical ingredient or bulk drug to such manufacturer of formulations, with the direction to such formulators to sell the formulations to institutions, hospitals or any agency. The DPCO 2013 has procedures for fixing the ceiling price of scheduled formulations of specified strengths and dosages, retail prices of new drugs for existing manufacturers of scheduled formulations, method of implementation of prices fixed by the Government and penalties for contravention of its provisions. The Government has the power under the DPCO 2013 to recover amounts charged in excess of the notified price from the manufacturer, importer or distributor, and the said amounts are to be deposited in the 'Drugs Prices Equalization Account'.

National Pharmaceuticals Pricing Policy, 2012 ("Pricing Policy") and the National List of Essential Medicines, 2022 ("Essential Medicines List")

The Pricing Policy pertains to the pricing of those essential drugs specified in the Essentials Medicines List declared by the Ministry of Health and Family Welfare, Government of India, as modified from time to time, to ensure the availability of such medicines at a reasonable price, while providing sufficient opportunity for innovation and competition to support the growth of the industry. The prices of various drugs are regulated based on that essentiality, and by fixing a ceiling price on drug formulations, below or equal to which manufacturers are required to price their products.

The Essential Commodities Act, 1955 ("ECA")

The ECA gives powers to the Central Government to control production, supply, and distribution of certain essential commodities in order to maintain or increase supplies, and to secure their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct of military operations. Using the powers under it, various ministries or departments of the Central Government have issued control orders for regulating production, distribution, quality aspects, movement, and prices pertaining to the aforenoted essential commodities which are administered by them. Penalties in terms of fine and imprisonment are prescribed under the ECA for contravention of its provisions.

The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 ("DMR Act")

The DMR Act is a legal framework which seeks to control the advertisement of drugs in certain cases and to prohibit the advertisement of remedies alleged to possess magic qualities. The DMR Act prohibits the publication of any advertisement referring to a drug which suggests its use for the procurement of miscarriage or prevention of conception in women, the maintenance or improvement of sexual capacity, the correction of menstrual disorders, or the diagnosis, cure, mitigation, treatment or prevention of any disease or condition specified in the DMR Act. It further prohibits the publication of any advertisement relating to a drug that gives a false impression regarding the true character of the drug, makes a false claim for the drug, or is otherwise false or misleading in any material particular. The DMR Act also prohibits the import into, and export from, India of any document containing such prohibited advertisements.

The Consumer Protection Act, 2019 ("COPRA")

The Ministry of Consumer Affairs, Food and Public Distribution notified certain sections of COPRA through a notification dated July 15, 2020. These sections regulate the formation and functioning of the Consumer Protection Council at the national, state, and district levels, the establishment of Consumer Dispute Redressal Commissions at these levels, mediation of consumer disputes, product liability actions, and penalties for manufacturing, storing, selling, distributing, or importing adulterated and spurious goods.

COPRA provides consumers with a mechanism to file complaints against manufacturers, sellers, or service providers in cases of unfair contracts, unfair or restrictive trade practices, defective or hazardous goods sold in violation of safety standards, deficient services, and unlawful pricing. It imposes product liability on manufacturers, service providers, and sellers for compensation in cases of harm caused by defective products or deficient services. The Act establishes a three-tier consumer grievance redressal system at the district, state, and national levels. Non-compliance with redressal commission orders attracts criminal penalties. COPRA also establishes the Central Consumer Protection Authority to regulate consumer rights violations, unfair trade practices, and misleading advertisements that are prejudicial to public and consumer interests.

Legal Metrology Act, 2009 ("LM Act") and the Legal Metrology (Packaged Commodities) Rules, 2011 ("LM Rules")

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or number. The LM Act provides for inter alia standard weights and measures and requirements for verification and stamping of weight and measure. LM Rules inter alia provide that certain commodities shall be packed for sale, distribution and delivery in standard quantities as laid down under the LM Rules. LM Rules also provide for declarations that must be made on packages, where those declarations should appear on the package and the manner in which the declaration is to be made.

The Boilers Act, 2025 ("Boilers Act") and the Indian Boiler Regulations, 1950 ("Boilers Regulations")

The Boilers Act inter alia provides that no owner of a boiler shall use the boiler or permit it to be used unless it has been registered in accordance with the provisions of the Boilers Act and unless the owner is in possession of the certificate or the provisional order authorising the use of such boiler. Under the Boilers Act, "boiler" means a pressure vessel in which steam is generated for use external to itself by application of heat which is wholly or partly under pressure when steam is shut off. The Boilers Act also provides for penalties for illegal use of boilers, penalty for breach of rules and other penalties. The Boilers Regulations provide for inter alia, standard requirements with respect to material, construction, safety and testing of boilers.

The Petroleum Act, 1934 ("Petroleum Act") and Petroleum Rules, 2002 ("Petroleum Rules")

The Petroleum Act envisages consolidating and amending the laws relating to the import, transport, storage, production, refining and blending of petroleum. The Petroleum Act provides that no one shall import, transport, or store any petroleum and produce, refine or blend petroleum save in accordance with the rules made the Petroleum Act. The Petroleum Rules lay down rules in relation to inter alia restriction on delivery and dispatch of petroleum, importation of petroleum, and transportation of petroleum.

The Sustainable Harnessing and Advancement of Nuclear Energy for Transforming India Act, 2025 ("SHANTI Act") and the Atomic Energy (Safe Disposal of Radioactive Wastes) Rules, 1987 ("Radioactive Wastes Rules")

The SHANTI Act provides for the promotion and development of nuclear energy for power generation and its application in healthcare, agriculture, industry and research for the welfare of the people of India, repealing the Atomic Energy Act, 1962. It stipulates that a licence is required from the Central Government for building, owning or operating a nuclear power plant, transportation or storage of nuclear fuel, and import or export of certain prescribed equipment. Further, a safety authorisation from the Atomic Energy Regulatory Board is required for activities involving radioactive substances or radiation facilities. A licence or safety authorisation may be modified, suspended or cancelled for non-compliance with any provision of the SHANTI Act or any condition attached thereto.

The Radioactive Wastes Rules governed the safe disposal of radioactive wastes under the Atomic Energy Act, 1962, and continue to be in force under the SHANTI Act. No person shall dispose off radioactive waste without an authorisation from the competent authority; disposal must comply with the specified terms, conditions, location and quantities. Records must be maintained for periods stipulated by the competent authority; and the competent authority may cancel or suspend an authorisation for non-compliance, after giving the authorised person an opportunity to show cause.

Bureau of Indian Standards Act, 2016 (the "BIS Act")

The BIS Act provides for the establishment of a national standards body, the Bureau of Indian Standards (the "**Bureau**") for the standardization, marking, and quality certification of goods. Under the BIS Act, the Central Government, after consulting the Bureau can notify precious metal articles or other goods or articles required to be marked with a 'Hallmark' or a 'Standard Mark', subject to certain conditions for sale and testing of such articles. The Government of India has identified the Bureau as the sole agency in India to undertake the BIS Hallmarking Scheme, which aims to ensure that quality control is built in the system in alignment with the international criteria on hallmarking. Functions of the Bureau include, *inter alia*, (a) adopting as an Indian standard, any standard

established for any goods, article, system, service, or process by any other institution in India or elsewhere; (b) specifying a standard mark in relation to each Bureau conformity assessment scheme which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the relevant standard or whether the standard mark has been properly used in relation to any goods, articles, processes, systems, or services with or without a license. The Bureau is also the licensing authority for quality standards.

Maharashtra Prohibition Act, 1949 (the "Maharashtra Prohibition Act")

The Maharashtra Prohibition Act, applicable to the state of Maharashtra, aims to regulate the sale of alcohol by prohibiting the same without obtaining a license in terms of the provisions of the Maharashtra Prohibition Act. The licenses provided under this Act can be suspended or cancelled, and the Maharashtra Prohibition Act prohibits any person from keeping in his possession denatured spirits in excess of the prescribed limits, except pursuant to obtaining a permit granted by an officer empowered by the government of Maharashtra.

Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022 (the "Misleading Advertisement Guidelines")

The Misleading Advertisement Guidelines provide for the prevention of false or misleading advertisements and making endorsements relating thereto. The Misleading Advertisement Guidelines apply, *inter alia*, to a manufacturer and to all advertisements regardless of the form, format, or medium. The Misleading Advertisement Guidelines lay down the conditions for non-misleading and valid advertisements and prohibit surrogate or indirect advertisements of goods or services whose advertising is prohibited or restricted by the law through its portrayal as an advertisement for a good or service for which advertising is not prohibited or restricted by the law.

Laws relating to the environment

The Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State Pollution Control Board ("**SPCB**"). The Water Act also provides that the consent of the SPCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

The Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the SPCB declare, any area or areas within the State as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant SPCB prior to establishing or operating such industrial plant. Further, under the Air Act, no person operating any industrial plant in any air pollution control area shall discharge or permit or cause to be discharged the emission of any air pollutant in excess of the standards laid down by the SPCB. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

The Public Liability Insurance Act, 1991 ("PLI Act") and the Public Liability Insurance Rules, 1991 ("PLI Rules")

The PLI Act provides for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and imposes liability on the owner of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the law, the owner is also required to take out an insurance policy insuring against liability. The PLI Rules made under the PLI Act mandate the employer to contribute towards the environmental relief fund, a sum equal to the premium paid on the insurance policies.

Environment Protection Act, 1986 ("EP Act"), Environmental Impact Assessment Notification, 2006 ("EIA Notification") and Environment Protection Rules, 1986 ("EP Rules")

The EP Act has been enacted with an objective of protection and improvement of the environment and for matters connected therewith. As per the EP Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation, or process. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources. Pursuant to the EP Rules the standards for emission or discharge of environmental pollutants, restrictions on the location of industries and restrictions on the handling of

hazardous substances in different areas. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 as amended ("Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, "hazardous waste" inter alia means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant SPCB. Further, the occupier, importer or exporter is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective SPCB.

The E-waste Management Rules, 2022 (the "E-waste Rules")

The E-Waste Rules apply to a manufacturer, producer, refurbisher, dismantler and recycler involved in the manufacture, sale, transfer, purchase, refurbishing, dismantling, recycling and processing of e-waste or electrical and electronic equipment specified in the E-Waste Rules, who are required to be registered on an online portal developed by the CPCB. The E-Waste Rules sets out, amongst others, the responsibilities of a manufacturer, producer, refurbisher or recycler, the procedure for storage of e-waste and the management of solar photo-voltaic modules, panels or cells.

Bio-Medical Waste Management Rules, 2016 ("BMW Rules")

The BMW Rules have been made under the EP Act and are applicable to all persons who generate, collect, receive, store, transport, treat, dispose or handle bio-medical waste in any form. The BMW Rules mandate every occupier of an institution generating bio-medical waste to take all necessary steps to ensure that such waste is handled without any adverse effect to human health and environment and inter alia to make a provision within the premises for a safe, ventilated and secured location for storage of segregated bio-medical waste, pre-treat laboratory waste and provide training to workers involved in handling bio-medical waste. The BMW Rules further require every occupier or operator handling bio-medical waste to apply to the prescribed authority for grant of authorization and submit an annual report to the prescribed authority and also to maintain records related to the generation, collection, receipt, storage, transportation, treatment, disposal, or any form of handling of bio- medical waste in accordance with the BMW Rules and the guidelines issued thereunder. The EP Act provides that whoever fails to comply with or contravenes any of the provisions of this Act, or the rules made or orders or directions issued thereunder, would be punishable with fine or imprisonment or both.

Noise Pollution (Regulation and Control) Rules, 2000 ("Noise Pollution Rules")

The Noise Pollution Rules were enacted to regulate and control noise generating sources with the objective of maintaining ambient air quality standards in respect of noise in different areas/zones. The Noise Pollution Rules classify different areas/zones into industrial, commercial, residential or silence area zones, with each area having a permitted ambient air quality standard in respect of noise that can be generated. The Noise Pollution Rules provide for penalties in case the noise levels in any area/zone exceed the permitted standards.

Plastic Waste Management Rules, 2016 (the "Plastic Waste Management Rules")

Under the Plastic Waste Management Rules, all institutional generators of plastic waste are required to, *inter alia*, segregate and store the waste generated by them in accordance with the Municipal Solid Waste (Management and Handling) Rules, 2000, as amended, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centers, either on its own or through an authorized waste collection agency. The Plastic Waste Management Rules require producers, importers, and brand owners to collect back the plastic waste generated due to their products, and mandates waste generators to take steps to minimize the generation of plastic waste. On August 12, 2021, the Government of India notified the Plastic Waste Management (Amendment) Rules, 2021, prohibiting the use of identified single-use plastic items with low utility and high littering potential. Under the Plastic Waste Management Rules, the state governments have also been requested to develop a comprehensive action plan for elimination of single use plastics and effective implementation of the Plastic Waste Management Rules, in a time bound manner.

The Chemical Accidents (Emergency Planning, Preparedness, and Response) Rules, 1996 ("Chemical Accident Rules")

The Chemical Accidents Rules formulated pursuant to the provisions of the EP Act, seek to manage the occurrence of chemical accidents, by inter alia, setting up a central crisis group and a crisis alert system. The functions of the central crisis group inter alia include, (i) conducting post-accident analysis of major chemical accidents; (ii) rendering financial and infrastructural help in the event of a chemical accident; and (iii) review district off site emergency plans.

The Manufacturing, Storage & Import of Hazardous Chemicals Rules, 1989 ("MSIHC Rules")

The MSIHC Rules apply to an industrial activity in which a hazardous chemical, as stipulated in the MSIHC Rules, is involved, or the isolated storage of a hazardous chemical listed in the MSIHC Rules. The MSIHC Rules stipulate that an occupier in control of an industrial activity has to take adequate steps to prevent major accidents and to limit their consequences to persons and the environment. Further, the occupier is under an obligation to notify the concerned authority on the occurrence of a major accident on the site or pipeline within 48 hours.

Intellectual Property Laws

The Patents Act, 1970 ("Patent Act")

The Patent Act governs India's patent regime and aligns with the World Trade Organization ("**WTO**") Agreement on Trade-Related Aspects of Intellectual Property Rights. It defines an invention as a new product or process involving an inventive step and capable of industrial application. A patent is an intellectual property right granted for a limited period, allowing the patentee to exclude others from making, using, selling, or importing the patented product or process without consent, in exchange for full disclosure of the invention.

The Designs Act, 2000 ("Design Act")

The Design Act consolidates and amends laws relating to design protection. A design refers to the shape, configuration, pattern, ornamentation, or composition of lines or colours applied to an article in a two- or three-dimensional form by an industrial process. To be registered, a design must be new or original and unpublished in India or abroad before filing. A registered design is valid for 10 years, extendable for another 5 years, after which it enters the public domain.

The Trade Marks Act, 1999 ("Trade Marks Act") and the Trade Marks Rules, 2017

The Trade Marks Act provides statutory protection for trademarks in India and prevents fraudulent use. It allows registration for goods and services based on actual use or intent to use. A registered trademark is valid for 10 years and can be renewed; if not renewed, it lapses and must be restored. The Act prohibits deceptively similar trademarks and prescribes penalties for infringement. The Trade Mark (Amendment) Act, 2010 enables simultaneous protection in India and other countries. The Trade Marks Rules, 2017 further regulate assignment, transmission, statement of use, well-known trademarks, and opposition proceedings.

Foreign investment and trade related laws

Foreign Investment Regulations

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time (the "**Consolidated FDI Policy**"). Under the current Consolidated FDI Policy, foreign direct investment in companies engaged in the pharmaceutical sector is permitted up to 100% of the paid-up share capital in greenfield projects and up to 74% of the paid-up share capital in brownfield projects under the automatic route, subject to compliance with certain prescribed pricing guidelines and reporting requirements. Investment in brownfield projects beyond 74% is permissible through government approval route.

The Foreign Trade (Development and Regulation) Act, 1992 ("FTA") and the rules framed thereunder

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. The FTA authorizes the government to formulate as well as announce the foreign trade policy and to keep amending the same on a timely basis. Any person who makes any export or import in contravention of any provision of the FTA or any rules or orders made thereunder or the foreign trade policy would become liable to a penalty under the FTA. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade.

Tax laws

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- The Income-tax Act, 2025;
- The Central Goods and Services Tax Act, 2017, the Central Goods and Services Tax Rules, 2017, and various state-wise legislations made thereunder;
- The Integrated Goods and Services Tax Act, 2017, and rules thereof;
- Professional tax-related state-wise legislations;
- The Indian Stamp Act, 1899 and various state- wise legislations made thereunder; and
- The Customs Act, 1962.

Labour law legislations

The various labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us, would include the following:

a) *The Code on Wages, 2019*

The Code on Wages, 2019, subsumes 4 (four) legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It provides for a new definition of 'wages' and minimum wages to be notified for all employees in all industries, based on the categories of employees and/or geographical locations and other conditions of service, which shall be equal to or above the rate of floor wages set by the Central Government, and further mandates fixation of wage period and timely wage payment. It also requires that pay parity should be ensured for all genders, and provides for payment of annual bonus, and normal working hours to be prescribed (with the requirement to pay overtime at twice the normal pay rates in the event an employee works beyond the normal working hours).

b) *The Industrial Relations Code, 2020*

The Industrial Relations Code, 2020, subsumes 3 (three) legislations, *inter alia*, the Trade Unions Act, 1926, the Industrial Disputes Act, 1947 and the Industrial Employment (Standing Orders) Act, 1946. The objective of the Industrial Relations Code, 2020, is to promote industrial harmony whilst balancing worker protection with business flexibility. The key provisions include (i) recognition of negotiating union and negotiation council, (ii) specific recognition of fixed-term employment with equal benefits including parity in wages, working hours, and allowances with permanent workers, (iii) definitions of key terms including 'employee' and 'worker', (iv) conditions for lay-offs, retrenchment and closure, including increase in the head count threshold from 100 (one hundred) to 300 (three hundred) workers for applicability of certain special provisions of retrenchment, lay-off and closure to factories, mines and plantations, (v) constitution of a grievance redressal committee with equal employer and employee representatives, (vi) mandatory notice requirements for strikes and lock-outs in all industrial establishments, (vii) provision of notice to workers prior to change in certain conditions of service; (viii) prohibition of identified unfair labour practices, (ix) adoption and certification of standing orders, and (x) dispute resolution through conciliation, labour courts and industrial tribunals.

c) *The Occupational Safety, Health and Working Conditions Code, 2020 ("**Occupational Safety Code**")*

The Occupational Safety Code subsumes 13 (thirteen) legislations such as the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, among others. The Occupational Safety Code provide for definitions of key terms including 'contract labour', 'contractor', 'principal employer' and 'establishment', annual leave with wages and prescription of working hours and rest intervals, special provisions on employment of women in night shifts, and prescription of health and safety obligations and provision of welfare facilities. The Occupational Safety Code provides for a common registration to be obtained by establishments (including factories and commercial establishments), licence for contractors supplying contractor labour, and scope for prescription of requirement for factories to obtain specific licences, etc. The Occupational Safety Code also regulates the employment of contract labour including inter-state migrant workers in certain establishments including with respect to prohibition of engagement of contract labour in core activities, and provisions for welfare and health of contract labour.

d) *The Code on Social Security, 2020*

The Code on Social Security, 2020 subsumes 9 (nine) social security related legislations, *inter alia*, the Employee's Compensation Act, 1923, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972. The Code on Social Security, 2020 provides for a common registration to be obtained, social security provisions including on provident fund, pension, and employees' deposit-linked insurance, employees' state insurance coverage and benefits including sickness benefit, disablement benefit, etc, compensation to be paid to employees for workplace injuries/occupational diseases, maternity benefits, gratuity payments including to fixed-term employees, and prescription of social security benefits including for building and other construction workers, unorganised workers, gig workers and platform workers. Employers are required to obtain necessary registration and make necessary contributions/payments as prescribed.

The above-mentioned labour codes are not intended to subsume the state specific laws. Further, notwithstanding the introduction of the new labour codes, anything done or any action taken under the enactments repealed shall be in force to the extent they are not contrary to the provisions of the abovementioned labour codes.

Additionally, our Company is required to comply with various state-specific shops and commercial establishment legislations, the Apprenticeship Act, 1961, The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986, Rights of Persons with Disabilities Act, 2016, and Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Data protection regulations

The Digital Personal Data Protection Act, 2023 ("Data Protection Act") and Digital Personal Data Protection Rules, 2025 ("DPDP Rules")

The Data Protection Act received the assent of the President of India on August 11, 2023. The Data Protection Act provides for collection and processing of digital personal data by persons, including companies. According to the Data Protection Act, companies collecting and dealing in high volumes of personal data will be defined as significant data fiduciaries. These significant data fiduciaries will be required to fulfil certain additional obligations under the Data Protection Act, such as building reasonable security safeguards to prevent personal data breach, appointing data protection officer who will be the point of contact between such fiduciaries and individuals for grievance redressal and an independent data auditor to evaluate compliance with the DPDP Act. The Central Government is required to establish the Data Protection Board of India (the "**DPB**"). Key functions of the DPB include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by data principals. The DPB members will be appointed for two years and will be eligible for re-appointment.

The Ministry of Electronics and Information Technology has recently notified the Digital Personal Data Protection Rules, 2025 ("**DPDP Rules**") under the Data Protection Act on November 13, 2025. The DPDP Rules aim to regulate, among other things, the processing of personal data in India, ensuring individuals privacy rights are protected. They apply to all entities that process digital personal data, both within India and abroad. The DPDP Rules detail the various implementation aspects of the Data Protection Act, such as, *inter alia*, the specific notice by the data fiduciary to the individuals, registration and obligations of consent manager, processing of personal data for issuance of subsidy, benefit, service etc., applicability of minimum security safeguards, intimation of personal data breach, providing details about availing of their rights by the individuals and processing of personal data of child or of person with disability. While such substantive obligations will take effect after 18 months from the date of notification, a limited set of governance and institutional provisions such as setting up the DPB, appointment and service conditions of the chairperson and other members of the board, functioning of board as digital office, procedure to appeal to appellate tribunal among others have been brought into effect immediately.

The Information Technology Act, 2000 (the "IT Act") and the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("IT Security Rules")

The IT Act aims to provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication and facilitate electronic filing of documents including sensitive personal data such as medical records and history. The IT Act creates a constructive mechanism for the authentication of electronic documentation through digital signatures. The IT Act makes electronic commerce seamless by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect such sensitive personal data. The IT Security Rules enlists directions for the disclosure, collection, and transfer of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate or person who on behalf of the body corporate receives, possesses, stores, deals, collects or handles information to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

Other Indian laws

In addition to the above, we are also governed by the provisions of the Companies Act and rules framed thereunder, the Contract Act, 1872, and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for our day-to-day business.

Further, pursuant to the listing of the Equity Shares on the stock exchanges, we shall also be governed by the SEBI Listing Regulations, SEBI Insider Trading Regulations and SEBI FUTP Regulations.

Key regulations and policies applicable to our Material Subsidiary

Federal Regulatory Framework

A pharmaceutical company engaged in the importation, procurement, manufacturing, marketing, sale, and distribution of generic prescription, over-the-counter, and cosmetic products in the United States is subject to a comprehensive federal regulatory regime administered primarily by the U.S. Food and Drug Administration ("**FDA**"), the Drug Enforcement Administration ("**DEA**"), the Federal Trade Commission ("**FTC**"), the Department of Health and Human Services ("**HHS**"), the Department of Justice ("**DOJ**"), and U.S. Customs and Border Protection ("**CBP**").

1. **Federal Food, Drug, and Cosmetic Act ("FDCA") (21 U.S.C. §§ 301 et seq.)**

The FDCA is the principal federal statute governing the development, approval, manufacture, importation, labeling, distribution, and marketing of drugs and certain other FDA-regulated products. For a generic pharmaceutical company, the FDCA requires, among other things:

(a) FDA approval of generic drugs through an abbreviated new drug application under Section 505(j), demonstrating pharmaceutical equivalence and bioequivalence to the applicable reference listed drug.
(b) Compliance with requirements relating to active pharmaceutical ingredients, drug product formulation, stability, manufacturing controls, and quality assurance.
(c) Adherence to labeling requirements, including adequate directions for use, prescribing information, warnings, contraindications, and package inserts.
(d) Compliance with adulteration and misbranding provisions, which prohibit the manufacture or distribution of products that are contaminated, improperly manufactured, misleadingly labeled, or otherwise non-compliant.
(e) FDA authority to conduct inspections, issue Form FDA 483 observations, warning letters, import alerts, seizures, injunctions, civil monetary penalties, and criminal enforcement actions for violations.
(f) The FDCA also regulates the importation of drugs into the United States, including requirements relating to FDA review of imported shipments, detention authority, and refusal of admission for non-compliant products.

1. FDA Regulations (21 C.F.R. Parts 200–299, including Parts 207, 210, 211, 314, etc.)

FDA regulations implement the FDCA and establish detailed operational requirements for pharmaceutical manufacturers, importers, repackagers, relabelers, quality management systems, drug establishment registration, drug listing, importation requirements, personnel qualifications, training, sanitation, hygiene, facility, equipment controls, production process control, laboratory testing, validation, batch record documentation, complaint handling, investigation of deviations and out-of-specification results and distributors.

2. Drug Supply Chain Security Act (DSCSA) (21 U.S.C. §§ 360eee et seq.)

The DSCSA, enacted as Title II of the Drug Quality and Security Act, establishes a nationwide electronic system for tracing prescription drugs through the U.S. pharmaceutical supply chain.

The DSCSA applies to manufacturers, wholesale distributors, repackagers, dispensers, and third-party logistics providers and requires:

(a) Product identification through standardized numerical identifiers (serialization).
(b) Transaction information, transaction history, and transaction statements for transfers of ownership.
(c) Verification systems to investigate and respond to suspect or illegitimate products.
(d) Authorized trading partner requirements, including verification that trading partners hold appropriate state and federal licenses or registrations.
(e) Record retention obligations, generally for not less than six years.
(f) Enhanced interoperable electronic tracing requirements as implemented by FDA guidance and regulations.

Failure to comply with DSCSA obligations can result in FDA enforcement action and may affect a company's ability to participate in the U.S. prescription drug supply chain.

3. Prescription Drug Marketing Act ("PDMA")

The PDMA regulates the distribution of prescription drug products and is intended to prevent diversion, counterfeiting, and improper secondary market distribution. The PDMA includes restrictions relating to:

(a) Reimportation of certain prescription drugs;
(b) Distribution of drug samples;
(c) Wholesale distribution recordkeeping;
(d) Licensing standards for wholesale distributors; and
(e) Prohibitions on the sale, purchase, or trade of drug samples.

4. Controlled Substances Act ("CSA") (21 U.S.C. §§ 801 et seq.)

If any imported, manufactured, distributed, or dispensed products contain controlled substances, the company must comply with the CSA and DEA regulations. The compliance obligations include:

(a) obtaining appropriate DEA registrations for manufacturing, importing, exporting, distributing, dispensing, or conducting research involving controlled substances;
(b) maintaining quotas for certain controlled substances;
(c) implementing security controls for storage and handling;
(d) maintaining DEA-required records and inventories;

(e) reporting thefts or significant losses; and
(f) complying with suspicious order monitoring requirements for distributors.

6. Federal Trade Commission Act ("FTC ACT") (15 U.S.C. §§ 41 et seq.)

The FTC Act prohibits unfair or deceptive acts or practices in commerce. For pharmaceutical companies, this includes regulation of:

(a) advertising claims regarding safety, efficacy, comparative performance, or cost savings;
(b) promotional materials directed to consumers, pharmacies, or healthcare professionals;
(c) digital marketing and social media advertising;
(d) substantiation of scientific and clinical claims; and
(e) unfair pricing or marketing practices.

The Federal Trade Commission may pursue administrative enforcement actions, consent orders, injunctions, and monetary remedies for violations.

7. Lanham Act (15 U.S.C. §§ 1051 et seq.)

The Lanham Act governs trademarks, trade dress, unfair competition, and false advertising. The relevant considerations include:

(a) registration and protection of brand names, logos, and product marks;
(b) avoidance of infringement of third-party intellectual property rights;
(c) protection against counterfeiting and unauthorized use of marks; and
(d) civil liability for false or misleading advertising that causes competitive injury.

8. Federal Anti-Kickback Statute ("AKS") (42 U.S.C. § 1320a-7b(b))

The AKS prohibits knowingly and willfully offering, paying, soliciting, or receiving remuneration to induce or reward referrals or purchases of items or services reimbursable by federal healthcare programs such as medicare and medicaid.

Potentially regulated arrangements include:

(a) rebates and discounts;
(b) consulting or speaker arrangements;
(c) distribution and purchasing incentives;
(d) patient assistance programs;
(e) co-pay support programs; and
(f) relationships with pharmacies, wholesalers, group purchasing organizations, and healthcare providers.

The violations may result in criminal penalties, civil monetary penalties, exclusion from federal healthcare programs, and liability under the False Claims Act.

9. False Claims Act ("FCA") (31 U.S.C. §§ 3729–3733)

The FCA imposes liability on persons who knowingly submit, or cause the submission of, false or fraudulent claims for payment to the federal government. The FCA exposure may arise from:

(a) reporting inaccurate pricing data;
(b) violations of the AKS that render claims false;
(c) distribution of non-compliant or adulterated products reimbursed by federal programs;
(d) inaccurate Medicaid rebate calculations; or
(e) false certifications of regulatory compliance.

The statute includes qui tam whistleblower provisions permitting private relators to bring actions on behalf of the government.

10. Physician Payments Sunshine Act (42 U.S.C. § 1320a-7h)

Applicable manufacturers of covered drugs reimbursable under medicare and medicaid must report to the Centers for medicare & medicaid services:

(a) payments to physicians and teaching hospitals;
(b) consulting fees, honoraria, travel, meals, research funding, and other transfers of value; and
(c) certain ownership or investment interests held by physicians or their immediate family members.

11. Health Insurance Portability and Accountability Act ("HIPAA") and the Health Information Technology for Economic and Clinical Health ("HITECH Act")

To the extent the company acts as a covered entity or business associate, or receives or processes protected health information ("**PHI**"), it must comply with:

(a) the HIPAA Privacy Rule;
(b) the HIPAA Security Rule;
(c) breach notification requirements under the HITECH Act;
(d) business associate agreement requirements; and
(e) administrative, technical, and physical safeguards for PHI.

Even where HIPAA does not directly apply, handling patient or healthcare data may trigger state privacy and security obligations.

12. Foreign Corrupt Practices Act ("FCPA") (15 U.S.C. §§ 78dd-1 et seq.)

The FCPA applies to U.S. companies and prohibits:

(a) bribery of foreign government officials to obtain or retain business; and
(b) failure to maintain accurate books, records, and internal accounting controls.

Pharmaceutical companies dealing with state-owned hospitals, government procurement agencies, customs officials, regulatory authorities, or public healthcare systems abroad face heightened FCPA risk.

13. U.S. Customs and Border Protection ("CBP") Regulations

Imported pharmaceutical products are subject to customs and trade compliance requirements administered by CBP. The key obligations include:

(a) designation of an Importer of Record ;
(b) customs entry filings;
(c) tariff classification under the Harmonized Tariff Schedule;
(d) valuation and duty compliance;
(e) country-of-origin marking;
(f) maintenance of customs records;
(g) compliance with FDA admissibility requirements coordinated through CBP systems; and
(h) customs bond requirements for commercial importations.

Failure to comply may result in shipment detention, penalties, seizure, or loss of import privileges.

14. Federal Labor and Employment Laws

Pharmaceutical companies with U.S. employees are subject to numerous federal employment laws, including:

(a) **Fair Labor Standards Act:** It provides for minimum wage, overtime, exemptions, and recordkeeping.

(b) **Occupational Safety and Health Act** : It provides for workplace safety, hazard communication, exposure controls, and injury reporting.
(c) **Title VII of the Civil Rights Act** : It provides for prohibiting discrimination based on race, color, religion, sex, and national origin.
(d) **Americans with Disabilities Act** : It provides for reasonable accommodation and disability discrimination.
(e) **Age Discrimination in Employment Act** : It provides for protection for employees age 40 and older.
(f) **Family and Medical Leave Act** : It provides for unpaid protected leave for qualifying medical and family reasons.
(g) **National Labor Relations Act** : It provides for employee rights relating to concerted activity and unionization.
(h) **Immigration Reform and Control Act** : It provides for employment eligibility verification (Form I-9) requirements.
(i) **Employee Retirement Income Security Act** : It provides for regulation of employee benefit plans.

Companies must also comply with federal requirements relating to payroll taxes, workers' compensation coordination, equal employment opportunity reporting, and employee benefit administration.

State Regulatory Framework

The pharmaceutical distribution is regulated at the state level, a company selling products nationwide must comply with the laws of each state in which it distributes products, maintains inventory, employs personnel, or conducts business activities.

1. State Wholesale Drug Distributor Licensing Laws

Nearly every state requires entities engaged in the wholesale distribution of prescription drugs to obtain a wholesale drug distributor, wholesale distributor, or similar license from the state Board of Pharmacy or other designated agency. The state licensing laws commonly require:

(a) facility licensure;
(b) designation of a responsible person or designated representative;
(c) background checks and fingerprinting;
(d) minimum storage and security standards;
(e) policies for handling recalls and suspect products;
(f) inspection authority; and
(g) periodic license renewal and reporting obligations.

Many states have adopted standards modeled on the National Association of Boards of Pharmacy accreditation framework.

2. State Pharmacy Acts

State Pharmacy Acts regulate the practice of pharmacy and the distribution of prescription drugs within each jurisdiction. These laws may govern:

(a) distribution to licensed pharmacies, hospitals, and practitioners;
(b) prescription drug storage and handling;
(c) pedigree and transaction documentation;
(d) pharmacist oversight requirements;
(e) returns and reverse distribution; and
(f) disciplinary authority of state Boards of Pharmacy.

3. State Controlled Substance Laws

States maintain their own controlled substance statutes and regulations, which often impose requirements in addition to federal DEA requirements. The additional obligations may include:
(a) separate state controlled substance registrations;
(b) state prescription monitoring program (PMP) reporting;
(c) security and inventory controls;
(d) limits on distribution or dispensing; and
(e) state-specific record retention periods.

4. State Consumer Protection and Unfair Trade Practice Laws

Every state has statutes prohibiting unfair, deceptive, or misleading business practices. These laws may apply to:

(a) pharmaceutical advertising;
(b) pricing representations;
(c) rebate or discount programs;
(d) automatic renewal arrangements;
(e) consumer-facing health claims; and
(f) unfair competition practices.

State attorneys general have broad enforcement authority, and many statutes provide for private rights of action, statutory damages, treble damages, and attorneys' fees.

5. State Drug Pedigree and Supply Chain Requirements

Although the DSCSA preempts many state pedigree requirements, states may continue to impose:

(a) licensing standards for wholesale distributors and others;
(b) inspection and reporting obligations;
(c) suspicious activity reporting;
(d) storage and handling standards; and
(e) other supply chain security measures not expressly preempted by federal law.

6. State Privacy and Data Protection Laws

States increasingly regulate the collection, use, disclosure, and security of personal information. Important examples include:

(a) California Consumer Privacy Act;
(b) California Privacy Rights Act;
(c) comprehensive privacy laws in states such as Virginia, Colorado, Connecticut, Utah, Texas, Oregon, and others; and
(d) state data breach notification statutes.

A pharmaceutical company may be subject to these laws when collecting information from consumers, patients, healthcare professionals, website users, or employees.

7. State Drug Price Transparency and Pricing Laws

Certain states have enacted laws requiring manufacturers to provide notice or reports concerning:

(a) significant wholesale acquisition cost increases;
(b) introduction of high-cost drugs;
(c) justification for price increases;
(d) marketing expenditures; and
(e) other pricing-related information.

States such as California, Nevada, Oregon, Minnesota, and others have adopted various forms of prescription drug price transparency legislation.

8. State Product Liability Laws

Pharmaceutical companies may face civil liability under state common law and statutory product liability doctrines, including claims for:
(a) manufacturing defects;
(b) design defects;
(c) failure to warn;
(d) negligence;
(e) breach of express or implied warranty;
(f) fraud or misrepresentation; and
(g) consumer protection violations arising from product-related injuries.
Although federal law may preempt certain state-law claims in limited circumstances, generic drug manufacturers remain subject to significant product liability exposure.

9. State Labor and Employment Laws

In addition to federal employment requirements, each state imposes its own laws governing:

(a) minimum wage and overtime;
(b) meal and rest breaks;
(c) paid sick leave;
(d) paid family and medical leave;
(e) wage payment timing and pay statement requirements;
(f) workers' compensation insurance;
(g) unemployment insurance contributions;
(h) anti-discrimination and harassment protections;
(i) workplace safety standards;
(j) employee privacy and monitoring;

(k) restrictive covenants and non-compete agreements; and
(l) final pay and termination procedures.

Multi-state employers must evaluate the requirements of **each jurisdiction in which employees work or reside**, including remote employees.

10. State Drug Take-Back and Extended Producer Responsibility (EPR) Laws

A growing number of states have enacted pharmaceutical drug take-back or extended producer responsibility laws requiring manufacturers of covered prescription drugs to finance and participate in programs for the safe collection and disposal of unused or expired medications.
These laws are intended to reduce pharmaceutical waste, prevent diversion and misuse of medications, and protect public health and the environment. Depending on the state, obligations may include:

(a) registration with a state agency;
(b) participation in or funding of a stewardship organization;
(c) submission and approval of a drug stewardship plan;
(d) establishment of collection kiosks, mail-back programs, or other approved collection methods;
(e) public education and outreach activities;
(f) periodic reporting regarding program operations and costs; and
(g) payment of administrative or oversight fees.

States with pharmaceutical take-back or EPR programs include, among others, California, Washington, Oregon, New York, Massachusetts, and several additional jurisdictions, and the scope of covered products and manufacturer obligations varies significantly by state.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as 'Encube Ethicals Private Limited' as a private limited company under the Companies Act, 1956, at Mumbai, Maharashtra, pursuant to a certificate of incorporation dated September 7, 1995, issued by the Additional Registrar of Companies, Maharashtra. Subsequently, our Company was converted to a public limited company and the name of our Company changed to 'Encube Ethicals Limited' pursuant to a Shareholders' resolution dated May 22, 2026, and a fresh certificate of incorporation dated June 29, 2026, issued by the Registrar of Companies, Central Processing Centre.

Changes in the registered office of our Company

Except as disclosed below, there has been no change in the registered office of our Company since its incorporation.

Effective date of change	Details of change	Reason for change
February 23, 2004	The registered office of our Company was changed from Unit No 4 Steelmade Industrial Estate Marol Village, Andheri East, Mumbai 400 059, Maharashtra, India to Unit No 24 Steelmade Industrial Estate Marol Village, Andheri East, Mumbai 400 059, Maharashtra, India	Administrative convenience
March 1, 2017	The registered office of our Company was changed from Unit No 24 Steelmade Industrial Estate Marol Village, Andheri East, Mumbai 400 059, Maharashtra, India to 803, B Wing, HDIL Kaledonia, Sahar Road, Andheri East, Mumbai 400 069, Maharashtra, India.	Administrative convenience

Main objects of our Company

The main objects in our Memorandum of Association are set forth below:

(a) *"To carry on the business of manufacturing chemists, wholesale and retail druggist, importers, exporters, manufactures, makers, processors or formulators, of and traders, distributors, dealers in pharmaceutical, medicinal and therapeutic preparations or otherwise deal in patent medicines, veterinary product, spirits, drugs, and preparations and generally to carry on the business of manufacturers, buyers, sellers, of and dealers in all kinds of medicines and medicinal and pharmaceutical preparations and drugs and obtain patents for them and deal in all kind of herbs, salts, acids, alkalies, chemical, vitamin products, hormones, ligatures and other products for use in prevention, treatment or cure of disease or disabilities in men."*

(b) *"To engage in research & development of topical pharmaceuticals and cosmetic formulations through advanced formulation and analytical techniques and to commercially manufacture and supply these developed formulations."*

The main objects clause and matters necessary for furtherance of the main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our Memorandum of Association in the last 10 years

Set out below are the amendments to our Memorandum of Association in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution	Particulars
May 22, 2026	Clause I of the Memorandum of Association was amended to reflect the change of name of our Company from '*Encube Ethicals Private Limited'* to '*Encube Ethicals Limited'* pursuant to conversion from a private company to a public company, and references were accordingly updated in our Memorandum of Association.
May 22, 2026	Clause V of our Memorandum of Association was substituted to reflect the sub-division of the authorized share capital of our Company from ₹ 150,000,000 divided into 15,000,000 equity shares of face value ₹ 10 each to ₹ 150,000,000 divided into 150,000,000 Equity Shares of face value ₹ 1 each.
May 22, 2026	Clause V of our Memorandum of Association was substituted to reflect the increase in authorized share capital of our Company from ₹ 150,000,000 divided into 150,000,000 Equity Shares of face value ₹ 1 each to 450,000,000 divided into 450,000,000 Equity Shares of face value ₹ 1 each.
July 30, 2026	Clause III of the Memorandum of Association was amended to reflect the omission of clause III (C) (Other Objects Clause).

Major events and milestones of our Company

The table below sets forth some of the key events and milestones in the history of our Company:

Calendar year	Particulars
1997	Set-up our first manufacturing facility in Goa

Calendar year	Particulars
1998	Initiated sales of our products
2012	Received clearance from Department of Health & Human Services, Public Health Service, Food and Drug Administration for our manufacturing facility in Goa
2016	Secured investment from Multiples Private Equity Fund II LLP
2018	Received approval of our first abbreviated new drug application (ANDA) from the US Food & Drug Administration
2019	Incorporated our wholly owned Subsidiary in the US, Encube Ethicals Inc
2021	Secured investment from Frontier Investment Holdings Pte. Ltd.
2021	Acquired 'Soframycin', 'Sofradex' 'Sofracort' and 'Sofra – Tulle' brands from the Sanofi group
2022	Set-up our second manufacturing facility in Indore, Madhya Pradesh
2025	Relocated our research and development unit, Encube Advance Research Centre from Marol, Maharashtra to Palava, Maharashtra

Key awards, accreditations, and recognition received by our Company

Set out below are some of the key awards, accreditations and recognition received by our Company:

Calendar year	Particulars
2014	Awarded 'Leadership in Energy and Environmental Design (LEED) India for new construction (Platinum)' by the Indian Green Building Council
2015	Awarded 'Quality Excellence Award (Gold)' by the Indian Drug Manufacturers' Association
2015	Awarded 'Best Vendor Award' in the category of contract manufacturing by the Organisation of Pharmaceutical Producers of India
2018	Awarded 'Quality Excellence Award (Gold)' by the Indian Drug Manufacturers' Association
2023	Awarded 'Quality Award for Excellent Facility of the year' in the category of large pharma companies by the Organisation of Pharmaceutical Producers of India
2025	Awarded 'Company of the Year' at the Pharma Manufacturing & Automation Excellence Awards
2025	Awarded 'Certificate of Excellence in Strategic Automation' at the Pharma Manufacturing & Automation Excellence Awards
2025	Awarded 'Certificate of Excellence for Smart Factory of the Year' at the Pharma Manufacturing & Automation Excellence Awards
2025	Awarded 'Gold Certificate of Merit' by Frost & Sullivan at the India Manufacturing Excellence Awards
2025	Awarded 'Certificate of Excellence for Quality Control Excellence' at the Pharma Quality Excellence Awards

Time and cost over-runs

As on the date of this Draft Red Herring Prospectus, there have been no time and cost over-runs in respect of setting up projects by our Company.

Defaults or re-scheduling/restructuring of borrowings with financial institutions/banks

As on the date of this Draft Red Herring Prospectus, no payment defaults or rescheduling/restructuring have occurred in relation to any borrowings availed by our Company from any financial institutions or banks.

Significant financial and/or strategic partnerships

Our Company does not have any significant financial and/or strategic partners as on the date of this Draft Red Herring Prospectus.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, location of our manufacturing facilities, capacity/ facility creation to the extent applicable, see *"Our Business"* beginning on page 224.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets in the last 10 years

Except as disclosed below, there has neither been any material acquisition or divestment of any business or undertaking of our Company nor has our Company undertaken any merger, amalgamation or revaluation of assets in the last 10 years from the date of this Draft Red Herring Prospectus:

Asset purchase agreement dated December 1, 2021 between Sanofi and our Company read with Indian local asset purchase agreement dated December 1, 2021 between Sanofi India Limited and our Company and certain other ancillary agreements

Our Company entered into: (i) an asset purchase agreement dated December 1, 2021 ("**Asset Purchase Agreement**") with Sanofi ("**Sanofi**") and (ii) an India local asset purchase agreement dated December 1, 2021 ("**Indian Asset Purchase Agreement**") with Sanofi India Limited ("**Sanofi India**"); and (iii) certain other ancillary agreements such as product know-how license agreement, deed of assignment of trademarks, Sanofi corporate names license agreement, transitional services agreement, data protection agreement, pharmacovigilance agreement, transitional distribution agreement and Indian tender license agreement pursuant to which

our Company acquired, *inter alia*, the right to develop, manufacture, package, commercialize, distribute, market and sell certain products in finished forms under the 'Soframycin','Sofradex' 'Sofracort' and 'Sofra – Tulle' brands in India and Sri Lanka, customer lists and database, certain inventory, supplier lists, trade channel lists, dossiers, manufacturing authorizations, intellectual property, market reputation, contracts and the right to act as the legal successor of Sanofi and Sanofi India, in each instance, in relation to the specific products acquired and for the purpose of carrying out business in India and Sri Lanka. In terms of the Asset Purchase Agreement and the Indian Asset Purchase Agreement, a purchase consideration of €7.60 million (i.e., ₹644.08 million*, in January 2022) and ₹1,210.70 million was paid by our Company to Sanofi and Sanofi India, respectively for acquiring the rights, title and interest in the assets sold by Sanofi and Sanofi India. The purchase consideration was determined based on the purchase price allocation report dated December 1, 2021, issued by CA Priyesh Karia. None of our Promoter or Directors are related to Sanofi or Sanofi India. The Asset Purchase Agreement and the Indian Asset Purchase Agreement was made effective on December 1, 2021.

**(Exchange rate of 1 € = ₹ 84.7235 determined as per the provisions of the Asset Purchase Agreement.)*

Scheme of arrangement between Confira Laboratories Private Limited and our Company and their respective shareholders as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated September 29, 2021

Our Company entered into a scheme of arrangement with Confira Laboratories Private Limited ("**Confira**") and their respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013 which was sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated September 29, 2021 (the "**Confira Demerger Scheme**"). The Confira Demerger Scheme provided for, amongst other things, the demerger, transfer and vesting of the cosmeceutical undertaking of our Company into Confira as a going concern, including amongst others, all assets, liabilities, contracts, deeds, employees and legal proceedings (the "**Demerged Undertaking**").

Rationale for the Confira Demerger Scheme

The potential benefits of the demerger, as set out in the Confira Demerger Scheme, included, amongst others:

(i) Efficient and focused management of the cosmeceutical undertaking which would promote the growth of cosmeceutical undertaking;
(ii) Focused growth strategy which would be in the best interest of all stakeholders; and
(iii) Rationalization of operations with greater degree of operational efficiency and optimum utilization of resources.

In accordance with the Confira Demerger Scheme, as consideration for the transfer of the Demerged Undertaking from our Company to Confira, Confira issued and allotted one equity share of face value of ₹10 each for every 100 fully paid-up equity share of face value of ₹ 10 each of our Company to eligible members of our Company as on the record date. The equity share entitlement ratio pursuant to the Confira Demerger Scheme was determined based on the valuation report dated February 8, 2022, issued by Rashmi Shah, a registered valuer. Except for our Founder, Promoter and Managing Director, Mehul Madhusudan Shah who is also a director on the board of Confira and a shareholder of Confira, none of our Promoter or Directors are related to Confira. The Confira Demerger Scheme was made effective on October 18, 2021.

Shareholders' agreements and other material agreements

Except as set out in *"- Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets in the last 10 years*" on page 270 and below, there are no other arrangements or agreements, deeds of assignment, acquisition agreements, shareholders' agreements, inter-se agreements, any agreements between our Company, our Promoter and our Shareholders, agreements of like nature and clauses/ covenants which are material to our Company and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Further, there are no other clauses/ covenants that are adverse or prejudicial to the interest of the minority and public shareholders of our Company.

Except as disclosed in this Draft Red Herring Prospectus, there are no agreements entered into by our Company pertaining to the primary and secondary transactions of securities of our Company including any financial arrangements thereof.

Shareholders' agreements

Shareholders' agreement dated May 26, 2021 amongst our Company, Mehul Madhusudan Shah, Niti Mehul Shah, Madhusudan Shah, Chandra Madhusudan Shah and Frontier Investment Holdings Pte. Ltd., as amended by the waiver cum amendment agreement dated July 31, 2026

Our Company, Mehul Madhusudan Shah, Niti Mehul Shah, Madhusudan Shah, Chandra Madhusudan Shah (collectively, the "**Promoter Family**") and Frontier Investment Holdings Pte. Ltd. (the "**Investor**"), (collectively, the "**Parties**") entered into the shareholders' agreement ("**SHA**") to govern their relationship as shareholders of the Company, and to record the terms and conditions pursuant to which the Parties will participate in the organisation, management, operations and affairs of our Company and the terms governing their inter-se relationship in respect of the shareholding, management and administration of our Company.

As on the date of this DRHP, Madhusudan Shah and Chandra Madhusudan Shah have ceased to hold securities in our Company and accordingly are no longer parties to the SHA.

Under the SHA, the parties have certain rights and obligations, including, amongst others:

Anti-dilution: If our Company issues new securities (to persons other than the Promoter Family or their affiliates and except for specified instances as carved-out under the SHA) at a price less than the per subscription share price paid by the Investor for its subscription shares, our Company shall, prior to such issuance, offer such new securities to the Investor, who shall be entitled to the first right to subscribe to such additional securities.

Board nomination rights: The Board is required to comprise of four directors nominated by the Promoter Family, one director nominated by the Investor and one independent director, appointed in consultation with the Investor. Subject to holding at least 10% of its shareholding in the Company as at the Completion Date (*as defined in the SHA)*, the Investor has the right to appoint directors (with a minimum of one director) on the Board on a proportionate basis. The Board may also include employee directors or such other executive directors which may be appointed at the discretion of the Promoter without the consent of the Investor.

Board observer right: Subject to holding at least 10% of its shareholding in the Company as at the Completion Date (*as defined in the SHA)*, the Investor has the right to appoint one observer to attend meetings of the Board or committee(s) thereof.

Right of first offer and tag-along right: In the event of transfer of securities by the Promoter Family (except certain permitted transfers specified under the SHA), the Investor has the right to purchase all such securities. Before sale of such securities to a third party purchaser (at any price which exceeds the price offered by the Investor by at least 10%), the Investor shall have the right to require the Promoter Family to cause the third party purchaser to purchase a pro-rata fraction of the securities held by the Investor on the same terms and conditions. Similarly, in the event of transfer of securities by the Investor to any person other than its affiliates, the Promoter Family has the right to purchase all such securities. The Promoter Family is not entitled to transfer any securities without prior written consent of the Investor (except certain permitted transfers specified under the SHA), as long as the Investor holds the First Fall Away Threshold (as defined in the SHA). Further, if the Promoter Family transfers control of the Company, the Investor has the right to tag-along and sell up to its entire shareholding in the Company at such terms as set out in the SHA.

Information rights: The Investor shall be entitled to all rights and benefits available to it as a shareholder of the Company under the Companies Act, and the nominee director shall be entitled to receive all information available to a director. Further, our Company is required to provide certain information and related rights including monthly management review reports, unaudited standalone and consolidated statements of income and cash flows and audited financial statements.

Affirmative voting rights: The Investor has affirmative voting rights with respect to certain matters including but not limited to issuance of new securities, increase or decrease in authorized share capital, creation of new subsidiary, joint venture, or partnership, and commencement of new line of business.

Further, rights of the Investors under certain provisions of the SHA with respect to inter alia board composition, management and conduct of general meetings of our Company shall apply mutatis mutandis to each of our Subsidiary.

Waiver cum amendment agreement dated July 31, 2026

In order to facilitate the Offer in accordance with applicable laws, the parties to the SHA have entered into the waiver cum amendment agreement dated July 31, 2026 ("**Waiver cum Amendment Agreement**") to record certain amendments, waivers and consents in relation to their rights under the SHA, which come into effect from the date of the filing of this Draft Red Herring Prospectus with SEBI. These include, inter alia, (i) amendments in relation to the restrictions on transfer of securities by the Promoter Family and the Investor, to the extent that such securities are proposed to be offered in the Offer for Sale; (ii) amendments in relation to the right of the Promoter Family and the Investor to appoint their nominees on the Board and/or Committees to enable compliance with Applicable Law, including the provisions of the Companies Act and the SEBI Listing Regulations; (iii) waiver with respect to the requirement of executing a deed of adherence prior to acquisition of the Investor's securities, to the extent that such securities are proposed to be offered in the Offer for Sale; (iv) waiver with respect to the Investor's right to appoint observers on the Board, with effect from the date of the Red Herring Prospectus; (v) with effect from the date of filing of the Red Herring Prospectus, acknowledgement and agreement that the right to receive information and investigation rights are subject to compliance with the SEBI PIT Regulations, to the extent applicable; and (vi) consent for specified affirmative vote matters requiring prior written approval of the Investor, to the extent they relate to the Offer.

The SHA, as amended by the Waiver cum Amendment Agreement, and the Waiver cum Amendment Agreement, shall terminate in its entirety without any further act or deed required by any Party, except for certain clauses such as consequences of termination, warranties, confidentiality, governing law and arbitration, food policies, which will continue to survive the termination of the SHA, as amended by the Waiver cum Amendment Agreement.

Further, if the Offer of the Equity Shares on the Stock Exchanges is not completed on or prior to the earlier of (a) the date of expiry of 9 (nine) months from the date of filing of this DRHP or such other date as may be mutually agreed amongst the Parties in writing, or (b) if the Board of our Company decides not to undertake the Offer, or (c) if the Offer is abandoned, withdrawn or is unsuccessful due to any reason, or (d) upon termination of the SHA, or (e) if this DRHP is not filed within 45 (forty five) days from the date of execution of the Waiver cum Amendment Agreement, being July 31, 2026, the Waiver cum Amendment Agreement shall (i) stand immediately and automatically terminated and except in case of termination under limb (d) above, the SHA (as existing prior to the execution of the Waiver cum Amendment Agreement) shall immediately and automatically stand reinstated, with full force and

effect without any further action or deed required on the part of any party; and (ii) except in case of termination under limb (d) above, the SHA (as existing prior to the Waiver cum Amendment Agreement) shall be deemed to have been in force during the period between the Amendment Effective Date and the date of termination of the Waiver cum Amendment Agreement, without any break or interruption whatsoever and the SHA (without any reference to the Waiver cum Amendment Agreement) shall be the sole document governing the rights and obligations of the parties under the SHA.

Part A and Part B of the Articles of Association of our Company shall co-exist with each other until the Listing Date. In the event of any inconsistency between Part A and Part B, the provisions of Part B shall prevail over Part A. However, all provisions of Part B including the special rights available to the shareholders of our Company as per the SHA and as amended by the Waiver cum Amendment Agreement, shall automatically terminate and will cease to have any force and effect on and from the Listing Date and the provisions of Part A of the Articles shall continue to be in effect and be in force, without any further corporate action by our Company or by the Shareholders.

Material share subscription agreements and share purchase agreements

Share purchase agreement dated May 26, 2021 amongst Frontier Investment Holdings Pte Ltd., Plenty Private Equity Fund I Limited, Multiples Private Equity Fund II LLP and our Company

Pursuant to the share purchase agreement dated May 26, 2021 executed amongst Frontier Investment Holdings Pte Ltd. ("**Frontier**"), Plenty Private Equity Fund I Limited ("**Plenty**"), Multiples Private Equity Fund II LLP **("Multiples**") and our Company, Frontier acquired 885,188 equity shares of face value ₹10 each of our Company from Plenty for an aggregate consideration of ₹5,448.33 million and 92,812 equity shares of face value ₹10 each of our Company from Multiples for an aggregate consideration of ₹571.26 million.

Share subscription and share purchase agreement dated May 26, 2021, amongst Mehul Madhusudan Shah, Madhusudan Nyalchand Shah, Chandra M. Shah, Niti M. Shah, Frontier Investment Holdings Pte. Ltd. and our Company

Pursuant to the share subscription and purchase agreement dated May 26, 2021 executed amongst Mehul Madhusudan Shah, Madhusudan Nyalchand Shah, Chandra M. Shah, Niti M. Shah, Frontier Investment Holdings Pte. Ltd. ("**Frontier**") and our Company, Frontier (i) acquired 99,460 equity shares of face value ₹10 each of our Company from Madhusudan Nyalchand Shah for a lump-sum purchase consideration of ₹563.54 million, and (ii) subscribed to 4,48,873 equity shares of face value ₹10 each of our Company for a subscription amount of ₹2,543.31 million.

Other material agreements

Other than in the ordinary course of business, our Company has not entered into any material agreement including with strategic partners, joint venture partners, and/or financial partners.

Details of agreements required to be disclosed under Clause 5A of Paragraph A of Part A of Schedule III of the SEBI Listing Regulations

Except as disclosed in "- *Shareholders agreements and other material agreements*" on page 270, respectively and except in the ordinary course of business, there are no agreements entered into by our Shareholders, Promoter, our related parties, Directors, members of Promoter Group, Key Managerial Personnel, our employees or employees of our Subsidiaries or Associate or any third party, as applicable, solely or jointly, whether or not our Company is a party to such agreements, which directly or indirectly or potentially or whose purpose and effect is to (a) impact the management or control of our Company; or (b), impose any restriction or create any liability upon our Company, as required to be disclosed pursuant to Clause 5A of Paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

Agreements with Key Managerial Personnel, members of Senior Management, Directors, Promoter, or any other employee of our Company

As on date of this Draft Red Herring Prospectus, our Key Managerial Personnel or members of Senior Management, Directors, Promoter, or any other employees of our Company have not entered into any agreement, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiaries

As of the date of this Draft Red Herring Prospectus, our Company has three Subsidiaries including one wholly owned Subsidiary and two step-down Subsidiaries, namely, (a) Encube Ethicals Inc; and (b) Tioga Research Inc; and (c) Enzen Therapeutics Inc

a. Encube Ethicals Inc

Corporate information

Encube Ethicals Inc was incorporated on January 14, 2019 as a corporation under the General Corporation Law of Delaware. Its registration number is 83-3167285. Its registered office is located at 200 Meredith Dr. Suite 202, Durham, North Carolina 27713.

Nature of business

Encube Ethicals Inc is authorized to engage in the business of *inter alia* import, marketing, promotion, sale and distribution of generic pharmaceuticals products in the United States.

Capital structure

The details of the share capital of Encube Ethicals Inc as on the date of this Draft Red Herring Prospectus are as follows:

Authorised share capital	**Aggregate nominal value ($)**
25,00,000 equity shares of face value of $0.20 each	500,000
Issued, subscribed and paid-up share capital	
1,000,000 equity shares of face value of $0.20 each	200,000

Shareholding pattern

As of the date of this Draft Red Herring Prospectus, the shareholding pattern of Encube Ethicals Inc is as follows:

S. No.	**Name of the shareholder**	**Number of equity shares of face value $ 0.20 each held**	**Percentage of the total equity shareholding (%)**
1.	Our Company	1,000,000	100%
Total		**1,000,000**	**100%**

Financial information

(₹ in million)

Particulars	**Fiscal 2026**	**Fiscal 2025**	**Fiscal 2024**
Net-worth	(711)	(777)	(682)
Total income	8,747	5,507	3,544
Total borrowings	1,988	1,883	1,584
Profit/ (loss) after tax	244	(75)	(697)
Net asset value (in ₹)	(711)	(777)	(682)

b. Tioga Research Inc

Corporate information

Tioga Research Inc was incorporated on February 3, 2011 as a corporation under the General Corporation Law of California. Its registration number is 27 - 4823714. Its registered office is located at 6330 Nancy Ridge Drive Suite 102, San Diego CA 92121.

Nature of business

Tioga Research Inc is authorized to engage in the business of *inter alia* providing contract research and early development services directly to topically-applied formulations products.

Capital structure

The details of the share capital of Tioga Research Inc as on the date of this Draft Red Herring Prospectus are as follows:

Authorised share capital	**Aggregate nominal value ($)**
786,250 equity shares of $ 0.0545 each	42,875
Issued, subscribed and paid-up share capital	
786,250 equity shares of $ 0.0545 each	42,875

Shareholding pattern

As of the date of this Draft Red Herring Prospectus, the shareholding pattern of Tioga Research Inc is as follows:

S. No.	**Name of the shareholder**	**Number of equity shares of face value $ 0.0545 each held**	**Percentage of the total equity shareholding (%)**
1.	Encube Ethicals Inc	786,250	100%
Total		**786,250**	**100%**

Financial information

(₹ in million)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net worth	(289)	(203)	(104)
Total income	70	86	106
Total borrowings	283	226	181
Profit/ (loss) after tax	(60)	(94)	(101)
Net asset value (in ₹)	(367)	(258)	(133)

c. Enzen Therapeutics Inc

Corporate information

Enzen Therapeutics Inc was incorporated on January 19, 2021 as a business corporation company under the General Corporation Law of Delaware. Its registration number is 83-3471200. Its registered office is located at 6330 Nancy Ridge Dr Suite 104, San Diego CA 92121 USA.

Nature of business

Enzen Therapeutics Inc is authorized to engage in the business of *inter alia* bringing to market treatments for less common dermatological conditions that have few or no treatment options.

Capital structure

The details of the share capital of Enzen Therapeutics Inc as on the date of this Draft Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value ($)
5,000,000 equity shares of $ 0.0001 each	500
Issued, subscribed and paid-up share capital	
4,845,000 equity shares of $ 0.0001 each	485

Shareholding pattern

As of the date of this Draft Red Herring Prospectus, the shareholding pattern of Enzen Therapeutics Inc is as follows:

S. No.	Name of the shareholder	Number of equity shares of face value $ 0.0001 each held	Percentage of the total equity shareholding (%)
1.	Encube Ethicals Inc	4,500,000	92.88%
2.	R. Dominic King-Smith	150,000	3.10%
3.	Pratik Haresh Kamani	100,000	2.06%
4.	LTIP Ventures, LLC	50,000	1.03%
5.	John M Newsam	12,500	0.26%
6.	Xavier D Yon	12,500	0.26%
7.	Kirit Vora	12,500	0.26%
8.	Janusz Czernielewski	7,500	0.15%
Total		**4,845,000**	**100%**

Financial information

(₹ in million)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net worth	(400)	(317)	(258)
Total income	-	-	131
Total borrowings	443	341	281
Profit/ (loss) after tax	(46)	(49)	2
Net asset value (in ₹)	(83)	(65)	(53)

Our Associate

As on the date of this Draft Red Herring Prospectus, our Company has one Associate.

Intact Therapeutics Inc

Corporate information

Intact Therapeutics Inc was incorporated on November 16, 2015 as a corporation company under the General Corporation Laws of Delaware. Its corporate identification number is 4319248. Its registered office is located at 2627 Hanover ST, Palo Alto, CA 94304, USA.

Nature of business

Intact Therapeutics Inc is authorized to engage in the business of *inter alia* pharmaceutical product development.

Capital structure

Authorised share capital	Aggregate nominal value ($)
10,000,000 common stock of $ 0.001 each	10,000
3,076,333 authorised preferred stock (series seed) of $ 0.001 each	3,076
423,667 authorised preferred stock (series seed 1) of $ 0.001 each	424

Issued share capital	Aggregate nominal value ($)
4,193,318 common stock of $ 0.001 each	4,193
2,936,265 issued preferred stock (series seed) of $ 0.001 each	2,936
423,667 issued preferred stock (series seed 1) of $ 0.001 each	424

Shareholding pattern

As of the date of this Draft Red Herring Prospectus, the shareholding pattern of Intact Therapeutics Inc is as follows:

S. No.	Name of the shareholder	Number of shares of face value $ 0.001 each held	Percentage of the total equity shareholding (%)
Common stock			
1.	Fakhari, PhD, Amir	7,410	0.10%
2.	Habtezion, Aida	10,500	0.14%
3.	Johnson, PhD, Lorin	80,000	1.06%
4.	Kennedy, Michael	60,000	0.79%
5.	Nguyen, Linh Phuong	17,708	0.23%
6.	Pamnani, Ravinder	1,174,500	15.55%
7.	Rajadas, Jayakumar	10,500	0.14%
8.	Sinha, Sidhartha	2,726,500	36.10%
9.	The Board of Trustees of the Leland Stanford Junior University (PVF)	106,200	1.41%
Total (A)		**4,193,318**	
Series seed preferred stock			
1.	Encube Ethicals, Inc	2,021,052	26.76%
2.	Johnson, PhD, Lorin	65,789	0.87%
3.	Ku, Augustin	131,578	1.74%
4.	Seres, David	65,789	0.87%
5.	The Board of Trustees of the Leland Stanford Junior University (PVF)	342,572	4.54%
6.	Thomas H. Layton Separate Property Revocable Trust	131,578	1.74%
7.	YC Holdings II, LLC	177,907	2.36%
Total (B)		**2,936,265**	
Series seed 1 preferred stock			
1.	YC Holdings II, LLC	423,667	5.61%
Total (C)		**423,667**	
Total (A + B + C)		**7,553,250**	**100%**

Financial information

(₹ in million, unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net worth	33	(14)	(12)
Total income	70	32	51
Total borrowings	-	-	-
Profit/ (loss) after tax	24	(18)	(12)
Net asset value (in ₹)	8	(3)	(3)

Joint ventures

As of the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiaries or of our Associate, which are not accounted for by our Company in the Restated Consolidated Financial Information.

Common pursuits

As on the date of this Draft Red Herring Prospectus, our Subsidiaries are authorised by their constitutional documents to engage in the same line of business as that of our Company and accordingly, there are certain common pursuits amongst our Subsidiaries, and our Company. However, there is no conflict of interest with our Subsidiaries since our businesses are synergistic. Our Company will adopt necessary procedures and practices as permitted by law to address any situations of conflict of interest, if and when they arise.

Further, there are no common pursuits between our Company and our Associate.

Business interests in our Company

As on the date of this Draft Red Herring Prospectus, except in the ordinary course of business and other than the transactions disclosed in in "*Our Business*" and "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 33A – Related party transactions*" on pages 224 and 349, none of our Subsidiaries and Associate have any business interest in our Company.

Details of guarantees given to third parties by the Promoter offering the Equity Shares in Offer

As on the date of this Draft Red Herring Prospectus, our Promoter Selling Shareholder has not provided any guarantees to third parties on behalf of our Company.

Other confirmations

The equity shares of our Subsidiaries and our Associate are not listed on any stock exchanges in India or abroad. Further, neither have the Subsidiaries or our Associate been refused listing in the last ten years by any stock exchange in India or abroad, nor have our Subsidiaries or our Associate failed to meet the listing requirements of any stock exchange in India or abroad.

Conflict of interest

There is no conflict of interest between the suppliers of raw materials and third party service providers of our Company (crucial for operations of our Company) and our Subsidiaries and its directors.

There is no conflict of interest between the lessors of the immovable properties of our Company (crucial for operations of our Company) and our Subsidiaries and its directors.

Board of Directors

In terms of the Articles of Association, our Company is required to have a minimum of three directors and may exceed a maximum of 15 directors, only on receipt of sanction from the members of our Company by way of a special resolution. As on the date of this Draft Red Herring Prospectus, our Company has six Directors on our Board, comprising two Executive Directors, one Non-Executive Director and three Independent Directors (including one woman Independent Director). The Chairman and Managing Director of our Board, Mehul Madhusudan Shah, is an Executive Director.

Our Board

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

Name, designation, period of directorship, term, address, occupation, date of birth, age and DIN	Other directorships
Mehul Madhusudan Shah **Designation**: Chairman and Managing Director **Period of directorship**: Director since September 7, 1995 **Term**: Five years with effect from July 1, 2026, liable to retire by rotation **Address**: 901, 9 Floor, Ciroc, Plot No 4, Hatkesh CHSL, JVPD opposite Joggers Park, Vile Parle (West), Mumbai 400 056 Maharashtra, India **Occupation**: Business **Date of birth**: July 21, 1966 **Age**: 60 **DIN**: 00312359	***Indian companies:*** *Private limited companies* • Confira Laboratories Private Limited • Ciens Investment Advisory Services Private Limited • Relief Pharmaceuticals Private Limited ***Foreign companies*:** • Enzen Therapeutics Inc • Intact Therapeutics Inc • Tioga Research Inc
Pratik Haresh Kamani **Designation**: Executive Director and Chief Executive Officer **Period of directorship**: Director since April 29, 2026 **Term**: Five years with effect from April 29, 2026, liable to retire by rotation **Address**: Flat B406, Skyvistas C.H.S L.T.D, DN Nagar, Andheri (West), Mumbai 400 053, Maharashtra, India **Occupation**: Service **Date of birth**: April 29, 1988 **Age**: 38 **DIN**: 11681818	***Indian companies:*** Nil ***Foreign companies*:** • Enzen Therapeutics Inc • Encube Ethicals Inc • Tioga Research Inc
Dr. Amit Varma[*] **Designation**: Non-Executive Director **Period of directorship**: Since June 28, 2021 **Term**: With effect from June 28, 2021, not liable to retire by rotation[^] **Address**: Vimaakr Estate Gate number – 7/1, Awas Dhokawade-1, Ranjanpada, Alibag 402 201, Raigad, Maharashtra, India **Occupation**: Healthcare professional **Date of birth**: September 15, 1968	***Indian companies:*** *Private limited companies* • Asian Institute of Gastroenterology Private Limited • Healthquad Advisors Private Limited • Healthquad Capital Advisors Private Limited • IBOF Investment Management Private Limited • Maxivision Eye Hospitals Private Limited • Quadria Capital Advisors Private Limited *Public unlisted company* • Aragen Life Sciences Limited ***Foreign companies*:**

Name, designation, period of directorship, term, address, occupation, date of birth, age and DIN	Other directorships
Age: 57 **DIN**: 02241746	• Abio Orthopaedics Sdn. Bhd. (Malaysia) • ANA Limited • ANA III Limited • Far East Medical HK Limited • First Ortho Investment Holdings Pte. Ltd. • Neam Holdings Pte. Ltd. • Nile Investment Holdings Pte. Ltd. • Pharmora Investment Holdings Pte. Ltd. • Quadria Capital Fund II GP • Quadria Capital Fund III GP • Quadria Capital Fund II Holdings Pte. Ltd. • Quadria Capital GP • Quadria Capital Investment Management Pte. Ltd. • Quadria Capital Management Company • Quadria Capital Management Company II • Quadria Capital Opportunities III • Quadria Capital Partners Holdings Ltd. • Quadria Healthcare GCC Consulting Ltd • Straits Apex Sdn Bhd • Straits Orthopaedics (Mfg) Sdn. Bhd • Tam Tri Medical Joint Stock Company
Pallavi Pratap Gokhale **Designation**: Independent Director **Period of directorship**: Since May 22, 2026 **Term**: Five years with effect from May 22, 2026 **Address**: Flat 602, Silver Leaf Apartments, Gokhale Road, Model Colony, Shivaji Nagar, Pune 411 016, Maharashtra, India **Occupation**: Service **Date of birth**: October 22, 1971 **Age**: 54 **DIN**: 00036369	***Indian companies:*** *Private limited company* • K Drive Mobility Solutions Private Limited *Equity listed public companies* • Atul Products Limited • Clean Science and Technology Limited • Kirloskar Industries Limited • Kirloskar Ferrous Industries Limited • SH Kelkar and Company Limited *Section 8 company under the Companies act* • Gokhale Charity Foundation ***Foreign companies*:** Nil
Sudarshan Jain **Designation**: Independent Director **Period of directorship**: Since May 22, 2026 **Term**: Five years with effect from May 22, 2026 **Address**: 106, 1st Floor, Building No.2, Oberoi splendor, Grande Road No. JVLR, Jogeshwari East, Andheri, Mumbai 400 060, Maharashtra, India **Occupation**: Service **Date of birth**: June 6, 1955 **Age**: 71 **DIN**: 00927487	***Indian companies:*** *Equity listed public company* • Abbott India Limited ***Foreign companies*:** • Sunshine Holdings PLC
Manoj Kumar **Designation**: Independent Director	***Indian companies:*** Nil

Name, designation, period of directorship, term, address, occupation, date of birth, age and DIN	Other directorships
Period of directorship: Since July 13, 2026 **Term**: Five years with effect from July 13, 2026 **Address**: 906A, The Aralias, DLF Golf Links, DLF Phase 5, Gurgaon 122 022, Haryana, India **Occupation**: Management consultant **Date of birth**: September 26, 1962 **Age**: 63 **DIN**: 07177262	***Foreign companies*:** Nil

[*]Nominee of Frontier Investment Holdings Pte. Ltd.

[^]Dr. Amit Varma's term will be subject to the approval by our Shareholders at such intervals as required under Regulation 17(1D) of the SEBI Listing Regulations.

Brief biographies of our Directors

Mehul Madhusudan Shah, aged 60 years, is the Founder, Promoter, Chairman and Managing Director of our Company. He has served on the Board of our Company since its incorporation on September 7, 1995. He is responsible for providing strategic leadership and overall direction to our Company, overseeing corporate governance, guiding its long-term strategy, fostering a culture aligned with the Company's values, and overseeing its business and operations. He has passed the examination for a bachelor's degree in pharmacy from the University of Bombay. He has over 39 years of experience in the pharmaceutical sector. He currently serves as the vice president (western region) of the Indian Drugs and Manufacturers Association and is a trustee of the Foundation for Liberal and Management Education Society (FLAME).

Pratik Haresh Kamani, aged 38 years, is the Executive Director and the Chief Executive Officer of our Company. He is responsible for leading the overall business and operations of our Company, executing its strategic priorities, driving business growth and operational excellence, strengthening organizational capabilities, and overseeing the execution of key strategic and commercial initiatives. He holds a bachelor's degree in pharmacy and a master's degree in business administration, with a specialization in pharmaceutical technology, each from Narsee Monjee Institute of Management Studies. In the past, he was associated with as a senior manager (commercial) at Shalina Laboratories Private Limited. He has approximately 15 years of experience in the pharmaceutical sector.

Dr. Amit Varma, aged 57 years**,** is a Non-Executive Director[^] of our Company. He holds a bachelor's degree in medicine and surgery from the University College of Medical Sciences, University of Delhi, and has passed the examination of Educational Commission for Foreign Medical Graduates. He holds an unrestricted license to practice as a medical physician and surgeon in the Commonwealth of Pennsylvania. He was also certified as a diplomate of the American Board of Pediatrics from 1996 to 2003. He has over 25 years of experience in the healthcare sector. He has previously served as a resident in pediatrics at Stony Brook University Hospital, State University of New York, a clinical fellow in neonatal-perinatal medicine at Magee-Women Hospital, University of Pittsburgh School of Medicine and Hospitals of the University Health Center of Pittsburgh, a director of critical care medicine at Narayana Institute of Cardiac, Bangalore and a director of critical care medicine at Fortis Healthcare Limited. He is currently also associated as a director with Asian Institute of Gastroenterology Private Limited, Healthquad Advisors Private Limited, Quadria Capital Advisors Private Limited and Aragen Life Sciences Limited among others.

Pallavi Pratap Gokhale, aged 54 years, is an Independent Director of our Company. She holds a bachelor's degree in commerce from the University of Poona, and has passed the final examination of the Institute of Cost and Works Accountants of India. She is an associate member of the Institute of Chartered Accountants of India. She has over 18 years of experience in the finance and accounting sector. She has previously served as a partner at Ernst and Young LLP, India and as a general manager (finance) at Sandvik Asia Private Limited. She is currently also associated as a director with Kirloskar Industries Limited, Kirloskar Ferrous Industries Limited, Clean Science and Technology Limited, SH Kelkar and Company Limited, Atul Products Limited and K Drive Mobility Solutions Private Limited.

Sudarshan Jain, aged 71 years, is an Independent Director of our Company. He holds a bachelor's degree in science (physics) from University of Delhi and a post graduate diploma in management from Indian Institute of Management, Ahmedabad. He has over 27 years of experience in the pharmaceutical sector. He has previously served as the chairman of Life Sciences Sector Skill Development Council, the managing director of Abbott Healthcare Private Limited, the marketing planning manager at Boots Company (India) Limited and as group product manager-ortho diagnostic systems at Ethnor Limited. He is currently also associated as a director with Abbott India Limited and Sunshine Holdings PLC, as an advisor with EQT AB, a member of the India Generic and Biosimilar Medicines Association, Drugs Technical Advisory Board, Biotechnology Industry Research Assistance Council's BIG Advisory Committee and secretary general of the Indian Pharmaceutical Alliance.

Manoj Kumar, aged 63 years, is an Independent Director of our Company. He holds a bachelor's degree in engineering with distinction in electrical technology and electronics from Indian Institute of Science, Bangalore, a post-graduate graduate diploma in

management from Indian Institute of Management, Ahmedabad and a master's degree in business administration with high honors from the University of Chicago. He has over 10 years of experience in the consumer healthcare sector in India. He has previously served as the area general manager, India sub-continent at GlaxoSmithKline Consumer Healthcare Limited. He is currently a partner with the Val-More Action Advisory LLP and Shafi Naturcure LLP.

^ *Nominee of Frontier Investment Holdings Pte. Ltd.*

Relationship between our Directors, Key Managerial Personnel and members of Senior Management

Except for Mansi Harses Kampani, our Chief Human Resources Officer who is the daughter of Mehul Madhusudan Shah, our Chairman and Managing Director, none of our Directors are related to each other or to any of our Key Managerial Personnel and members of Senior Management.

Arrangements or understandings with major shareholders, customers, suppliers or others

Except for Dr. Amit Varma, who has been appointed as a nominee director of Frontier Investment Holdings Pte. Ltd. pursuant to terms of the Shareholders' Agreement, none of our Directors have been presently appointed pursuant to any arrangement or understanding with our Shareholders, customers, suppliers or others. For further details in relation to the Shareholders' Agreement, see "*History and Certain Corporate Matters – Shareholders' agreements and other material agreements*", on page 270.

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any of the stock exchange during the term of their directorship in such company.

None of our Directors have been declared as Wilful Defaulters nor as Fraudulent Borrowers.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as members by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

Terms of appointment of our Directors

Appointment and remuneration details of our Executive Directors

Mehul Madhusudan Shah

Mehul Madhusudan Shah is the Promoter, Chairman and Managing Director of our Company. He has been a Director of our Company since September 7, 1995. Further, he has been the Managing Director of our Company since July 15, 2016. Pursuant to resolutions passed by our Board on June 30, 2026, and by our Shareholders on July 6, 2026, he has been reappointed as the Managing Director of our Company for a period of five years with effect from July 1, 2026.

The details of his remuneration, as approved by our Nomination and Remuneration Committee on June 30, 2026, our Board on June 30, 2026 and by our Shareholders on July 6, 2026, and in terms of the employment agreement dated July 6, 2026, are set forth below:

Sr. No.	Category	Particulars
1.	Remuneration	₹ 24 million per annum

Pratik Haresh Kamani

Pratik Haresh Kamani has been appointed as the Executive Director and Chief Executive Officer of our Company for a period of five years with effect from April 29, 2026, pursuant to resolutions passed by our Board on April 29, 2026 and June 30, 2026, and by our Shareholders on April 29, 2026 and July 6, 2026.

The details of his remuneration, as approved by our Nomination and Remuneration Committee on June 30, 2026, our Board on June 30, 2026 and by our Shareholders on July 6, 2026, are set forth below:

(₹ in million)

Sr. No.	Category	Particulars
1.	Remuneration	₹ 32 million per annum

Further, in terms of the employment agreement dated April 29, 2026, remuneration may include (a) salary and allowances; (b) performance based incentives or bonuses; (c) long-term incentives in terms of ESOPs; (d) reimbursement of business-related expenses; (e) retirement and welfare benefit; and (f) such other benefits as may be approved by our Company from time to time.

Remuneration payable to our Non-Executive Director[*] and Independent Directors

Pursuant to the (i) Board resolution dated May 22, 2026, our Independent Directors namely Pallavi Pratap Gokhale and Sudarshan Jain and (ii) Board resolution dated July 13, 2026, our Independent Director namely Manoj Kumar, are entitled to a sitting fee upto a maximum of ₹ 100,000 and commission for attending meetings of our Board or any committees of our Board as per the terms of the appointment letters and as determined by our Board from time to time.

Our Non-Executive Director[*] is not entitled to receive any remuneration.

[*]*Nominee of Frontier Investment Holdings Pte. Ltd.*

Remuneration paid to our Directors

The remuneration paid to our Directors in Financial Year 2026 is as follows:

Remuneration paid to our Executive Directors

The details of the remuneration paid to our Executive Directors in Financial Year 2026 is as follows:

(₹ in million)

Sr. No	Name of the Director	Remuneration*
1.	Mehul Madhusudan Shah	24
2.	Pratik Haresh Kamani	Nil[^]

[^]Pratik Haresh Kamani was appointed as the Executive Director on the Board and the Chief Executive Officer of our Company with effect from April 29, 2026. For the financial year ended March 31, 2026, he received a remuneration of ₹ 23 million in his capacity as chief business officer of our Company.
** This includes the variable pay component paid during Fiscal 2026, which relates to compensation earned for Fiscal 2025 performance.*

Remuneration paid to our Non-Executive Director[*] and Independent Directors

Our Non-Executive Director[*], Dr. Amit Varma has not been paid any remuneration by our Company during the Financial Year 2026.

Our Independent Directors, namely Pallavi Pratap Gokhale, Sudarshan Jain and Manoj Kumar were appointed during Financial Year 2027, and accordingly, no sitting fees or commission has been paid to our Independent Directors by our Company during the Financial Year 2026.

[*]*Nominee of Frontier Investment Holdings Pte Ltd.*

Remuneration paid or payable to our Directors by our Subsidiaries or our Associate

None of our Directors have been paid any remuneration by our Subsidiaries or our Associate during the Financial Year 2026.

Contingent or deferred compensation paid or payable to our Directors by our Company or our Subsidiaries or our Associate

There is no contingent compensation accrued for Financial Year 2026 which is payable to any of our Directors by our Company, Subsidiaries or our Associate.

There is no deferred compensation accrued for Financial Year 2026 which is payable to any of our Directors by our Company, Subsidiaries or our Associate.

Service contracts with Directors

None of our Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Bonus or profit-sharing plan of the Directors

None of our Directors are entitled to any bonus or profit-sharing plans of our Company, excluding performance based incentives or bonuses which may be provided to our Executive Director, Pratik Haresh Kamani. For further details see *"- Appointment and remuneration details of our Executive Directors"* on page 280.

Shareholding of our Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Except as disclosed below, none of our Directors hold any Equity Shares in our Company as on the date of this Draft Red Herring

Prospectus:

Name of the Director	No. of Equity Shares of face value ₹1 each	Employee stock options granted	% of pre-Offer Equity Share capital on a fully diluted basis (%)**	% of post-Offer Equity Share capital on a fully diluted basis (%)**^
Mehul Madhusudan Shah	186,476,100	NA	61.15	[●]
Pratik Haresh Kamani	Nil	1,000,000	-	[●]
Total	**186,476,100**	**1,000,000**	**61.15**	**[●]**

^ *Subject to finalisation of the Offer Price and Basis of Allotment.*

***Calculated assuming allotment of Equity shares pursuant to exercise of all outstanding options vested under the ESOP 2020.*

Shareholding of Directors in our Subsidiaries

Except as disclosed below, none of our Directors hold any shares, in our Subsidiaries, as on the date of this Draft Red Herring Prospectus:

S. No.	Name of Director	Name of the Subsidiary	Number of equity shares	Face value per share ($)	Percentage of shareholding in the Subsidiary (%)
1.	Pratik Haresh Kamani	Enzen Therapeutics Inc	100,000	0.00009	2.06

Interests of Directors

Our Directors may be deemed to be interested to the extent of the remuneration (including sitting fees, as applicable, for meetings of our Board or committee thereof) and reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and their terms of appointment, and to the extent of remuneration paid to them for services rendered as an officer or employee or director of our Company. For further details, see "*– Terms of appointment of our Directors*" on page 280.

Our Directors may be interested to the extent of Equity Shares and employee stock options, if any, held by them in our Company, equity shares held by them in our Subsidiaries and Equity Shares held by their relatives (together with other distributions in respect of Equity Shares), or held by the entities in which they are associated as partners, promoters, directors, proprietors, members or trustees, 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 and any dividend and other distributions payable in respect of such Equity Shares. For further details regarding the shareholding of our Directors, see "*– Shareholding of our Directors in our Company"* and see "*– Shareholding of our Directors in our Subsidiaries"* on page 281 and 282 respectively.

Our Chairman and Managing Director, Mehul Madhusudan Shah is interested in the properties licensed by him to our Company, as described in "*Our Promoter and Promoter Group – Interests of our Promoter in property of our Company*" and "*Risk Factors – Our Promoter, members of the Promoter Group, Directors, Key Managerial Personnel and Senior Management have interests in our Company other than reimbursement of expenses incurred and normal remuneration or benefits.*" on pages 295 and 57 respectively. Apart from interest of our Chairman and Managing Director, Mehul Madhusudan Shah in certain such properties licensed to our Company, there is no conflict of interest between the lessors of the immovable properties of our Company (crucial for operations of our Company) and our Directors.

(i) Our Chairman and Managing Director, Mehul Madhusudan Shah is a director and shareholder in Confira Laboratories Private Limited; and (ii) our Executive Director and Chief Executive Officer, Pratik Haresh Kamani is a shareholder in Confira Laboratories Private Limited, one of our Group Companies and may accordingly be interested in the transactions entered between our Company and Confira Laboratories Private Limited. Pursuant to a tri-partite agreement dated July 5, 2024, read with amendment agreements dated February 4, 2025, and February 24, 2026, entered into among our Company, Confira Laboratories Private Limited and one of our customers, our Company supplies products to Confira Laboratories Private Limited, which in turn supplies products to the aforementioned customer. For further details, see "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 33A – Related party transactions*" on page 349.

There is no conflict of interest between the suppliers of raw materials and third party service providers of our Company (crucial for operations of our Company) and our Directors.

No loans have been availed by our Directors from our Company or our Subsidiaries.

Except as stated in "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 33A – Related party transactions*" on page 349, no amount or benefit has been paid or given within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given to any of our Directors.

Interest in property

None of our Directors have any interest in any property acquired in the three years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

However, our Chairman and Managing Director, Mehul Madhusudan Shah is interested to the extent of the rental income received by him for the properties licensed by him to our Company. For further details, see "*Our Promoter and Promoter Group – Interests of our Promoter in property of our Company*" and "*Restated Consolidated Financial Information- Note- – Note 33A – Related party transactions*" on pages 295 and 349 respectively.

Further, our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Interest in promotion or formation of our Company

Except for Mehul Madhusudan Shah who is the Promoter of our Company, none of our Directors have any interests in the promotion or formation of our Company, as on the date of this Draft Red Herring Prospectus.

For details on interest of our Promoter who is a Director, see "*Our Promoter and Promoter Group*" on page 295.

Changes in our Board in the last three years

Details of the changes in our Board in the last three years are set forth below:

Name	Date of change	Reason for change in Board
Manoj Kumar	July 13, 2026	Appointment as an Independent Director
Mehul Madhusudan Shah	July 1, 2026	Appointment as the Chairman
Sudarshan Jain	May 22, 2026	Appointment as an Independent Director
Pallavi Pratap Gokhale	May 22, 2026	Appointment as an Independent Director
Pratik Haresh Kamani	April 29, 2026	Appointment as an Executive Director
Jinaraja Poojary	April 29, 2026	Resignation as a director due to personal reasons
Himanshu Gandhi	April 13, 2026	Resignation as a director due to personal reasons
Madhusudan Shah	April 13, 2026	Resignation as a director due to advancing age
Nilesh Maniar	April 13, 2026	Resignation as a director due to professional commitments
Jinaraja Poojary	November 26, 2025	Appointment as an executive director

Note: This table does not include details of regularization of additional directors and re-appointment of directors

Borrowing powers of Board

In accordance with the provisions of our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a resolution passed by our Board in its meeting held on July 13, 2026, and a resolution passed by our Shareholders at their meeting held on July 15, 2026, our Board is authorised to borrow any sum or sums of money, from time to time, at their discretion for the purpose of the business of our Company, from any one or more banks, financial institutions, mutual funds and other persons, firms, bodies corporate or by way of loans or credit facilities (fund based or non-fund based) or by issue of bonds on such terms and conditions and with or without security as our Board may think fit, which together with the monies already borrowed by our Company (apart from the temporary loans obtained from the bankers of our Company in the ordinary course of business) and being borrowed by our Board at any time may exceed, for the time being, the aggregate paid-up capital of our Company, the securities premium and the free reserves (reserves not set apart for any specific purpose) provided that the aggregate borrowings at any time shall not exceed ₹100,000 million.

Corporate governance

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon listing of our Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the SEBI Listing Regulations, the Companies Act and other applicable regulations, to the extent applicable in respect of corporate governance including the constitution of our Board and Committees thereof.

As on the date of this Draft Red Herring Prospectus, our Company has six Directors on our Board, comprising two Executive Directors, one Non-Executive Director and three Independent Directors (including one woman Independent Director). The Chairman and Managing Director of our Board, Mehul Madhusudan Shah, is an Executive Director.

In compliance with Section 152 of the Companies Act, not less than two-thirds of the Directors (excluding Independent Directors) are liable to retire by rotation. Further, in terms of SEBI Listing Regulations, Sudarshan Jain, Independent Director on our Board has been appointed as a director on the board of Encube Ethicals Inc, our Material Subsidiary.

Committees of the Board

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute Committees for various functions.

Details of the Committees as on the date of this Draft Red Herring Prospectus are set forth below:

Audit Committee

The members of the Audit Committee are:

S. No.	Name	Designation	Committee designation
1.	Pallavi Pratap Gokhale	Independent Director	Chairperson
2.	Sudarshan Jain	Independent Director	Member
3.	Pratik Haresh Kamani	Executive Director and Chief Executive Officer	Member

The Audit Committee was constituted pursuant to the resolution dated February 28, 2017, passed by our Board and was last reconstituted, pursuant to the resolution passed by our Board on May 22, 2026. The scope and functions of the Audit Committee is in accordance with the Companies Act and SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated May 22, 2026, passed by our Board are set forth below:

(a) oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
(b) recommendation for appointment, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor of the Company and the fixation of audit fee;
(c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
(d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  i. 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;
  ii. changes, if any, in accounting policies and practices and reasons for the same;
  iii. major accounting entries involving estimates based on the exercise of judgment by management;
  iv. significant adjustments made in the financial statements arising out of audit findings;
  v. compliance with listing and other legal requirements relating to financial statements;
  vi. disclosure of any related party transactions; and
  vii. modified opinion(s) in the draft audit report.
(e) reviewing, with the management, the quarterly, half yearly and annual financial statements before submission to the Board for approval;
(f) 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 issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
(g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
(h) approval or 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;
(i) scrutiny of inter-corporate loans and investments;
(j) valuation of undertakings or assets of the Company, wherever it is necessary;
(k) evaluation of internal financial controls and risk management systems;
(l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
(m) 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;
(n) discussion with internal auditors of any significant findings and follow up there on;
(o) 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;
(p) 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;
(q) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
(r) to review the functioning of the whistle blower mechanism;
(s) the vigil mechanism established by the Company, with the chairperson 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;

(t) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
(u) identification of list of key performance indicators and related disclosures in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"), for the purpose of the Company's proposed initial public offering;
(v) carrying out any other function as is mentioned in the terms of reference of the audit committee or as required as per the provisions of the SEBI Listing Regulations, the SEBI ICDR Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties;
(w) reviewing the utilization of loans and/ or advances from/investment by the Company in its subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
(x) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
(y) monitoring the end use of funds raised through public offers and related matters;
(z) reviewing compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended and verifying that the systems for internal control are adequate and are operating effectively;
(aa) carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, SEBI ICDR Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties; and
(bb) to carry out such other functions as may be specifically referred to the Audit Committee by the Board and/or other committees of directors of the Company.

The Audit Committee shall mandatorily review the following information:

(a) management discussion and analysis of financial condition and results of operations;
(b) management letters / letters of internal control weaknesses issued by the statutory auditors;
(c) internal audit reports relating to internal control weaknesses; and
(d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
(e) statement of deviations:
    i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations, as amended.
    ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations, as amended.
(f) Such information as may be prescribed under the Companies Act, and the rules thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended.
(g) To review the financial statements, in particular, the investments made by an unlisted subsidiary.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

S. No.	Name	Designation	Committee designation
1.	Sudarshan Jain	Independent Director	Chairperson
2.	Pallavi Pratap Gokhale	Independent Director	Member
3.	Dr. Amit Varma^	Non-Executive Director	Member
4.	Manoj Kumar	Independent Director	Member

^ *Nominee of Frontier Investment Holdings Pte. Ltd.*

The Nomination and Remuneration Committee was constituted pursuant to the resolution dated May 22, 2026, passed by our Board and was last reconstituted, pursuant to the resolution passed by our Board on July 13, 2026. The scope and functions of the Nomination and Remuneration Committee is in accordance with the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated May 22, 2026 passed by our Board include the following:

(a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company ("**Board**") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**"). The Nomination and Remuneration Committee, while formulating the Remuneration policy, should ensure that:
    (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the

quality required to run our Company successfully;
(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
(iii) 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.

(b) for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
(i) use the services of any external agencies, if required;
(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
(iii) consider the time commitments of the candidates.
(c) formulation of criteria for evaluation of performance of independent directors and the Board;
(d) devising a policy on Board diversity;
(e) identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
(f) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
(g) recommend to the Board, all remuneration, in whatever form, payable to senior management; and
(h) carrying out any other activities as may be delegated by the Board and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Nomination and Remuneration Committee shall perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

(a) administering the employee stock option plans of the Company, as may be required;
(b) determining the eligibility of employees to participate under the employee stock option plans of the Company;
(c) granting options to eligible employees and determining the date of grant;
(d) determining the number of options to be granted to an employee;
(e) determining the exercise price under the employee stock option plans of the Company; and
(f) construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.
(g) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
i. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
ii. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

S. No.	Name	Designation	Committee designation
1.	Manoj Kumar	Independent Director	Chairperson
2.	Sudarshan Jain	Independent Director	Member
3.	Pratik Haresh Kamani	Executive Director and Chief Executive Officer	Member

The Stakeholders' Relationship Committee was constituted pursuant to the resolution dated July 13, 2026, passed by our Board. The scope and functions of the Stakeholders' Relationship Committee is in accordance with the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated July 13, 2026 passed by our Board include the following:

(a) resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends;
(b) issue of new/duplicate certificates, general meetings etc.;
(c) review of measures taken for effective exercise of voting rights by shareholders;

(d) review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent;
(e) review of the various measures and initiatives taken 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
(f) carrying out any other functions required to be carried out by the Stakeholders Relationship Committee as contained in the Companies Act, SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Risk Management Committee

The members of the Risk Management Committee are:

S. No.	Name	Designation	Committee designation
1.	Pallavi Pratap Gokhale	Independent Director	Chairperson
2.	Manoj Kumar	Independent Director	Member
3.	Pratik Haresh Kamani	Executive Director and Chief Executive Officer	Member

The Risk Management Committee was constituted pursuant to the resolution dated July 13, 2026, passed by our Board. The scope and functions of the Risk Management Committee is in accordance with the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated July 13, 2026 passed by our Board include the following:

(a) to formulate a detailed risk management policy which shall include:

  (i) a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
  (ii) measures for risk mitigation including systems and processes for internal control of identified risks; and
  (iii) business continuity plan.
(b) to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
(c) to monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
(d) to periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
(e) to keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
(f) the appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee; and
(g) any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

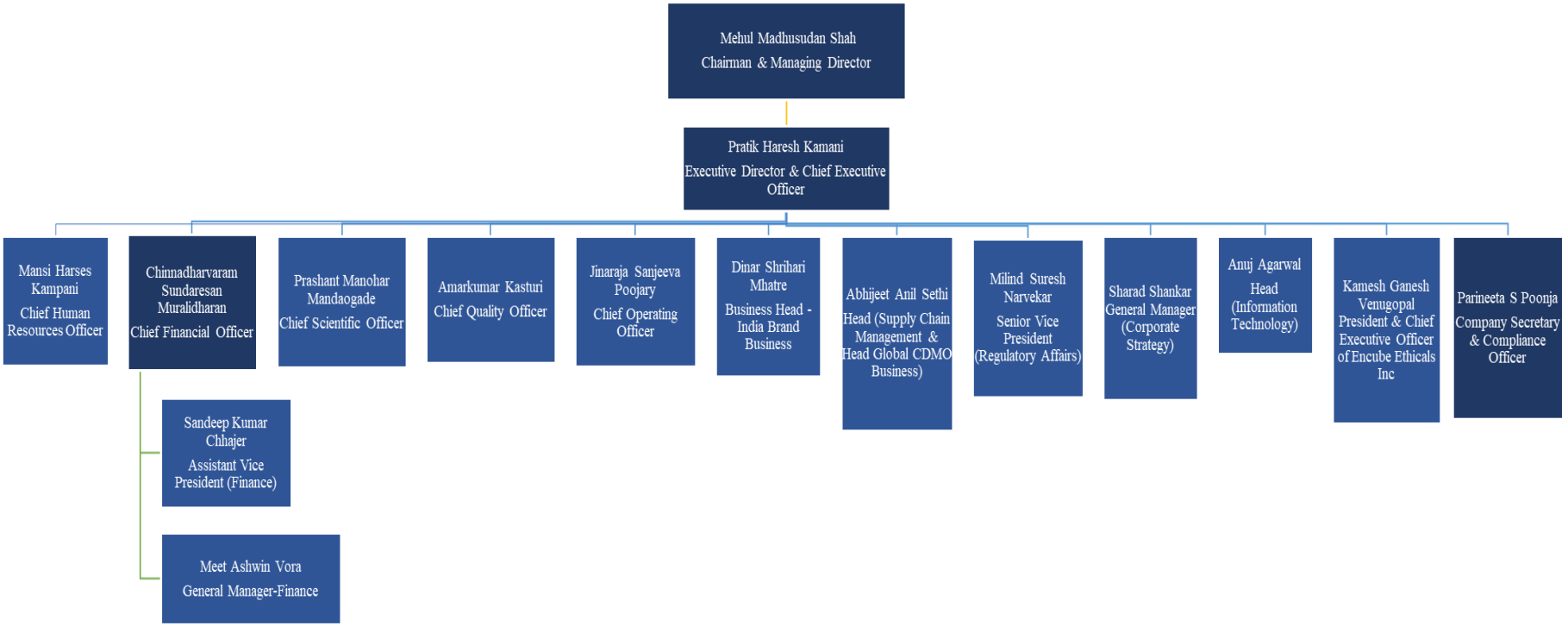
S. No.	Name	Designation	Committee designation
1.	Sudarshan Jain	Independent Director	Chairperson
2.	Mehul Madhusudan Shah	Chairman and Managing Director	Member
3.	Pratik Haresh Kamani	Executive Director and Chief Executive Officer	Member

The Corporate Social Responsibility Committee was constituted pursuant to the resolution dated July 8, 2014, passed by our Board, and was last reconstituted, pursuant to the resolution passed by our Board on June 30, 2026. The scope and functions of the Corporate Social Responsibility Committee is in accordance with the Companies Act and its terms of reference as stipulated pursuant to a resolution dated June 30, 2026 passed by our Board include the following:

(a) 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;
(b) review and recommend the amount of expenditure (such expenditure being made as per applicable law) to be incurred on the activities referred to in point (a);
(c) identify corporate social responsibility policy partners and corporate social responsibility policy programs;
(d) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(e) The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:
    (i) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act.
    (ii) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;
    (iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
    (iv) monitoring and reporting mechanism for the projects or programmes; and
    (v) details of need and impact assessment, if any, for the projects undertaken by the Company
(f) Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect;
(g) monitor the corporate social responsibility policy of the Company and its implementation from time to time; and
(h) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

Management Organization Chart



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Mehul Madhusudan Shah, our Chairman and Managing Director and Pratik Haresh Kamani, our Executive Director and Chief Executive Officer whose details are provided in "- *Brief Biographies of our Directors*" on page 279, the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

Chinnadharavaram Sundaresan Muralidharan is the Chief Financial Officer of our Company. He has been associated with our Company since April 6, 2026. He is responsible for financial strategy and planning in our Company. He holds a bachelor's degree in commerce from Nagpur University and a master's degree in commerce from Nagpur University. He is an associate member of the Institute of Cost and Works Accountants of India. He has over 39 years of experience in the energy and pharmaceutical sectors. Before his association with our Company, he has previously served as a chief financial officer at Sun Pharmaceutical Industries Limited, as a country chief financial officer at Watson Pharma Private Limited, as a managing director at Watson Pharma Private Limited, as a vice president (business finance) at Lupin Laboratories Limited, as a senior vice president (corporate finance) at Matrix Laboratories Limited and as a general manager (finance) at Ranbaxy Laboratories Limited among others. Since he joined our company in Financial Year 2027, no remuneration was paid to him in Financial Year 2026 by our Company.

Parineeta S Poonja is the Company Secretary and Compliance Officer of our Company. She has been associated with our Company since April 3, 2023. She is responsible for overseeing corporate secretarial functions in our Company. She has passed the final examination for a bachelor's degree in law from the University of Mumbai. She is an associate member of the Indian Institute of the Company Secretaries of India. She has approximately 11 years of experience across corporate secretarial functions. Before her association with our Company, she has previously served as a company secretary at Rawmin Mining and Industries Private Limited and as a practising company secretary at MYSP & Associates LLP. The remuneration paid to her in Financial Year 2026 by our Company was ₹ 1 million.*

Members of the Senior Management

In addition to Chinnadharavaram Sundaresan Muralidharan, the Chief Financial Officer of our Company, and Parineeta S Poonja, the Company Secretary and Compliance Officer of our Company, whose details are provided in "– *Key Managerial Personnel*" on page 290, the details of our Senior Management, as on the date of this Draft Red Herring Prospectus, are as set forth below:

Mansi Harses Kampani is the Chief Human Resources Officer of our Company. She has been associated with our Company since November 16, 2020. She is responsible for leading human resources strategy, including talent management and other human resources functions in our Company. She holds a bachelor's degree in business administration from SVKM's Narsee Monjee Institute of Management Studies and a postgraduate certificate in human resource management and organisational analysis from King's College London. She has approximately seven years of experience in human resources management. Prior to her association with our Company, she has served as a data analyst at Mercer Consulting (India) Private Limited. The remuneration paid to her in Financial Year 2026 by our Company was ₹ 7 million. *

Prashant Manohar Mandaogade is the Chief Scientific Officer of our Company. He has been associated with our Company since November 17, 2025. He is responsible for leading scientific strategy, including research and development functions in our Company. He holds a bachelor's degree in pharmacy from Nagpur University, a master's degree in pharmacy from Nagpur University and a doctor of philosophy from Faculty of Medicine, Nagpur University. He has experience of over 25 years in the pharmaceutical sector. Prior to his association with our Company, he has previously served as a senior vice president at Ajanta Pharma Limited, as a vice president at Alkem Laboratories Limited and as a general manager (formulation development) at Watson Pharma Private Limited, among others. The remuneration paid to him in Financial Year 2026 by our Company was ₹11 million.

Amarkumar Kasturi is the Chief Quality Officer of our Company. He has been associated with our Company since March 5, 2020. He is responsible for overseeing quality assurance and control functions in our Company. He holds a bachelor's degree in science from Faculty of Physical Sciences, Nagarjuna University, a master's degree in science (chemistry) from Kuvempu University, has completed a master's program in business administration (health care management) from Indian School of Business Management and Administration and holds a doctor of philosophy in chemistry in Faculty of Science from Pacific Academy of Higher Education and Research University, Udaipur. He has experience of over 18 years in the pharmaceutical sector. Prior to his association with our Company, he has previously served as an assistant vice president at Macleod Pharmaceuticals Limited, an associate director at Mylan Laboratories Limited and associate vice president (quality control) at Par Formulations Private Limited among others. The remuneration paid to him in Financial Year 2026 by our Company was ₹ 15 million.*

Jinaraja Sanjeeva Poojary is the Chief Operating Officer of our Company. He has been associated with our Company since January 10, 2022. He is responsible for leading manufacturing operations, execution of key operational initiatives and capital projects in our Company infrastructure. He holds a diploma in electrical engineering from Government of Karnataka, Board of Technical Examinations, Bangalore, a diploma in pharmaceutical production management from Institute of Pharmaceutical Education and Research (Pune) Private Limited and a master's degree in business administration from National Institute of Business Management, Chennai. He has experience of over 30 years in the pharmaceutical and engineering sector. Prior to his association

with our Company, he has previously served as an associate vice president (technical operations) at Aleor Dermaceutical Limited and as a manager (engineering and projects) and plant manager at our Company, among others. The remuneration paid to him in Financial Year 2026 by our Company was ₹ 18 million.*

Dinar Shrihari Mhatre is the Business Head - India Brand Business of our Company. He has been associated with our Company since April 15, 2024. He is responsible for leading the India branded business of our Company, focussing on strategy, market expansion, brand development. He holds a bachelor's degree in pharmaceutical sciences from University of Bombay, and a master's degree in business administration from Institute of Technology and Management, Mumbai. He has experience of over 16 years in the consumer healthcare sector. Prior to his association with our Company, he has previously served as a business unit leader (self-care) and a vice president (professional strategy) at JNTL Consumer Health (India) Private Limited, as a head (consumer healthcare) at Abott India Limited and as marketing manager (base business and personal healthcare) at Aventis Pharma Limited. The remuneration paid to him in Financial Year 2026 by our Company was ₹ 23 million.*

Abhijeet Anil Sethi is the Head (Supply Chain Management and Global CDMO Business) of our Company. He has been associated with our Company since March 6, 2025. He is responsible for leading the Global CDMO business for our Company and leading supply chain operations, including procurement, planning, inventory and logistics in our Company. He holds a bachelor's degree in pharmacy from Shobhaben Pratabhai Patel School of Pharmacy and Technology Management, SVKM's Narsee Monjee Institute of Management Studies, a master's degree in business administration (pharmaceutical technology) from Shobhaben Pratapbhai Patel School of Pharmacy and Technology Management, SVKM's Narsee Monjee Institute of Management Studies and has completed an advanced programme in supply chain management from Indian Institute of Management, Calcutta. He has experience of over 12 years in the pharmaceutical sector. Prior to his association with our Company, he has previously served as a general manager at Glenmark Pharmaceuticals Limited. The remuneration paid to him in Financial Year 2026 by our Company was ₹ 7 million.*

Milind Suresh Narvekar is the Senior Vice President (Regulatory Affairs) of our Company. He has been associated with our Company since May 17, 2022. He is responsible for leading our Company's regulatory affairs function, overseeing regulatory strategy, submissions, and approvals across markets. He holds a bachelor's degree in science from University of Bombay, a master's degree in science (analytical chemistry) from University of Bombay, a master's degree in financial management from Somaiya Institute of Management Studies and Research, University of Mumbai and a doctor of philosophy in chemistry from University of Mumbai. He has experience of over 28 years in the pharmaceutical sector. Prior to his association with our Company, he has previously served as a vice president (global regulatory affairs) at Tevapharm India Private Limited, head (global regulatory affairs) at Apotex Research Private Limited and a general manager at Watson Pharma Private Limited among others. The remuneration paid to him in Financial Year 2026 by our Company was ₹ 10 million*.

Sharad Shankar is the General Manager (Corporate Strategy) of our Company. He has been associated with our Company since November 15, 2019. He is responsible for leading the corporate strategy function in our Company, focussing on business growth initiatives, long range planning, long-term value creation including merger and acquisition. He has passed the examination for a bachelor's degree in engineering (mechanical) from Delhi College of Engineering and a post-graduate diploma in management from Indian Institute of Management of Calcutta. He has approximately 12 years of experience in the pharmaceutical sector. Prior to his association with our Company, he has previously served as a deputy general manager (supply chain) at B9 Beverages Private Limited and as a manager-supply chain at Cipla Limited. The remuneration paid to him in Financial Year 2026 by our Company was ₹ 7 million*.

Anuj Agarwal is the Head (Information Technology) of our Company. He has been associated with our Company since June 14, 2024. He is responsible for leading information technology function, overseeing information technology strategy, data security, and digital transformation initiatives in our Company. He holds a bachelor's degree in commerce from Chhatrapati Sahuji Maharaj University, Kanpur, a certification in 'strategic IT management for CIOs' from Indian Institute of Management, Ahmedabad and a certification for an executive programme in data sciences from Indian Institute of Management, Lucknow. He is also an associate member of the Institute of Chartered Accountants of India. He has experience of over 19 years in the pharmaceutical and information technology sector. Prior to his association with our Company, he has previously served as a general manager at Alkem Laboratories Limited, a senior manager (business relationship management) at Biocon Limited and a project lead at Wipro Infotech (a division of Wipro Limited) among others. The remuneration paid to him in Financial Year 2026 by our Company was ₹ 8 million*.

Kamesh Ganesh Venugopal is the President and Chief Executive Officer of our Material Subsidiary, Encube Ethicals Inc He has been associated with our Material Subsidiary on a retainership basis since June 1, 2019. He is responsible for managing the US generics business as part of our Global Generics vertical, including commercial strategy, customer relationships, and US supply chain function in our Material Subsidiary. He holds a baccalaureate's degree from the Wharton School, University of Pennsylvania, bachelor's degree of science in engineering (chemical engineering) from the University of Pennsylvania and a master's degree in business administration from the University of Chicago. He has approximately seven years of experience in our Material Subsidiary. While no remuneration was paid directly to him in Financial Year 2026, our Material Subsidiary has paid consultancy fees of ₹ 78 million to Kalamazoo Consulting Group, LLC where Kamesh Ganesh Venugopal is a president and chief executive officer.

Sandeep Kumar Chhajer is the Associate Vice President (Finance) of our Company. He has been associated with our Company since September 30, 2019. He is responsible for leading key financial functions including financial planning, reporting, transfer pricing, and supporting key strategic initiatives in our Company. He has passed the examination for a bachelor's degree in commerce from Sewnarayan Rameswar Fatepuria College, Beldanga and a master's degree in commerce from University of Calcutta. He is

also an associate member of the Institute of Chartered Accountants of India. He has approximately 16 years of experience in the financial sector. Prior to his association with our Company, he has previously served as an assistant manager at BSR and Company, LLP and as a partner (audit and assurance) at Shaparia Mehta and Associates, LLP. The remuneration paid to him in Financial Year 2026 by our Company was ₹ 6 million*.

Meet Ashwin Vora is the General Manager - Finance of our Company. He has been associated with our Company since November 2, 2015. He is responsible for leading key finance functions of our Company, including financial reporting, financial planning & analysis, taxation, treasury operations, supporting key strategic initiatives and overall financial governance. He has passed the examination for a bachelor's degree in commerce from Mumbai University and is also an associate member of the Institute of Chartered Accountants of India. He has approximately 10 years of experience in the finance sector. The remuneration paid to him in Financial Year 2026 by our Company was ₹ 5 million*.

**This includes the variable pay component paid during Fiscal 2026, which relates to compensation earned for Fiscal 2025 performance.*

Status of Key Managerial Personnel and members of Senior Management

As on the date of this Draft Red Herring Prospectus, except for Kamesh Ganesh Venugopal, who is engaged by our Material Subsidiary on a retainership basis, all our Key Managerial Personnel and members of the Senior Management are permanent employees of our Company.

Relationship between Key Managerial Personnel, members of Senior Management and Directors

Except for Mansi Harses Kampani, our Chief Human Resources Officer who is the daughter of Mehul Madhusudan Shah, our Chairman and Managing Director, none of our Key Managerial Personnel or members of Senior Management are related to each other or to the Directors of our Company.

Arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which our Key Managerial Personnel and members of Senior Management have been appointed as Key Managerial Personnel or members of the Senior Management

None of our Key Managerial Personnel or our members of Senior Management have been appointed pursuant to any arrangement or understanding with our Shareholders, customers or suppliers of our Company, or others.

Interests of Key Managerial Personnel and members of Senior Management

Other than as disclosed in " -*Interests of Directors*" on page 282, our Key Managerial Personnel and members of Senior Management do not have any interests in our Company, other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company; (ii) consultancy fees paid to Kalamazoo Consulting Group, LLC where Kamesh Ganesh Venugopal is a president and chief executive officer and (iii) the Equity Shares and employee stock options held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding. For details, see "- *Shareholding of our Key Managerial Personnel or members of Senior Management in our Company*" and "- *Shareholding of our Directors in our Company"* on pages 293 and 281 respectively.

The members of our Senior Management, namely, Mansi Harses Kampani, Meet Ashwin Vora, Sandeep Kumar Chhajer are a shareholder in Confira Laboratories Private Limited, one of our Group Companies and may be interested in the transactions entered between our Company and Confira Laboratories Private Limited. Pursuant to a tri-partite agreement dated July 5, 2024 read with amendment agreements dated February 4, 2025 and February 24, 2026, entered into among our Company, Confira Laboratories Private Limited and one of our customers, our Company supplies products to Confira Laboratories Private Limited, which in turn supplies products to the aforementioned customer. For further details, see "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information –Note 33A – Related party transactions*" on page 349.

There is no conflict of interest between the lessors of the immovable properties of our Company (crucial for operations of our Company) and our Key Managerial Personnel or members of Senior Management.

There is no conflict of interest between the suppliers of raw materials and third party service providers of our Company (crucial for operations of our Company) and our Key Managerial Personnel or members of Senior Management.

Contingent or deferred compensation paid or payable to our Key Managerial Personnel and members of Senior Management

There is no contingent or deferred compensation accrued for Financial Year 2026 which is payable to any of our Key Managerial Personnel and members of Senior Management.

Bonus or profit-sharing plans for our Key Managerial Personnel or members of Senior Management

None of our Key Managerial Personnel or members of Senior Management is entitled to any bonus (excluding performance linked incentive which is part of their remuneration) or profit-sharing plans of our Company.

Shareholding of our Key Managerial Personnel or members of Senior Management in our Company

Except as disclosed in "*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and members of Senior Management*" on page 115, none of our Key Managerial Personnel or members of Senior Management hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Service Contracts with Key Managerial Personnel and members of Senior Management

No Key Managerial Personnel or member of the Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment**.**

Changes in Key Managerial Personnel and members of Senior Management

Other than as disclosed in "- *Changes in our Board in the last three years*" on page 283, the changes in the Key Managerial Personnel and members of Senior Management in the preceding three years are as follows:

Name	Date of change	Reason for change
Parineeta S Poonja	July 13, 2026 (an employee of our Company since April 3, 2023)	Appointment as Compliance Officer
Anuj Agarwal	April 30, 2026 (an employee of our Company since June 14, 2024)	Appointment as Head (Information Technology)
Amarkumar Kasturi	April 30, 2026 (an employee of our Company since March 5, 2020)	Appointment as Chief Quality Officer
Jinaraja Sanjeeva Poojary	April 30, 2026 (an employee of our Company since January 10, 2022)	Appointment as Chief Operating Officer
Abhijeet Anil Sethi	April 30, 2026 (an employee of our Company since March 6, 2025)	Appointment as Head (Supply Chain Management and Global CDMO Business)
Dinar Shrihari Mhatre	April 30, 2026 (an employee of our Company since April 15, 2024)	Appointment as Business Head - India Brand Business
Meet Ashwin Vora	April 30, 2026 (an employee of our Company since November 2, 2015)	Appointment as General Manager - Finance
Milind Suresh Narvekar	April 30, 2026 (an employee of our Company since May 17, 2022)	Appointment as Senior Vice President (Regulatory Affairs)
Sharad Shankar	April 30, 2026 (an employee of our Company since November 15, 2019)	Appointment as General Manager (Corporate Strategy)
Sandeep Kumar Chhajer	April 30, 2026 (an employee of our Company since September 30, 2019)	Appointment as Associate Vice President (Finance)
Pratik Haresh Kamani	April 29, 2026 (an employee of our Company since May 18, 2015)	Appointment as Chief Executive Officer
Chinnadharavaram Sundaresan Muralidharan	April 29, 2026	Appointment as Chief Financial Officer
Prashant Manohar Mandaogade	November 17, 2025	Appointment as Chief Scientific Officer
Mansi Harses Kampani	April 1, 2024 (an employee of our Company since November 16, 2020)	Appointment as Chief Human Resources Officer

Payment or benefit to Key Managerial Personnel and members of Senior Management

No amount or benefit has been paid or given to our Key Managerial Personnel or members of Senior Management, within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment or any employee stock options, as disclosed in "*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and members of Senior Management*" on page 115, for services rendered as officers of our Company.

However, pursuant to consultancy agreements entered into by our Company, in Fiscal 2026, our Company paid consultancy charges of: (i) ₹ 3 million to MM Transaction Services, a partnership firm wherein our Chief Financial Officer, Chinnadharavaram Sundaresan Muralidharan is one of the partners; and (ii) ₹ 2 million to Kryvos Advisors Private Limited, a private limited company wherein our Chief Financial Officer, Chinnadharavaram Sundaresan Muralidharan holds 50% of the equity share capital, in each case for strategic advisory and consultancy services provided to our Company. As on the date of this Draft Red Herring Prospectus, the aforementioned consultancy agreements are not subsisting.

Further, pursuant to the leave and license agreement dated October 22, 2021 entered into between our Company and our Chief Human Resources Officer, Mansi Harses Kampani, our Company paid license fee amounting to ₹2 million in Fiscal 2025 for the R&D premises licensed to our Company. As on the date of this Draft Red Herring Prospectus, the lease agreement is not subsisting.

Further, pursuant to the leave and license agreements dated March 24, 2026, October 23, 2021 and January 27, 2025 entered into between our Company and our Chairman and Managing Director, Mehul Madhusudan Shah and Promoter Group member, Niti Shah, our Company paid license fee amounting to ₹29 million in Fiscal 2026 and ₹39 million in Fiscal 2025 for the properties licensed by them to our Company.

For details of the related party transactions, see "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 33A – Related party transactions*" on page 349.

Employee Stock Options

For details of employee stock options provided to our Key Managerial Personnel and members of Senior Management, see "*Capital Structure – Employee Stock Option Scheme*" on page 117.

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OUR PROMOTER AND PROMOTER GROUP

The Promoter of our Company is Mehul Madhusudan Shah.

As on the date of this Draft Red Herring Prospectus, our Promoter holds 186,476,100 Equity Shares of face value of ₹ 1 each constituting 61.36% of the issued, subscribed and paid-up Equity Share capital of our Company and 61.15% of the pre-Offer Equity Share capital of our Company on a fully diluted basis.

For details of the build-up of the shareholding of our Promoter in our Company, see "*Capital Structure – Notes to Capital Structure History of share capital build-up of our Promoter, minimum promoter's contribution and lock-in requirements – Equity share capital build-up of our Promoter"* on page 105.

Details of our Promoter

Mehul Madhusudan Shah

Mehul Madhusudan Shah, aged 60 years, is a citizen of India. He resides at 901, 9 Floor, Ciroc, Plot No 4, Hatkesh CHSL, JVPD opposite Joggers Park, Vile Parle (West), Mumbai, 400 056 Maharashtra, India. He is the Founder, Chairman and Managing Director of our Company. For details of his date of birth, educational qualifications, professional experience, experience in the business of our Company, positions/posts held in the past and other directorships, other ventures, special achievements, financial, business, and other activities, as applicable, see "*Our Management – Board of Directors*" and "*Our Management – Brief biographies of our Directors*" on pages 277 and 279, respectively.

His PAN is AAEPS0571L.

Our Company confirms that the PAN, driving license number, Aadhaar card number, bank account number and the passport number of our Promoter will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Change of control of our Company

There has been no change in the control of our Company during the last five years preceding the date of this Draft Red Herring Prospectus.

Interests of our Promoter

Our Promoter is interested in our Company (i) to the extent that he has promoted our Company; (ii) to the extent of his shareholding in our Company and the shareholding of his relatives in our Company; (iii) to the extent of the dividends payable, if any, and any other distributions in respect of their shareholding in our Company; and (iv) to the extent of any related party transactions entered into with our Company. For details of the shareholding of our Promoter in our Company, see "*Capital Structure – Notes to Capital Structure – Shareholding of our Promoter and the members of the Promoter Group*" on page 111.

Further, our Promoter, Mehul Madhusudan Shah, is also interested in our Company as the Chairman and Managing Director of our Company, and may be deemed to be interested in the remuneration, commission and sitting fees, if any, received by him and reimbursement of expenses incurred by him in his capacity as a Director. Furthermore, our Promoter is also interested in our Subsidiaries, to the extent of his directorship in Enzen Therapeutics Inc and Tioga Research Inc. For further details of his interest in our Company in his capacity as Director of our Company, see "*Our Management - Interest of Directors*" on page 282.

Our Promoter, Mehul Madhusudan Shah is a director and shareholder in Confira Laboratories Private Limited, one of our Group Companies and may be interested in the transactions entered between our Company and Confira Laboratories Private Limited. Pursuant to a tri-partite agreement dated July 5, 2024, read with amendment agreements dated February 4, 2025, and February 24, 2026, entered into among our Company, Confira Laboratories Private Limited and one of our customers, our Company supplies products to Confira Laboratories Private Limited, which in turn supplies products to the aforementioned customer. For further details, see "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information –Note 33A – Related party transactions*" on page 349.

Interests of our Promoter in property of our Company

Our Promoter, along with his immediate relative is interested to the extent of the rental income received by them for the following properties licensed by them to our Company:

Sr. No.	Nature of property	Location	Type of arrangement	Date of expiry	Licensor	Monthly License fee
1.	Registered and Corporate Office	803, HDIL Kaledonia Building, Sahar Road, Off Western Express Highway, Andheri East, Mumbai 400 069, Maharashtra, India	Leave and license agreement	March 31, 2030	Mehul Madhusudan Shah and Niti Shah	Currently fixed at ₹ 2 million, subject to escalation every 12 months
2.	Office premises	804, HDIL Kaledonia Building, Sahar Road, Off Western Express Highway, Andheri East, Mumbai 400 069, Maharashtra, India	Leave and license agreement	March 31, 2030	Mehul Madhusudan Shah and Niti Shah	Currently fixed at ₹ 2 million, subject to escalation every 12 months
3.	Office premises	18/A, Steelmade Industrial Estate, Marol, Andheri East, Mumbai 400 059, Maharashtra, India	Leave and license agreement	March 31, 2030	Mehul Madhusudan Shah and Niti Shah	Currently fixed at ₹ 190,000, subject to escalation every 12 months

For further details, see "*Restated Consolidated Financial Information- Notes to the Restated Consolidated Financial Information – Note 33A – Related party transactions* on page 349.

Our Promoter has no interest in any property acquired by our Company during the three years preceding the date of this Draft Red Herring Prospectus, or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery etc.

Business interests

Our Promoter is not interested as a member of a firm or a company which has any interest in our Company and no sum has been paid or agreed to be paid to our Promoter or to any firm or company in which our Promoter is interested in cash or shares or otherwise by any person, either to induce our Promoter to become, or qualify him as a director, or otherwise, for services rendered by such Promoter or by such firm or company in connection with the promotion or formation of our Company.

Other than the entities in which our Promoter is a director, as disclosed in "*Our Management – Board of Directors*" on page 277, and entities in which our Promoter is a shareholder, including the entities forming part of the Promoter Group, as disclosed in *"- Promoter Group*" on page 296, our Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Conflict of interest

Our Promoter, Mehul Madhusudan Shah and Promoter Group member, Niti Shah are interested in the properties licensed by them to our Company, as described in " *– Interests of our Promoter in property of our Company*" and "*Risk Factors – 52. Our Promoter, members of the Promoter Group, Directors, Key Managerial Personnel and Senior Management have interests in our Company other than reimbursement of expenses incurred and normal remuneration or benefits*" on pages 295 and 67 respectively. Apart from interest of our Promoter and Promoter Group member in certain such properties licensed to our Company, there is no conflict of interest between the lessors of immovable properties which are crucial for the operations of our Company and our Promoter or members of the Promoter Group:

Further, there is no conflict of interest between the third party service providers or suppliers of raw materials which are crucial for operations of our Company and our Promoter or the members of our Promoter Group.

Payment of benefits to our Promoter or the members of the Promoter Group

Except in the ordinary course of business and as disclosed in "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 33A – Related party transactions*" on page 349, no amount or benefit has been paid or given to our Promoter or any of the members of the Promoter Group by our Company during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoter or any of the members of our Promoter Group, as on the date of the filing of this Draft Red Herring Prospectus.

Material guarantees given by our Promoter to third parties with respect to Equity Shares

Our Promoter has not given any material guarantee to any third party with respect to the Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoter have disassociated in the last three years

Our Promoter has not disassociated himself from any company or firm during the last three years preceding the date of this Draft Red Herring Prospectus.

Promoter Group

As on the date of this Draft Red Herring Prospectus, the following is the list of persons and entities constituting the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, in addition to our Promoter:

Natural persons forming part of the Promoter Group

As on the date of this Draft Red Herring Prospectus, the natural persons (in addition to our Promoter) forming a part of the Promoter Group are as follows:

Name of the Promoter	Name of the Promoter Group member	Relationship with Promoter
Mehul Madhusudan Shah	Madhusudan Nyalchand Shah	Father
	Niti Mehul Shah	Spouse
	Pinki Gandhi	Sister
	Rekha Nemish Shah	Sister
	Niloni Mihir Shah	Daughter
	Mansi Harses Kampani	Daughter
	Chandramani Maniar	Spouse's mother
	Rajesh Navinchandra Maniar	Spouse's brother
	Nilesh Navinchandra Maniar	Spouse's brother
	Dipti Vipul Kamani	Spouse's sister

Entities forming part of the Promoter Group

As on the date of this Draft Red Herring Prospectus, the entities forming part of our Promoter Group are as follows:

Name of the Promoter	Name of the Promoter Group member
Mehul Madhusudan Shah	Ciens Investment Advisory Services Private Limited
	Confira Laboratories Private Limited
	Enam Financial Consultants Private Limited
	Ozka Properties Private Limited
	Relief Pharmaceuticals Private Limited
	Shamyak Investment Private Limited
	Vidhnyan Infotech Systems Private Limited
	Madhusudan Shah HUF
	Mehul Madhusudan Shah HUF
	Pharma Laboratories and Distributors
	Bhagat Charitable Trust
	Kahan Raj Sarvoday Trust
	Mehul Shah Family Trust
	Shree Kanjiswami Digamber Jain Vishranti Grah Trust
	Kund Kund Kahan Parmarthik Trust
	Shantinath Society
	Foundation of Liberal and Management Education Society

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board to the Shareholders for their approval, at their discretion, subject to compliance with the provisions of the Articles of Association, the Companies Act, SEBI Listing Regulations and other relevant laws, rules and regulations, each as amended. Further, our Board shall also have the absolute power to declare interim dividends in compliance with the Companies Act. The dividend distribution policy of our Company was approved and adopted by our Board on July 29, 2026, as amended from time to time.

The declaration and payment of dividend will depend on a number of internal and external factors. Some of the internal factors on the basis of which our Company may declare dividend shall, *inter alia*, include profits earned and available for distribution, accumulated reserves and liquidity position of our Company, as may be applicable from time to time. Some of the external factors on the basis of which our Company may declare dividend shall *inter alia* include the macro-economic environment, regulatory and technological changes.

Our Company has not declared any dividend on Equity Shares during the last three Fiscals and until the date of this Draft Red Herring Prospectus. There is no guarantee that any dividends will be declared or paid in the future. For details in relation to risks involved in this regard, see "*Risk Factors – 56. We cannot assure payment of dividends on the Equity Shares in the future and our ability to pay dividends in the future will depend on our earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements and we may not be able to pay dividends in future.*" on page 68.

SECTION V: FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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Walker Chandiok & Co LLP
42nd Floor,
Building Commerz III,
International Business Park,
Oberoi Garden City,
Off Western Express Highway,
Goregaon (East),
Mumbai-400063
T +91 22 6626 2699

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Encube Ethicals Limited
(Formerly known as Encube Ethicals Private Limited)
803, B Wing,
HDIL Kaledonia, Sahar Road,
Andheri (East)
Mumbai, - 400 069

Dear Sirs,

1. We have examined the attached restated consolidated financial information of **Encube Ethicals Limited** (the "Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "**Group**") and its associate (as listed in **Annexure A**), comprising the restated consolidated statement of assets and liabilities as at 31 March 2026, 31 March 2025 and 31 March 2024, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated cash flow statement for the years ended 31 March 2026, 31 March 2025 and 31 March 2024, the summary statement of material accounting policies, and other explanatory information (collectively, the "**Restated Consolidated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on 29 July 2026 for the purpose of inclusion in the Draft Red Herring Prospectus ("**DRHP**") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("**Proposed IPO**") prepared in terms of the requirements of:

    a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**");
    b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"); and
    c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("**SEBI**"), National Stock Exchange of India Limited and BSE Limited (the "**Stock Exchanges**") in connection with the Proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2 to the Restated Consolidated Financial Information. The responsibility of the respective board of directors of the companies included in the Group and of its associate, includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective board of directors are also responsible for identifying and ensuring that the Group and its associate complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Information taking into consideration:

    a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 25 May 2026 in connection with the Proposed IPO of equity shares of the Company;
    b. The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
    c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
    d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from Audited Consolidated Ind AS financial statements of the Group and its associate as at and for the years ended 31 March 2026, 31 March 2025 and 31 March 2024 prepared in accordance with the Indian Accounting Standards (referred to as "**Ind AS**") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 17 June 2026, 09 September 2025 and 19 September 2024, respectively.

5. For the purpose of our examination, we have relied on auditors' reports issued by us respectively on the consolidated financial statements of the Group and associate, as at and for the year ended 31 March 2026, 31 March 2025 and 31 March 2024 as referred in Paragraph 4 above, on 17 June 2026, 09 September 2025 and 19 September 2024, respectively.

6. The audit reports on the Audited Consolidated Financial Statements issued by us referred to in para 5 above included following matters as at and for the years ended 31 March 2026, 31 March 2025 and 31 March 2024 which do not require any adjustment in the Restated Consolidated Financial Information:

    Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended)

    For the year ended 31 March 2026

    As stated in Note 39 to the consolidated financial statements and based on our examination, which included test checks, except for instances mentioned below, the Holding Company, in respect of financial year commencing on 1 April 2025, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, the audit trail has been preserved by the Holding Company as per the statutory requirements for record retention from the date audit trail was enabled for the accounting software.

    The audit trail feature was not enabled at the database level for one user by the Holding Company to log any direct data changes.

For the year ended 31 March 2025

As stated in Note 38 to the consolidated financial statements and based on our examination, which included test checks, except for instances mentioned below, the Holding Company, in respect of financial year commencing on 1 April 2024, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, the audit trail has been preserved by the Holding Company as per the statutory requirements for record retention from the date audit trail was enabled for the accounting software.

The audit trail feature was not enabled at the database level for all users from 1 April 2024 to 12 April 2024 and for one user throughout the year to log any direct data changes.

For the year ended 31 March 2024

As stated in Note 38 to the consolidated financial statements and based on our examination, which included test checks, except for instances mentioned below,
The Holding Company, in respect of the financial year commencing on 1 April 2023, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) and the same has been operated throughout the year for all the relevant transactions recorded in the software. Further during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below.

The audit trail feature was not enabled at the database level for the accounting software to log any direct data changes, used for maintenance of all accounting records by the company.

7. As indicated in our audit reports referred in para 5 above, we did not audit financial statements of one Associate (as mentioned in **Annexure B)** whose share of net profit (including other comprehensive income) included in the consolidated financial statements for the year ended 31 March 2026 and financial statements of one subsidiary (as mentioned in **Annexure B)** whose share of total assets, total revenues and net cash outflows were included in the consolidated financial statements for the year ended 31 March 2025. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements for the year ended 31 March 2026 and 31 March 2025 respectively, in so far as it relates to the amounts and disclosures included in respect of such subsidiary and associate, is based solely on such unaudited financial statements. In our opinion and according to information and explanations given to us by the Management, this Financial Information is not material to the Group.

(Rs. in million)

Particulars	**As at/ for the year ended 31 March 2026**	**As at/ for the year ended 31 March 2025**
Total assets (before consolidation adjustment)	Not applicable	10
Total revenues (before consolidation adjustment)	Not applicable	8
Net cash outflows (before consolidation adjustment)	Not applicable	0*
Share of net profit of associate (including other comprehensive income)	6	Not applicable

* 0 represents amount less than 1 million.

Our opinion on the Audited Consolidated Financial Statements, and our report on other legal and regulatory requirements, is not modified in respect of these matters.

8. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:

    a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial years ended 31 March 2025 and 31 March 2024 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the year ended March 31, 2026;

    b. does not contain any qualification requiring adjustments for the matters mentioned in paragraph 6 above. However, those qualifications / observations in the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act and reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) which do not require any corrective adjustments in the Restated Consolidated Financial Information have been disclosed in part C of Annexure VI to the Restated Consolidated Financial Information;

    c. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements mentioned in paragraph 4 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBI and the Stock Exchanges in connection with the Proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Yashwant M. Jain
Partner
Membership Number: 118782

UDIN: 26118782LZIYGD3335

Place: Mumbai
Date: 29 July 2026

ANNEXURES TO INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

Annexure A

List of subsidiaries and Associate of Encube Ethicals Limited consolidated during the years ended 31 March 2026, 31 March 2025 and 31 March 2024 respectively

S.no	Entity Name	Indian/Foreign	Relationship
1	Encube Ethicals Inc	Foreign	Subsidiary
2	Tioga Research Inc	Foreign	Step down subsidiary
3	Enzen Therapeutics Inc	Foreign	Step down subsidiary
4	Intact Therapeutics Inc	Foreign	Associate

Annexure B

Details of Subsidiary and Associate which are unaudited for the respective years as referred to in the Audit report

S.no	Entity Name	Indian/Foreign	Relationship	Year ended
1	Tioga Research Inc	Foreign	Step down subsidiary	March-2025
2	Intact Therapeutics Inc	Foreign	Associate	March-2026

Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)
Annexure I : Restated Consolidated Statement of Assets and Liabilities
CIN No : U24230MH1995PLC092485

Rs in Millions (Unless Otherwise Stated)

	Notes	31st March 2026	31st March 2025	31st March 2024
Assets				
Non-current assets				
Property, plant and equipment	3.1	6,450	6,301	5,197
Capital work-in-progress	3.2	867	108	633
Right of use Assets	3.3	457	392	391
Intangible assets	4	2,311	2,030	1,961
Intangible assets under development	4.1	308	494	651
Financial assets				
(i) Investments	5.1	101	86	260
(ii) Other financial assets	5.3A	16	11	10
Deferred tax assets (net)	17.1	676	542	386
Non-current tax assets (net)	6	3	6	6
Other non-current assets	5.4A	187	187	151
Total - Non-current assets		**11,376**	**10,157**	**9,646**
Current assets				
Inventories	8	4,406	4,065	2,526
Financial assets				
(i) Investments	9.1	2,981	2,177	920
(ii) Trade receivables	9.2	7,286	4,901	4,255
(iii) Cash and cash equivalents	9.3	541	465	381
(iv) Bank balance other than (iii) above	9.3.2	-	-	1
(v) Loans	5.2	2	2	1
(vi) Other financial assets	5.3B	76	86	53
Current tax assets (net)	7	6	17	22
Other current assets	5.4B	1,247	1,131	913
Total - current assets		**16,545**	**12,844**	**9,072**
Total Assets		**27,921**	**23,001**	**18,718**
Equity and Liabilities				
Equity				
Equity share capital	10	101	101	101
Other equity	11	19,051	14,851	12,333
Equity attributable to owners of parent		**19,152**	**14,952**	**12,434**
Non-controlling interests		(29)	(23)	(22)
Total Equity		**19,123**	**14,929**	**12,412**
Non-current liabilities				
Financial liabilities				
(i) Borrowings	12A	13	231	425
(ii) Lease liabilities	3.3	213	147	123
(iii) Other financial liabilities	13A	49	0	0
Provision	15A	11	4	4
Deferred tax liability (net)	17.1	503	557	296
Total - non-current liabilities		**789**	**939**	**848**
Current liabilities				
Financial liabilities				
(i) Borrowings	12B	2,204	2,074	1,856
(ii) Lease liabilities	3.3	48	62	86
(iii) Trade payables	16			
total outstanding dues of micro and small enterprises		380	196	71
total outstanding dues of creditors other than micro and small enterprises		2,074	2,386	1,719
(iv) Other financial liabilities	13B	670	619	522
Other current liabilities	14	651	722	419
Provision	15B	1,772	1,006	690
Current tax liabilities (net)	17	210	68	95
Total - current liabilities		**8,009**	**7,133**	**5,458**
Total equity and liabilities		**27,921**	**23,001**	**18,718**
Material Accounting Policies Information	1 & 2			
Notes to Restated Consolidated Financial Statements	3 - 41			

The above Restated Consolidated Statement of Assets and Liabilities should be read with the Annexure VI - Notes to the Restated Consolidated Financial Information and Annexure VII -Statement of restatement adjustments to audited consolidated financial statements.
In terms of our report attached.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm reg no: 001076N/N500013

For and on behalf of the Board of Directors
Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)

Yashwant M. Jain	**Mehul Shah**	**Pratik Kamani**	**C S Muralidharan**	**Parineeta Poonja**
Partner	**Chairman & Managing Director**	**Director & Chief Executive Officer**	**Chief Financial Officer**	**Company Secretary**
Mem. No: 118782	**DIN - 00312359**	**DIN - 11681818**		**Mem. No.: 38082**
Place : Mumbai	**Place : Mumbai**	**Place : Mumbai**	**Place : Mumbai**	**Place : Mumbai**
Date : July 29, 2026	**Date : July 29, 2026**	**Date : July 29, 2026**	**Date : July 29, 2026**	**Date : July 29, 2026**

Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)
Annexure II : Restated Consolidated Statement of Profit and Loss
CIN No : U24230MH1995PLC092485

Rs in Millions (Unless Otherwise Stated)

	Notes	31st March 2026	31st March 2025	31st March 2024
Income				
Revenue from operations	18	18,487	13,448	10,859
Other income	19	631	242	123
Total income		**19,118**	**13,690**	**10,982**
Expenses				
Cost of materials consumed	20(a)	5,820	4,709	3,845
Purchases of Stock-in-Trade		6	48	117
Changes in inventories of finished goods, work-in-progress and stock-in-trade	20(b)	(356)	(743)	(415)
Employee benefits expense	21	1,750	1,435	1,207
Finance costs	23	174	191	172
Depreciation and amortisation expense	22	1,187	1,021	816
Impairment Charges	22.1	1	209	30
Other expenses	24	4,640	3,469	2,989
Total expenses		**13,222**	**10,339**	**8,761**
Restated Profit before Tax & Share of net Profit / (Loss) of investment accounted for using equity method and Exceptional Items		**5,896**	**3,351**	**2,221**
Add / (Less):Share of profit/(loss) of associate accounted for using equity method		6	(5)	(3)
Restated Profit before Tax and Exceptional Items		**5,902**	**3,346**	**2,218**
Exceptional Items	37	-	4	137
Restated Profit before Tax		**5,902**	**3,342**	**2,081**
Tax Expenses				
Current Tax	17.1	1,690	715	551
Adjustment of tax relating to earlier periods	17.1	(3)	20	(1)
Deferred tax (Credit) / Charge	17.1	(152)	111	(30)
Total Tax Expenses		**1,535**	**846**	**520**
Restated Profit for the year (A)		**4,367**	**2,496**	**1,561**
Restated Other Comprehensive Income:				
Items that will not be reclassified subsequently to profit or loss:				
Re-measurement losses on defined benefit plans		(12)	(3)	(3)
Tax on remeasurement loss on defined benefit plans		3	1	-
Items that will be reclassified subsequently to profit or loss:				
Exchange differences on translation of financial		(211)	(27)	(30)
Restated Total Other Comprehensive Income / (Loss), net of tax (B)		**(220)**	**(29)**	**(33)**
Restated Total Comprehensive income for the year, net of tax (A+B)		**4,147**	**2,467**	**1,528**
Restated Profit for the year				
Attributable to:				
Equity holders of the parent		4,370	2,500	1,561
Non-controlling interests		(3)	(4)	0
		4,367	**2,496**	**1,561**
Restated Other comprehensive income for the year				
Attributable to:				
Equity holders of the parent		(217)	(28)	(33)
Non-controlling interests		(3)	(1)	(0)
		(220)	**(29)**	**(33)**
Restated Total comprehensive income for the year				
Attributable to:				
Equity holders of the parent		4,153	2,472	1,528
Non-controlling interests		(6)	(5)	(0)
		4,147	**2,467**	**1,528**
Restated Earnings per equity share Total (nominal value of INR 1 each)				
Basic (in INR)	35	14.38	8.23	5.14
Diluted (in INR)	35	14.36	8.21	5.13

Material Accounting Policies Information	1 & 2
Notes to Restated Consolidated Financial Statements	3 - 41

The above Restated Consolidated Statement of Profit and Loss should be read with the Annexure VI - Notes to the Restated Consolidated Financial Information and Annexure VII -Statement of restatement adjustments to audited consolidated financial statements.

In terms of our report attached.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm reg no: 001076N/N500013

For and on behalf of the Board of Directors
Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)

Yashwant M. Jain	**Mehul Shah**	**Pratik Kamani**	**C S Muralidharan**	**Parineeta Poonja**
Partner	**Chairman & Managing Director**	**Director & Chief Executive Officer**	**Chief Financial Officer**	**Company Secretary**
Mem. No: 118782	**DIN - 00312359**	**DIN - 11681818**		**Mem. No.: 38082**
Place : Mumbai	**Place : Mumbai**	**Place : Mumbai**	**Place : Mumbai**	**Place : Mumbai**
Date : July 29, 2026	**Date : July 29, 2026**	**Date : July 29, 2026**	**Date : July 29, 2026**	**Date : July 29, 2026**

Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)
Annexure III : Restated Consolidated Statement of Cash Flows
CIN No : U24230MH1995PLC092485

Rs in Millions (Unless Otherwise Stated)

	31st March 2026	31st March 2025	31st March 2024
Operating activities			
Restated Profit before tax	**5,902**	**3,342**	**2,081**
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation of property, plant and equipment	722	649	505
Amortisation of intangible assets	407	290	230
Depreciation on Right of Use Assets	58	82	81
ESOP expenses	43	48	22
Unrealised foreign exchange gain	(303)	0	(8)
Effect of FCTR	-	-	(18)
Duties saved on EPCG licenses	(23)	(20)	(1)
Government Grant	(31)	(20)	-
Impairment of Investment	1	209	(2)
Finance costs	147	162	164
Interest on Income tax	3	9	0
Interest cost on Right of use asset	14	15	19
Interest Income	(10)	(24)	(12)
Dividend income	(0)	(0)	(0)
Loss on disposal of property, plant and equipment	16	36	1
Net gain on fair valuation of Mutual Fund	(135)	(112)	(64)
Gain or Loss on Lease Termination/Extinguishment	(6)	(7)	-
Share of loss of Associate (using Equity Method)	(6)	5	3
Loss on Remeasurement of lease	-	5	-
Allowance for expected credit loss	16	2	(1)
Impairment of goodwill	-	-	30
Working capital adjustments:			
Increase in trade receivables	(1,931)	(578)	(406)
Increase in Loans,advances and other assets	(189)	(224)	(85)
Increase in inventories	(341)	(1,538)	(483)
Increase in trade payables, other current and non current liabilities	211	1,431	290
Cash flows from operating activities before taxes	**4,565**	**3,762**	**2,346**
Income tax paid (net of refunds)	(1,534)	(764)	(527)
Net cash flows generated from operating activities (A)	**3,031**	**2,998**	**1,819**
Investing activities			
Proceeds from sale of property, plant and equipment	2	0	3
Purchase of property, plant and equipment (including CWIP & Intangibles and intangibles under development)	(2,014)	(1,489)	(2,790)
Proceeds from sale of current investments	1,480	1,651	1,070
Purchase of current investments	(2,150)	(2,795)	(921)
Incentive from Government Received	158	-	-
Purchase of Non-Current Investment	-	(17)	(3)
Dividend Income received	0	0	0
Interest income on bank deposits	10	7	6
Sublease income	0	0	-
Net cash flows used in investing activities (B)	**(2,514)**	**(2,643)**	**(2,635)**
Financing activities			
Proceeds from issue of borrowings	-	423	438
Repayment of borrowings	(267)	(354)	(2)
Proceeds from issue of equity shares	4	4	0
Finance costs	(119)	(146)	(155)
Premium on Buyback	-	(2)	-
Premium on Leasehold land	-	-	(12)
Interest payment of lease liabilities	(14)	(15)	(19)
Principal payment of lease liabilities	(66)	(89)	(76)
Net cash flows generated from / (used in) financing activities (C)	**(462)**	**(179)**	**174**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**55**	**176**	**(642)**
Opening balance of cash and cash equivalents (refer note 9.3)	465	285	923
Add/ (less): Exchange difference on translation of foreign currency cash and cash equivalents	21	4	4
Cash and cash equivalents at the end	**541**	**465**	**285**
Component of cash and cash equivalents:			
Balances with banks			
- In current accounts	190	105	254
- In saving account	191	132	39
- In exchange earners foreign currency	160	228	88
- Deposit with original maturity of less than 3 months	-	-	-
Cash on hand	0	0	0
Total Cash and Cash Equivalents (Refer Note 9.3)	**541**	**465**	**381**
- Bank overdraft (Refer Note 12B)	-	-	(96)
Total	**541**	**465**	**285**

Notes :

1. The above statement of cash flow from operating activities has been prepared under the 'Indirect method' as set out in Indian Accounting Standard (Ind AS) 7 Statement of Cash Flows.
2. Purchase and sale of property, plant and equipment represents additions and deletions to property, plant and equipment adjusted for movement of capital work-in-progress, capital advances, capital creditors during the year.

The above Restated Consolidated Statement of Cash Flows should be read with the Annexure VI - Notes to the Restated Consolidated Financial Information and Annexure VII -Statement of restatement adjustments to audited consolidated financial statements.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm reg no: 001076N/N500013

For and on behalf of the Board of Directors
Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)

Yashwant M. Jain	**Mehul Shah**	**Pratik Kamani**	**C S Muralidharan**	**Parineeta Poonja**
Partner	**Chairman & Managing Director**	**Director & Chief Executive Officer**	**Chief Financial Officer**	**Company Secretary**
Mem. No: 118782	**DIN - 00312359**	**DIN - 11681818**		**Mem. No.: 38082**
Place : Mumbai				
Date : July 29, 2026	**Place : Mumbai**	**Place : Mumbai**	**Place : Mumbai**	**Place : Mumbai**
	Date : July 29, 2026	**Date : July 29, 2026**	**Date : July 29, 2026**	**Date : July 29, 2026**

Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)
Annexure IV : Restated Consolidated Statement of Changes in Equity
CIN No : U24230MH1995PLC092485
Rs in Millions (Unless Otherwise Stated)

Particulars	Reserve & Surplus						Non Controlling Interest	Total Equity
	Equity Share Capital	Securities premium account (Note 11.1)	General reserve (Note 11.3)	Employee Stock Option Reserve (Note 11.2)	Retained Earnings (Note 11.5)	Foreign Currency Translation Reserve (Note 11.4)		
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Restated balance as at 01 April 2023	**101**	**4,530**	**174**	**74**	**6,122**	**(120)**	**(19)**	**10,862**
Net Profit for the year	-	-	-	-	1,561	-	0	1,561
Other comprehensive income	-	-	-	-	(3)	-	-	(3)
Transaction between Owners	-	-	-	-	3	-	(3)	(0)
ESOP Expense	-	-	-	22	-	-	-	22
Gain/ (loss) on exchange difference on translation of foreign operation	-	-	-	-	-	(30)	(0)	(30)
As at 31st March 2024	**101**	**4,530**	**174**	**96**	**7,683**	**(150)**	**(22)**	**12,412**
Net Profit for the year	-	-	-	-	2,500	-	(4)	2,496
Other comprehensive income	-	-	-	-	(2)	-		(2)
Issue of Equity shares	0	-	-	-	-	-	-	0
Share premium on account of issue of Shares	-	9	-	(5)	-	-	-	4
ESOP Expense	-	-	-	48	-	-	-	48
ESOP Reserve transferred on forfeited shares	-	-	-	(9)	9	-	-	-
Transaction between Owners	-	-	-	-	(6)	-	4	(2)
Gain/ (loss) on exchange difference on translation of foreign operation	-	-	-	-	-	(26)	(1)	(27)
As at 31st March 2025	**101**	**4,539**	**174**	**130**	**10,184**	**(176)**	**(23)**	**14,929**
Net Profit for the year	-	-	-	-	4,370	-	(3)	4,367
Other comprehensive income	-	-	-	-	(9)	-	-	(9)
Issue of Equity shares	0	-	-	-	-	-	-	0
Share premium on account of issue of Shares	-	7	-	(3)	-	-	-	4
ESOP Expense	-	-	-	43	-	-	-	43
ESOP Reserve transferred on forfeited shares	-	-	-	(6)	6	-	-	-
Transaction between Owners	-	-	-	-	-	-	0	0
Gain/ (loss) on exchange difference on translation of foreign operation	-	-	-	-	-	(208)	(3)	(211)
As at 31st March 2026	**101**	**4,546**	**174**	**164**	**14,551**	**(384)**	**(29)**	**19,123**

The above Restated Consolidated Statement of Changes in Equity should be read with the Annexure VI - Notes to the Restated Consolidated Financial Information and Annexure VII -Statement of restatement adjustments to audited consolidated financial statements.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm reg no: 001076N/N500013

For and on behalf of the Board of Directors
Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)

Yashwant M. Jain
Partner
Mem. No: 118782

Place : Mumbai
Date : July 29, 2026

Mehul Shah
Chairman & Managing Director
DIN - 00312359

Place : Mumbai
Date : July 29, 2026

Pratik Kamani
Director & Chief Executive Officer
DIN - 11681818

Place : Mumbai
Date : July 29, 2026

C S Muralidharan
Chief Financial Officer

Place : Mumbai
Date : July 29, 2026

Parineeta Poonja
Company Secretary
Mem. No.: 38082

Place : Mumbai
Date : July 29, 2026

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
CIN No: U24230MH1995PLC092485
Annexure V

1.1 Basis of preparation

(i) The Restated Consolidated Financial Information comprises of the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2026, 31 March 2025 and 31 March 2024, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the years ended 31 March 2026, 31 March 2025 and 31 March 2024 and the Notes, comprising material accounting policy information (hereinafter referred to as '**Restated Consolidated Financial Information**').

The Restated Consolidated Financial Information have been approved by the Board of Directors of the Holding Company at their meeting held on 29 July 2026 and has been specifically prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ('SEBI'), In pursuance of the Securities and Exchange Board of India Act, 1992, for inclusion in the Draft Red Herring Prospectus (DRHP') in connection with the proposed Initial Public Offer ('IPO') of equity shares of Rs 1 each of the Company (referred to as the 'Offer"). The Restated Financial Information has been prepared by the management of the Company to comply in all material respects with the requirements of :

a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the **"Act"**);
b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"ICDR Regulations"**); and
c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (**"ICAI"**), as amended from time to time (the **"Guidance Note"**).

The Restated Consolidated Financial Information comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Act.

The Restated Consolidated Financial Information has been compiled by the management from audited Financial Statements of the Group as at and for the years ended 31 March 2026, 31 March 2025 and 31 March 2024 prepared in accordance with the Indian Accounting Standards (referred to as '**Ind AS**') as prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 17 June 2026, 09 September 2025 and 19 September 2024 respectively.

The Restated Consolidated Financial Information have been prepared on accrual and going concern basis. The accounting policies have been consistently applied by the Group in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of Financial Statements for the year ended 31 March 2026.

For Subsequent events, Refer note 41 of the Restated Consolidated Financial Information.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the audited Consolidated Ind AS Financial Statements except for the share subdivision and Bonus shares as mentioned in note 41 of the Restated Consolidated Financial Information.

The Restated Consolidated Financial Information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

a) Adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;

b) 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 Financial Statements of the Company for the year ended 31 March 2024 and the requirements of the SEBI ICDR Regulations, if any; and

c) The resultant impact of tax due to the aforesaid adjustments, if any.

All amounts included in the Restated Consolidated Financial Information are reported in Indian Rupees ('**INR**') in millions, unless otherwise stated and "0" denotes amounts less than million.

2.1 Basis of Measurement

The Restated Consolidated Financial Information have been prepared on the historical cost basis, except for:

(i) certain financial instruments that are measured at fair values at the end of each reporting period;

(ii) Non-current assets classified as held for sale which are measured at the lower of their carrying amount and fair value less costs to sell; and

(iii) defined benefit plans - plan assets that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The Group has consistently applied the following accounting policies to all periods presented in these Restated Consolidated Financial Information.

2.2 Functional and presentation currency

These Restated Consolidated Financial Information are presented in Indian rupees, which is the functional currency of the Holding Company.

2.3 Use of estimates and judgements

The preparation of Restated Consolidated Financial Information in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the Restated Consolidated Financial Information and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

A. Key sources of estimating uncertainty

The following are the key assumptions concerning the future, and other key sources of estimating uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

1. *Useful lives of property, plant and equipment and intangible assets:*

As described in the material accounting policies, the Group reviews the estimated useful lives of Property, plant and equipment and intangible assets at the end of each reporting period.

2. *Fair value measurements of financial instruments:*

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes using Level 1 available quoted prices. In estimating the fair value of an asset or a liability, the Group uses Level 2 market-observable data to the extent it is available. Where Level 1 and 2 inputs are not available, the Group engages third party valuers where required, to perform the valuation. Information about the

valuation techniques and inputs used in determining the fair value of various assets, liabilities disclosed in the notes to the Restated Consolidated Financial Information.

3. *Actuarial valuation:*

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognized in the Restated Consolidated Statement of Profit and Loss and in other comprehensive income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the Restated Consolidated Financial Information.

4. *Expected credit loss*

The Group uses a provision matrix to estimate impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

5. *Sales return*

The Group accounts for sales returns by recording an allowance for sales returns concurrent with the recognition of revenue at the time of a product sale. This allowance is based on the Group's estimate of expected sales returns. The Group deals in various products. Accordingly, the estimate of sales returns is determined primarily by the historical experience in the markets.

6. *Provision for chargeback, rebates and discounts*

Provisions for chargeback, rebates, discounts, other deductions applicable and Medicaid payments are estimated and provided for in the year of sales and recorded as reduction of revenue. A chargeback claim is a claim made by the wholesaler for the difference between the price at which the product is initially invoiced to the wholesaler and the net price at which it is agreed to be procured from the Group. Provisions for such chargeback are accrued and estimated based on lowest current contract prices with wholesalers/ other customers and estimated inventory holding by the wholesaler.

2.4 **Material accounting policies**

Sale of manufactured goods

Revenue from Sale of goods consist of sale of generic and contract manufactured products. The Sale of manufactured goods includes Principle to Principle Manufacturing. Revenue from contract with customers is recognized when the Group satisfies performance obligation by transferring promised goods to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, stated net of discounts, returns and goods and services tax. Transaction price is recognized based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

Principle to Principle manufacturing involves procuring of all the raw and packaging materials required to manufacture products for customers by the Group. The material cost and manufacturing / conversion cost (inclusive of profit margin) is billed to the customer at the agreed sales price.

The Group recognizes revenue from sale of Generics products when control of the product transfers,

generally upon shipment or delivery, to the customer. The Group records product sales net of estimated incentives/discounts, returns, chargeback, rebates and other related charges. These are generally accounted for as variable consideration estimated in the same period the related sales occur. The methodology and assumptions used to estimate rebates and returns are monitored and adjusted regularly in the light of contractual and legal obligations, past experience and projected market conditions. The revenue for such variable consideration is included in the Group's estimate of the transaction price only if it is highly probable that a significant reversal of revenue will not occur once any uncertainty is resolved.

Service Income

Service income primarily comprises stability testing, scale-up, technology transfer, research income, and allied services.

- **Stability Testing:** Each stability test conducted for customers represents a distinct performance obligation. Revenue is recognized over the period of service, i.e. upon completion of the test and issuance of the test report to the customer.
- **Scale-up and Tech Transfer:** Revenue is recognized when the Group fulfils its performance obligation by completing the agreed deliverables in accordance with customer requirements.
- **Research & Product Development Services:** Revenue is recognized over the period of service, when the related performance obligation (e.g., delivery of the developed product or research outcome) is completed.
- **Joint Development Agreement:** The Group has also entered into arrangements with customers or partners to collaboratively develop products, technology, or processes. Under such arrangements, where the contract terms specify that performance obligations are satisfied over time, revenue is recognized using an appropriate measure of progress, generally based on the Output Method (milestone achievement) or Input Method (cost-to-complete), depending on which method best depicts the transfer of services.
- **Loan License:** Loan license manufacturing involves producing for a third-party customer using raw materials and packaging materials provided by them. The Group bills the customer only for the conversion cost (inclusive of profit margin). Revenue is recognized at the time when control of the goods are transferred to the customers.

Out licensing arrangements and milestone payments

The Group also enter licensing arrangements granting exclusive/non-exclusive rights to sell, distribute, or use products and related intellectual property within specified territories.

- Upfront License Fees: Non-refundable upfront fees received at the inception of such agreements are initially deferred and recognized as the related performance obligations are satisfied.
- Milestone Payments: Revenue linked to the achievement of specific milestones (such as regulatory approvals) is recognized when the relevant milestone is achieved and the performance obligation is satisfied.

Income from Research Services and Sale of Technology/Know-How

Income from research services, including sale of technology, know-how, licenses, and other intangibles, is recognized in accordance with the terms of the underlying contracts:

- Where performance obligations are satisfied at a point in time, revenue is recognized upon transfer of control or completion of deliverables.
- Where performance obligations are satisfied over time, revenue is recognized using the Output Method (milestone achievement) or Input Method (cost-to-complete), depending on which method best depicts the transfer of services.

Profit sharing revenues

The Group from time to time enters marketing arrangements with certain business partners for the sale of its products in certain markets. Under such arrangements, the Group sells its products to the business partners at a non-refundable base purchase price agreed upon in the arrangement and is also entitled to a profit share which is over and above the base purchase price. The profit share is dependent on the business partner's ultimate net sale proceeds or net profits, subject to any reductions or adjustments that are required by the terms of the arrangement. Such arrangements typically require the business partner to provide confirmation of units sold and net sales or net profit computations for the products covered under the arrangement.

Revenue in an amount equal to the base sale price is recognized in these transactions upon delivery of products to the business partners. An additional amount representing the profit share component is recognized as revenue only to the extent that it is highly probable that a significant reversal will not occur.

b. Government grants

The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as deferred revenue in the Restated Consolidated Statement of Assets and Liabilities and transferred to profit or loss on a systematic basis when the obligation against such grant allowed has been fulfilled. Government grants that are receivable on satisfying export or revenue conditions with no future related cost are recognized in Restated Consolidated Statement of profit or loss in the period such conditions are met.

Income from Export Benefits and Other Incentives

Export benefits available under prevalent schemes are accrued as revenue in the year in which the goods are exported and/or services are rendered only when their reasonable assurance that the conditions attached to them will be complied with, and the amounts will be received.

c. Foreign currency

On initial recognition, transactions in currencies other than the Group's functional currency (foreign currencies) are translated at custom exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the custom exchange rate at that date. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous period are recognized in profit or loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The Financial Information of foreign operations that have a functional currency different from the presentation currency are translated as follows:

- Assets and liabilities are translated at the closing rate prevailing on the reporting date.
- Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the year-end closing exchange rate.
- Income and expenses are translated at average exchange rates, unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction date, in which case income and expenses are translated at the date of transactions; and
- All resulting exchange differences are recognized in other comprehensive income.

On disposal of a foreign operation, the related cumulative translation differences recognized in equity are re-classified to Restated Consolidated Statement of profit and loss and are recognized as part of the gain or loss on disposal.

c. **Property, plant and equipment**

Items of property, plant and equipment are stated in Restated Consolidated Statement of Assets and Liabilities at cost less accumulated depreciation and accumulated impairment losses, if any. Property, plant and equipment acquired in a business combination are recognized at fair value at the acquisition date.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Subsequent costs

Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs & maintenance are charged to Restated Consolidated Statement of profit and loss during reporting period in which they are incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of property, plant and equipment and is recognized in Restated Consolidated Statement of profit and loss .

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the acquired asset is measured at the carrying amount of the asset given up.

Depreciation is recognized so as to write off the cost of assets (other than freehold land and Capital work-in- progress) less their residual values on straight-line method over their useful lives as indicated in Part C of Schedule II of the Companies Act, 2013. Leasehold improvements are depreciated over period of the lease agreement or the useful life, whichever is shorter.

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Software for internal use, which is primarily acquired from third-party vendors and which is an integral part of a tangible asset, including consultancy charges for implementing the software, is capitalized as part of the related tangible asset. Subsequent costs associated with maintaining such software are recognized as expense as incurred. The capitalized costs are Amortized over the lower of the estimated useful life of the software and the remaining useful life of the tangible fixed asset.

d. Intangible assets

Intangible assets that are acquired by the Group and that have finite useful lives are measured at cost less accumulated Amortization and accumulated impairment losses, if any. Intangible assets acquired in a business combination are recognized at fair value at the acquisition date. Subsequent expenditures are

capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate.

Certain trademarks have been considered of having an indefinite useful life taking into account that there are no technical, technological or commercial risks of obsolescence or limitations under contract or law.

Amortization is recognized on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets that are not available for use are Amortized from the date they are available for use.

Goodwill is initially recognized based on the accounting policy for business combinations and is tested for impairment annually.

The estimated useful life and the Amortization method for intangible assets with a finite useful life are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

e. **Intangibles under development**

Acquired research and development intangible assets that are under development are recognized as In-Process Research and Development assets ("IPR&D") or Intangible assets under development.

IPR&D assets are not amortised, but evaluated for potential impairment on an annual basis or when there are indications that the carrying value may not be recoverable.

Research and development

Expenditure on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding are recognized as an expense when incurred. Development activities involve a plan or design for the production of new or substantially improved products and processes. An internally-generated intangible asset arising from development is recognized if and only if all of the following have been demonstrated:

- development costs can be measured reliably;
- the product or process is technically and commercially feasible;
- future economic benefits are probable; and
- the Group intends to and has sufficient resources to complete development and to use or sell the asset.

The expenditure to be capitalized includes the cost of materials and other costs directly attributable to preparing the asset for its intended use. Other development expenditure is recognized in profit or loss as incurred.

De-recognition of intangible assets

Intangible assets are de-recognized either on their disposal or where no future economic benefits are expected from their use. Gain/loss arising from derecognition of intangible asset, measured as the difference between the net disposal proceeds & the carrying amount of the asset are recognized in Restated Consolidated Statement of profit and loss when the asset is derecognized.

f. **Impairment of non-financial assets**

The carrying amounts of the Group's tangible and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of an asset or cash-generating unit (as defined below) is higher of its value in use

and its fair value less costs to sell. 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 or the cash-generating unit for which the estimates of future cash flows have not been adjusted. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash generating unit"). Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognized in the Restated Consolidated Statement of profit and loss if the estimated recoverable amount of an asset or its cash generating unit is lower than its carrying amount. Impairment losses recognized in respect of cash generating units are allocated to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

In respect of other asset, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

g. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets (other than financial assets at FVTPL) are initially measured at fair value net of directly attributable transaction costs. Transaction costs that are directly attributable to the acquisition of financial assets at fair value through profit or loss are recognized immediately in the Restated Consolidated Statement of profit and loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date.

Subsequent measurement

The Group classifies financial assets as subsequently measured at Amortized cost, fair value through other comprehensive income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of the following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Financial assets at Amortized cost

Financial assets are subsequently measured at Amortized cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at Amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in Other Income in the Restated Consolidated Statement of profit and loss . The losses arising from impairment are recognized in the Restated Consolidated Statement of profit and loss .

Financial assets at FVTOCI

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Restated Consolidated Statement of profit and loss . On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Restated Consolidated Statement of profit and loss . Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at Amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in Restated Consolidated Statement of profit and loss.

Equity instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in OCI. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, including foreign exchange gain or loss and excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Restated Consolidated Statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Restated Consolidated Statements of profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Group's Restated Consolidated Statement of

Assets and Liabilities) when:

- The contractual rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive contractual cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

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 recognized in OCI and accumulated in equity is recognized in Restated Consolidated Statement of profit and loss if such gain or loss would have otherwise been recognized in Restated Consolidated Statement of profit and loss on disposal of that financial asset.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at Amortized cost

b) Financial assets that are debt instruments and are measured as at FVTOCI

c) Trade receivables or any contractual right to receive cash or another financial asset

d) Loan commitments which are not measured as at FVTPL

e) Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or any contractual right to receive cash or another financial asset.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Financial liabilities and equity instruments Classification as

debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in Restated Consolidated Statement of profit and loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Compound financial instruments

The component parts of compound financial instruments (convertible notes) issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

All financial liabilities are subsequently measured at Amortized cost using the effective interest method or at FVTPL.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or is designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred principally for the purpose of repurchasing in the near term or on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking. This category also includes derivative entered into by the Group that are not designated and effective as hedging instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognized in the Restated Consolidated Statement of profit and loss .

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For non-held- for-trading financial liabilities designated as at FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI, unless the recognition of the effects of changes in the liability's credit risk in OCI would create or enlarge an accounting mismatch in Restated Consolidated Statement of profit and loss , in which case these effects of changes in credit risk are recognized in Restated Consolidated Statement of profit and loss . These gains/ loss are not subsequently transferred to Restated Consolidated Statement of profit and loss. All other changes in fair value of such liability are recognized in the Restated Consolidated Statement of profit or loss.

Financial liabilities subsequently measured at Amortized cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at Amortized cost in subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at Amortized cost are determined based on the effective interest rate (EIR) method. Interest expense that is not capitalized as part of costs of an asset is included in the 'Finance costs' line item in the Restated Consolidated Statements of profit or loss.

After initial recognition, such financial liabilities are subsequently measured at Amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR Amortization is included as finance costs in the Restated Consolidated Statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value and if not designated as at FVTPL, are subsequently measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount initially recognized less cumulative amount of income recognised.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Restated Consolidated Statement of profit and loss.

Embedded derivatives

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognized in Restated Consolidated Statement of profit and loss, unless designated as effective hedging instruments.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

Leases

Group as a lessee

The Group's lease asset class primarily consist of leases for land and buildings. The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

A lease that transfers substantially all the risks and rewards incidental to ownership to the lessee is classified as a finance lease. All other leases are classified as operating leases.

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may

not be recoverable. Impairment loss, if any, is recognized in the Restated Consolidated Statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed
payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and Restated Consolidated Statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in Restated Consolidated Statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Lease liability and ROU assets have been separately presented in the Restated Consolidated Statement of Assets and Liabilities and lease payments have been classified as financing cash flows.

h. **Inventories**

Inventories consisting of raw materials and packaging materials, work-in-progress, stock-in-trade and finished goods are measured at the lower of cost and net realisable value. The cost of all categories of inventories is based on the specific identification method or First Expiry First Out (FEFO):

- Cost of raw materials and packaging materials
- Stock-in-trade comprises cost of purchases
- Cost of work-in-progress and finished goods comprises direct material, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.
- Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition.

In the case of finished goods and work-in-progress, cost includes an appropriate share of overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and costs necessary to make the sale.

The factors that the Group considers in determining the allowance for slow moving, obsolete and other non-saleable inventory include estimated shelf life, planned product discontinuances and ageing of inventory to the extent each of these factors impact the Group's business and markets. The Group considers all these factors and adjusts the inventory provision to reflect its actual experience on a periodic basis.

m. Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Onerous contracts

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefit expected to be received from the contract.

Contingent liabilities and contingent assets

Contingent liability is disclosed for,

(i) Possible obligations which will be confirmed only by future events not wholly within the control of the Group, or

(ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent Assets are not recognized in the Restated Consolidated Financial Information.

Employee benefits

Defined benefit plans

The liability in respect of defined benefit plans is calculated using the projected unit credit method with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds. The currency and term of the government bonds shall be consistent with the currency and estimated term of the post-employment benefit obligations. The current service cost of the defined benefit plan, recognized in the Restated Consolidated Statement of profit and loss as employee benefits expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized in profit or loss in the period of a plan amendment. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in Restated Consolidated Statement of profit and loss. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to OCI in the period in which they arise and is reflected immediately in retained earnings and is not reclassified to Restated Consolidated Statement of profit and loss.

Defined contribution plans

The Group's contributions to defined contribution plans are recognized as an expense as and when the services are received from the employees entitling them to the contributions.

Other long-term employee benefits

The Group's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is

discounted to determine its present value.

Short-term employee benefits

A liability is recognized for benefits accruing to employees in respect of wages and salaries, and casual leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

n. **Income tax**

Income tax expense consists of current and deferred tax. Income tax expense is recognized in Restated Consolidated Statement of profit and loss except to the extent that it relates to items recognized in OCI or directly in equity, in which case it is recognized in OCI or directly in equity respectively. Current tax is the expected tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and tax liabilities are offset where the Group 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.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Restated Consolidated Financial Information and the corresponding tax bases used in the computation of taxable profit.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities related to income taxes levied by the same tax authority on the Group.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

2.8 Other accounting policies

a. Segment Reporting

In accordance with the requirement of Ind AS 108 -Segment Reporting, we are primarily engaged in the business of pharmaceutical and do not have any other reportable segments. Our Board has identified as the Chief Operating Decision Maker **(CODM),** which allocates resources and assesses our performance. The CODM moniters the operating results of the business as a single segment and accordingly, no seprate segment information is required to be disclosed.

b. Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

c. Earnings per share

The Group presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential ordinary shares, which includes all stock options granted to employees.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods

presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.
Further, as per Ind AS 33 'Earnings Per Share', if the number of ordinary or potential ordinary shares outstanding increases as a result of share split and bonus share after the reporting period but before the financial statements/ information are approved for issue, the earning per share calculations for those and any prior period financial statements/ information presented shall be based on the new number of shares.

d. Business Combination
The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in the consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.
Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.
The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.
Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity is recorded in shareholders' equity.

2.9 Recent Accounting Pronouncements:

A. Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2026, MCA has notified following Amendment to Ind AS, applicable to the Company w.e.f. 1st April, 2025.

1. Ind AS – 21 The Effects of Changes in Foreign Exchange Rates Lack of Exchangeability
2. Ind AS 12 - Income Taxes relating to International Tax Reform – Pillar Two Model Rules – Exception to recognition and disclosure of deferred tax.
3. Amendments to Ind AS 7 – Cash flow statement and Ind AS 107 – Financial Instrument Disclosures relating to supplier finance arrangements.
4. Ind AS 1-Presentation of Financial Statements Classification of Liabilities as current or non- current and non- current liabilities with covenants.

The group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its Standalone financial statements.

B. The MCA has issued certain amendments to Indian Accounting Standards which are not yet effective as at 31st March, 2026. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Rs in Millions (Unless Otherwise Stated)

3.1 Property, Plant and Equipment

Description	Buildings	Roads	Electrical Installations & Fittings	Plant and Factory Equipment	Vehicles	Office Equipment	Computers & Servers	Furniture & fixtures	Proprietary HTE Platform	Freehold land	Total
At Cost											
Balance as at 01st April 2023	**1,185**	**8**	**214**	**2,916**	**22**	**79**	**120**	**507**	**162**	**142**	**5,355**
Additions/Adjustments	869	5	134	1,330	9	55	109	91	-	-	2,602
Disposals/Adjustments	-	-	-	(102)	(0)	-	(2)	(0)	-	-	(104)
Translation Exchange Difference	-	-	0	1	-	0	0	0	2	-	3
Balance as at 31st March 2024	**2,054**	**13**	**348**	**4,145**	**31**	**134**	**227**	**598**	**164**	**142**	**7,856**
Additions/Adjustments	690	-	113	645	1	125	67	147	-	-	**1,788**
Disposals/Adjustments	-	-	(16)	(38)	-	(17)	(10)	(97)	-	-	**(178)**
Translation Exchange Difference	-	-	0	2	-	0	0	0	4	-	**6**
Balance as at 31st March 2025	**2,744**	**13**	**445**	**4,754**	**32**	**242**	**284**	**648**	**168**	**142**	**9,472**
Additions/Adjustments	96	-	20	683	6	16	24	40	-	-	**885**
Additions on account of Acquisition	-	-	-	-	-	-	-	-	-	-	**-**
Disposals/Adjustments	0	-	0	33	0	1	15	0	-	-	**49**
Translation Exchange Difference	-	-	0	8	-	0	1	0	18	-	**27**
Balance as at 31st March 2026	**2,840**	**13**	**465**	**5,412**	**38**	**256**	**294**	**688**	**186**	**142**	**10,336**
Accumulated Depreciation											
Balance as at 01st April 2023	**163**	**4**	**82**	**1,535**	**12**	**35**	**58**	**259**	**105**	**-**	**2,253**
Depreciation for the year	55	2	24	306	3	14	24	44	33	-	505
Disposals/Adjustments	-	-	-	(99)	(0)	-	(2)	-	-	-	(101)
Translation Exchange Difference	-	-	0	0	-	0	0	0	2	-	2
Balance as at 31st March 2024	**218**	**6**	**106**	**1,742**	**15**	**49**	**80**	**303**	**140**	**-**	**2,659**
Depreciation for the year	73	2	31	401	3	22	44	49	24	-	649
Disposals/Adjustments	-	-	(12)	(33)	-	(15)	(9)	(73)	-	-	(143)
Translation Exchange Difference	-	-	0	1	-	0	0	0	4	-	5
Balance as at 31st March 2025	**291**	**8**	**125**	**2,111**	**18**	**56**	**115**	**279**	**168**	**-**	**3,171**
Depreciation for the year	98	2	42	429	3	33	55	60	-	-	**722**
Additions on account of Acquisition	-	-	-	-	-	-	-	-	-	-	**-**
Disposals/Adjustments	0	-	0	16	0	1	14	0	-	-	**31**
Translation Exchange Difference	-	-	0	5	-	0	1	0	18	-	**24**
Balance as at 31st March 2026	**389**	**10**	**167**	**2,529**	**21**	**88**	**155**	**339**	**186**	**-**	**3,886**
Net Block											
As at 31st March 2026	**2,451**	**3**	**298**	**2,883**	**17**	**168**	**139**	**349**	**-**	**142**	**6,450**
As at 31st March 2025	**2,453**	**5**	**320**	**2,643**	**14**	**186**	**169**	**369**	**-**	**142**	**6,301**
As at 31st March 2024	**1,836**	**8**	**242**	**2,403**	**16**	**85**	**146**	**294**	**25**	**142**	**5,197**

Note:
1. The above assets includes assets related to Research & Development (R&D). Total Investment in R&D assets is disclosed in Note No. 25.
2. Primary Mortgage is created against Plant and Machinery for HDFC Term Loan Taken.
3. Secondary Charge is created against Indore building of having a Gross block of Rs. 778 Million and WDV of Rs. 722 Million for HDFC Term Loan Taken.
4. The title deeds of all the immovable properties are held in the name of the Company.

Rs in Millions (Unless Otherwise Stated)

3.2 Capital work in progress (CWIP)

Following are the changes in the carrying value of the capital work in progress for the year ended 31st March 2026

Particulars	**Total**
Carrying amount	
As at 1 April 2025	**108**
Additions	1,644
Capitalised	(885)
Carrying amount as at 31st March 2026	**867**

Following are the changes in the carrying value of the capital work in progress for the year ended 31st March 2025

Particulars	**Total**
Carrying amount	
As at 1 April 2024	**633**
Additions	1,263
Capitalised	(1,788)
Carrying amount as at 31st March 2025	**108**

Following are the changes in the carrying value of the capital work in progress for the year ended 31st March 2024

Particulars	**Total**
Carrying amount	
As at 1 April 2023	**758**
Additions	525
Capitalised	(650)
Carrying amount as at 31st March 2024	**633**

As at 31st March 2026

	Ageing of CWIP for a period of				**Total**
Description	**Less than 1 Year**	**1-2 years**	**2-3 years**	**More than 3 years**	
Projects in progress	854	12	1	-	867
Projects temporarily suspended	-	-	-	-	-
Total	**854**	**12**	**1**	**-**	**867**

As at 31st March 2025

	Ageing of CWIP for a period of				**Total**
Description	**Less than 1 Year**	**1-2 years**	**2-3 years**	**More than 3 years**	
Projects in progress	83	12	13	-	108
Projects temporarily suspended	-	-	-	-	-
Total	**83**	**12**	**13**	**-**	**108**

As at 31st March 2024

	Ageing of CWIP for a period of				**Total**
Description	**Less than 1 Year**	**1-2 years**	**2-3 years**	**More than 3 years**	
Projects in progress	214	419	-	-	633
Projects temporarily suspended	-	-	-	-	-
Total	**214**	**419**	**-**	**-**	**633**

There are no projects under capital work-in-progress, whose completion is either overdue or has exceeded its cost compared to its original plan as on 31st March 2026, 31st March 2025 and 31st March 2024.

Rs in Millions (Unless Otherwise Stated)

3.3 a. Leases

The Group's lease asset class primarily consist of leases for land and Office buildings. The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

The details of the right of use asset held by the company is as follow:	**As at 31st March, 2026**	**As at 31st March, 2025**	**As at 31st March, 2024**
Leasehold Land	260	260	242
Add: Addition	-	-	16
Less: Remeasurement	-	-	2
	260	**260**	**260**
Office Building	371	440	438
Add: Addition / Adjustment	127	126	-
Less:Termination of lease	(77)	(198)	-
Less: Lease modification	(3)	-	-
Impact of Foreign Currency Translation Reserve (FCTR)	1	3	2
	419	**371**	**440**
Total Gross Assets	**679**	**631**	**700**

Accumulated Depreciation on right of use assets is as follows:	**As at 31st March, 2026**	**As at 31st March, 2025**	**As at 31st March, 2024**
Leasehold Land	12	9	6
Add: Depreciation on lease assets	3	3	3
Less: Depreciation on termination of lease	-	-	-
	15	**12**	**9**
Office Building	227	300	221
Add: Depreciation on lease assets	55	79	78
Less: Termination of lease	(77)	(155)	-
Impact of FCTR	2	3	1
	207	**227**	**300**
Total Accumulated Depreciation	**222**	**239**	**309**
Right of use assets shown in Financials			
Leasehold Land	245	248	251
Office Building	212	144	140
	457	**392**	**391**

Amounts recognised in profit and loss	**Year ended 31st March 2026**	**Year ended 31st March 2025**	**Year ended 31st March 2024**
Depreciation expense on right-of-use assets	58	82	81
Gain or Loss on Lease Termination/Extinguishment	(6)	(7)	-
Interest expense on lease liabilities	14	15	19
Loss on Re-measurement of Lease	-	5	-
	66	**95**	**100**
Total cash outflow for the Lease during the year	**(80)**	**(104)**	**(95)**
Lease Liability Movement			
Opening Lease Liability	**209**	**209**	**278**
Add: Addition during the year	127	126	7
Add: Interest on lease liability during the year	14	15	19
Less: Repaid during the Year	(80)	(104)	(95)
Less: Termination during the year	(10)	(36)	-
FCTR Impact	1	(1)	0
Closing Lease Liability	**261**	**209**	**209**

Maturity analysis of lease liabilities			
Maturity analysis – contractual undiscounted cash flows	**Year ended 31st March 2026**	**Year ended 31st March 2025**	**Year ended 31st March 2024**
Less than one year	60	72	94
One to five years	202	140	96
More than five years	878	881	887
Total undiscounted lease liabilities at Year End	**1,140**	**1,093**	**1,077**
Lease liabilities included in the statement of financial position at Year End	**261**	**209**	**209**
Current	48	62	86
Non Current	213	147	123

Rs in Millions (Unless Otherwise Stated)

4 Intangible assets

Description	Software Intangible	Brands & Trademark	Dossiers & Market Authorizations	Other Intangible Assets	Proprietary HTE software	Patent	Total
Cost or Valuation							
Balance as at 1stApril 2023	**227**	**877**	**607**	**449**	**32**	**6**	**2,198**
Additions/Adjustments	48	-	387	-	-	-	435
Disposals/Adjustments	-	-	-	-	-	-	-
Translation Exchange Difference	0	-	-	-	0	0	(0)
Balance as at 31st March 2024	**275**	**877**	**994**	**449**	**32**	**6**	**2,633**
Additions/Adjustments	88	-	273	0	-	-	361
Disposals/Adjustments	(2)	-	-	-	(2)	-	(4)
Translation Exchange Difference	0	-	-	-	0	1	1
Balance as at 31st March 2025	**361**	**877**	**1,267**	**449**	**30**	**7**	**2,991**
Additions/Adjustments	34	-	649	6	-	-	**689**
Disposals/Adjustments	-	-	-	-	-	-	**-**
Translation Exchange Difference	1	-	-	-	1	1	**3**
Balance as at 31st March 2026	**396**	**877**	**1,916**	**455**	**31**	**8**	**3,683**
Amortisation							
Balance as at 1stApril 2023	**104**	**101**	**70**	**144**	**20**	**3**	**442**
Amortisation during the year	35	41	57	90	6	1	230
Disposals/Adjustments	-	-	-	-	-	-	-
Translation Exchange Difference	0	-	-	-	0	0	0
Balance as at 31st March 2024	**139**	**142**	**127**	**234**	**26**	**4**	**672**
Amortisation during the year	53	41	115	76	4	1	290
Disposals/Adjustments	(2)	-	-	-	-	-	(2)
Translation Exchange Difference	0	-	-	-	0	1	1
Balance as at 31st March 2025	**190**	**183**	**242**	**310**	**30**	**6**	**961**
Amortisation during the year	56	41	235	76	-	0	**408**
Disposals/Adjustments	-	-	-	-	-	-	**-**
Translation Exchange Difference	1	-	-	-	1	1	**3**
Balance as at 31st March 2026	**247**	**224**	**477**	**386**	**31**	**7**	**1,372**
Net book value							
At 31st March 2026	**149**	**653**	**1,439**	**69**	**-**	**1**	**2,311**
At 31st March 2025	**171**	**694**	**1,025**	**139**	**-**	**1**	**2,030**
At 31st March 2024	**136**	**735**	**867**	**215**	**6**	**2**	**1,961**

Note:
1. The above assets includes assets related to Research & Development (R&D). Total Investment in R&D assets is shown below in Note No. 25

Rs in Millions (Unless Otherwise Stated)

4.1 Intangible Asset under Development (IAUD) Ageing Schedule

Following are the changes in the carrying value of the Intangible Asset under Development for the year ended 31st March 2026

Particulars	**Total**
As at 1 April 2025	**494**
Additions	496
Capitalised	(689)
FCTR Impact	7
Carrying amount as at 31st March 2026	**308**

Following are the changes in the carrying value of the Intangible Asset under Development for the year ended 31st March 2025

Particulars	**Total**
As at 1 April 2024	**651**
Additions	198
Capitalised	(356)
FCTR Impact	1
Carrying amount as at 31st March 2025	**494**

Following are the changes in the carrying value of the Intangible Asset under Development for the year ended 31st March 2024

Particulars	**Total**
As at 1 April 2023	**642**
Additions	307
Capitalised	(299)
FCTR Impact	1
Carrying amount as at 31st March 2024	**651**

As At 31st March 2026

Description	**Ageing of IAUD for a period of**				**Total**
	Less than 1 Year	**1-2 years**	**2-3 years**	**More than 3 years**	
Projects in progress	43	36	108	121	308
Projects temporarily suspended	-	-	-	-	-
Total	**43**	**36**	**108**	**121**	**308**

As At 31st March 2025

Description	**Ageing of IAUD for a period of**				**Total**
	Less than 1 Year	**1-2 years**	**2-3 years**	**More than 3 years**	
Projects in progress	84	146	264	-	494
Projects temporarily suspended	-	-	-	-	-
Total	**84**	**146**	**264**	**-**	**494**

As At 31st March 2024

Description	**Ageing of IAUD for a period of**				**Total**
	Less than 1 Year	**1-2 years**	**2-3 years**	**More than 3 years**	
Projects in progress	200	440	11	-	651
Projects temporarily suspended	-	-	-	-	-
Total	**200**	**440**	**11**	**-**	**651**

There are no projects under Intangible Asset under Development , whose completion is either overdue or has exceeded its cost compared to its original plan as on 31st March 2026, 31st March, 2025 and 31st March, 2024.

Rs in Millions (Unless Otherwise Stated)

5 Financial Assets

5.1 Non Current Investments

	31st March 2026	31st March 2025	31st March 2024
Unquoted equity instruments (fully paid-up) - Carried at Fair value through other comprehensive income (FVTOCI)			
(i) Healthway Hospitals Pvt. Ltd. (66,667 shares of ₹10 each fully paid up)	10	10	10
Total (A)	**10**	**10**	**10**
Investment in Associate			
(i) Intact Therapeautics, Inc.	141	141	141
Add: Post Acquisition share of Losses	(85)	(92)	(87)
(ii) SAFE Investment (Future Right to Shares of Cap	17	17	-
Adjustment related to FCTR	18	9	8
Total (B)	**91**	**76**	**62**
Investments in 6% Convertible Promissory Note - Carried at amortised cost			
(i) Thirona Bio Inc. (Formerly Known as FBM Therapeutics, LLC)	-	171	171
Interest on Convertible Note - Thirona Bio	-	38	17
Less: Provision for diminution in value of investments	-	(209)	-
Total (C)	-	-	**188**
Total (A)+(B)+(C)	**101**	**86**	**260**
Aggregate amount of unquoted investments	**101**	**86**	**260**

5.2 Loans

	31st March 2026	31st March 2025	31st March 2024
Unsecured, considered good carried at amortised cost			
To parties other than related parties			
Loans and advances to employees	2	2	1
Total	**2**	**2**	**1**

5.3A Other Financial assets - non-current

	31st March 2026	31st March 2025	31st March 2024
Security deposits			
Unsecured, considered good	16	11	10
Fixed Deposits with Banks	0	0	0
Total	**16**	**11**	**10**

5.3B Other Financial assets - current

	31st March 2026	31st March 2025	31st March 2024
Security deposits			
Unsecured, considered good	5	9	6
Doubtful	-	-	-
	5	**9**	**6**
Less: Provision for doubtful deposits	-	-	-
	5	**9**	**6**
Unbilled Revenue - Related Parties	-	1	-
Unbilled Revenue	71	69	45
Lease Receivables	-	6	-
Derivative Assets	-	1	2
	71	**77**	**47**
Total	**76**	**86**	**53**

	Outstanding for following periods from due date of payment						
Particulars	**Current but not due**	**Less Than Six Month**	**6 months – 1 year**	**1 - 2 Years**	**2-3 Years**	**More than 3 years**	**Total**
31st March 2026							
Unbilled Revenue							
– considered good	71	-	-	-	-	-	**71**
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
31st March 2025							
Unbilled Revenue							
– considered good	70	-	-	-	-	-	**70**
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
31st March 2024							-
Unbilled revenue							-
– considered good	41	4	-	-	-	-	**45**
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-

5.4A Other assets - non-current

	31st March 2026	31st March 2025	31st March 2024
Capital advances	183	170	135
Prepaid expenses	4	17	16
Total	**187**	**187**	**151**

5.4B Other assets- current

	31st March 2026	31st March 2025	31st March 2024
Prepaid expenses	174	148	126
Advances for supply of services and goods	118	144	86
GST refund receivable	99	67	47
GST Input Credit / CENVAT Credit	730	529	606
Balance with Customs, Port Authorities and Sales Tax	83	159	1
Contract fulfilmemt cost	26	71	30
Export Incentives	17	12	14
Other receivable	-	1	3
Total	**1,247**	**1,131**	**913**

Rs in Millions (Unless Otherwise Stated)

6 Non-current tax assets (net)

	31st March 2026	31st March 2025	31st March 2024
Advance income tax*	3	6	6
Total	**3**	**6**	**6**

7 Current tax assets (net)

	31st March 2026	31st March 2025	31st March 2024
Advance income tax*	6	17	22
Total	**6**	**17**	**22**

* - Non-current tax assets and Current tax assets is net of provision for tax amounts to ₹ 809 Million (FY 24-25 ₹ 1622 Million FY 23-24 ₹ 2113 Million)

8 Inventories

(valued at the lower of cost and net realisable value)

	31st March 2026	31st March 2025	31st March 2024
(a) Raw materials	1,469	1,513	950
Goods-in-transit	113	146	40
	1,582	**1,659**	**990**
(b) Packing Material	639	639	485
Goods-in-transit	130	68	95
	769	**707**	**580**
(c) Work-in-progress	71	57	33
	71	**57**	**33**
(d) Finished goods	1,983	1,639	923
	1,983	**1,639**	**923**
(e) Stock in Trade	1	3	-
	1	**3**	**-**
Total	**4,406**	**4,065**	**2,526**

9 Financial assets

9.1 Current investments

(valued at fair value, unless stated otherwise)

	Units			Amount		
	31st March 2026	31st March 2025	31st March 2024	31st March 2026	31st March 2025	31st March 2024
Investment carried at fair value through profit and loss						
Quoted						
Kotak Equity Arbitrage Fund*	2,18,35,630	2,31,57,686	72,94,253	918	912	265
KOTAK Arbitrage -Reg	23,98,201	23,98,201	15,47,426	94	89	53
Tata Arbitrage Fund	5,32,35,297	6,76,79,378	2,00,71,471	845	1,004	276
Birla Savings Fund	5,30,486	3,20,919	6,53,396	304	172	326
Birla Arbitrage Growth Fund	2,73,82,127	-	-	820	-	-
Investment in Mutual Fund				**2,981**	**2,177**	**920**
Aggregate amount of quoted investments(Cost)				**2,848**	**2,027**	**826**
Aggregate market value of quoted investments				**2,981**	**2,177**	**920**

*Note: Of the total units, 1,45,41,378 units for FY 25-26 (Nil for FY 24-25 and Nil for FY 23-24) of Kotak Arbitrage Fund Direct Plan - Growth, 5,29,021 units for FY 25-26 (15,00,000 for FY 24-25 and 15,00,000 for FY 23-24) of Kotak Arbitrage Fund - Growth(Regular Plan) and 2,00,71,471 for FY 25-26 (Nil for FY 2,00,71,471 and 2,00,71,471 for FY 23-24) for units of Tata Arbitrage Fund, Nil units for FY 25-26 (72,94,253 for FY 24-25 and 72,94,253 for FY 23-24) of Kotak Arbitrage Fund are under lien as a part of SBLC backed loan taken by company's wholly owned subsidiary, Encube Ethicals Inc. and Term Loan of the Company.

9.2 Trade receivables

	31st March 2026	31st March 2025	31st March 2024
Trade receivables	7,288	4,903	4,254
Receivables from other related parties (refer note 33)	16	2	3
	7,304	**4,905**	**4,257**
Provision for doubtful receivables	(18)	(4)	(2)
Total	**7,286**	**4,901**	**4,255**
Note:			
Break-up for security details:			
Trade receivables			
Secured, considered good	-	-	-
Unsecured, considered good	7,286	4,901	4,255
Trade Receivables which have significant increase in Credit Risk	18	4	2
Trade Receivables - credit impaired	**7,304**	**4,905**	**4,257**
Allowance for bad and doubtful debts			
Unsecured, considered good			
Trade Receivables which have significant increase in credit Risk	(18)	(4)	(2)
Trade Receivables - credit impaired	-	-	-
Total	**(18)**	**(4)**	**(2)**
Total	**7,286**	**4,901**	**4,255**

Note: Of the Trade Receivables balance as at 31st March, 2026 of Rs 7,286 Million (as at 31st March, 2025 of Rs 4,901 Million and as at 31st March 2024 of Rs 4,255 Million), there are 2 external customers as at 31st March 2026 of Rs 2,705 Million (as at 31st March 2025 of Rs 1,986 Million and as at 31st March 2024 of Rs 769 Million), which represents 10% or more of the company's total revenue for the year ended 31st March 2026, 31st March 2025 and 31st March 2024 respectively.

Rs in Millions (Unless Otherwise Stated)

Trade receivables Ageing Schedule
As at 31st March 2026

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less Than Six Months	6 months – 1 year	1 - 2 Years	2-3 Years	More than 3 years	
Undisputed Trade Receivables							
– considered good	4,656	2,411	180	26	13	-	7,286
– which have significant increase in credit risk	-	1	8	4	3	2	18
– credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables	-	-	-	-	-	-	
– considered good	-	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
	4,656	**2,412**	**188**	**30**	**16**	**2**	**7,304**

As at 31st March 2025

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less Than Six Months	6 months – 1 year	1 - 2 Years	2-3 Years	More than 3 years	
Undisputed Trade Receivables							
– considered good	4,183	662	35	19	2	-	**4,901**
– which have significant increase in credit risk	-	0	0	4	-	-	**4**
– credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables	-						
– considered good	-	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
	4,183	**662**	**35**	**23**	**2**	**-**	**4,905**

As at 31st March 2024

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less Than Six Months	6 months – 1 year	1 - 2 Years	2-3 Years	More than 3 years	
Undisputed Trade Receivables							
– considered good	2,610	1,465	178	2	-	-	**4,255**
– which have significant increase in credit risk	-	2	0	0	-	-	**2**
– credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables	-						
– considered good	-	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
	2,610	**1,467**	**178**	**2**	**-**	**-**	**4,257**

9.3 Cash and cash equivalents

		31st March 2026	31st March 2025	31st March 2024
9.3.1	**Cash and cash equivalents**			
	Balances with banks			
	- In current accounts	190	105	254
	- In saving account	191	132	39
	- In exchange earners foreign currency	160	228	88
	Cash on hand	0	0	0
		541	**465**	**381**
9.3.2	**Other bank balances**			
	-Margin money deposit under lien	-	-	1
		-	-	**1**
	Total	**541**	**465**	**382**

Rs in Millions (Unless Otherwise Stated)

10 Equity share capital

Authorised capital:

Face value of shares	**Equity shares**	
	No. of Shares	**Amount**
At 1st April 2023	1,50,00,000	150
Increase / (decrease) during the year	-	-
At 31st March 2024	1,50,00,000	150
Increase / (decrease) during the year	-	-
At 31st March 2025	1,50,00,000	150
Increase / (decrease) during the year	-	-
At 31st March 2026	**1,50,00,000**	**150**

Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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 pro-rata to the number of equity shares held by the shareholders.

Issued equity capital:

Issued, subscribed and fully paid-up:	**Issued equity share capital**	
	No. of Shares	**Amount**
At 1st April 2023	1,01,27,053	101
Changes during the year	-	-
At 31st March 2024	1,01,27,053	101
Changes during the year	1,250	0
At 31st March 2025	1,01,28,303	101
Changes during the year	1,000	0
At 31st March 2026	1,01,29,303	101

(i) Details of shareholders holding more than 5% equity shares of a class of shares

Name of shareholders	**31st March 2026**		**31st March 2025**		**31st March 2024**	
	No. of Shares	**% holding in the class**	**No. of Shares**	**% holding in the class**	**No. of Shares**	**% holding in the class**
Equity shares of Rs. 10 each fully paid						
Mehul Madhusudan Shah	64,15,000	63.35%	53,25,000	52.58%	53,25,000	52.58%
Niti Shah	9,44,880	9.33%	26,24,340	25.91%	26,24,340	25.91%
Frontier Investment Holdings Pte Ltd	15,26,333	15.07%	15,26,333	15.07%	15,26,333	15.07%
Madhusudan Shah	-	0.00%	6,50,540	6.42%	6,50,540	6.42%
Niloni Shah	5,16,000	5.09%	-	0.00%	-	0.00%
Mansi Harses Kampani	5,16,000	5.09%	-	0.00%	-	0.00%

(ii) Reconciliation of number of the equity shares and preference shares outstanding at the beginning and at the end of the year:

Equity Shares	**31st March 2026**		**31st March 2025**		**31st March 2024**	
	No. of Shares	**Amount**	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**
At the beginning of the year	1,01,28,303	101	1,01,27,053	101	1,01,27,053	101
Changes during the year	1,000	0	1,250	0	-	-
Outstanding at the end of the year	**1,01,29,303**	**101**	**1,01,28,303**	**101**	**1,01,27,053**	**101**

(iii) No shares have been allotted without payment being received in cash or by way of Bonus shares during the period of 5 years immediately preceeding the reporting date i.e. March 31, 2026.

(iv) Details of shares held by promoters

As at 31st March 26

Promotor Name	**No. of shares at the beg of the year**	**Change during the year**	**No. of shares at the end of the year**	**% of Total Shares**	**% change during the year**
Mehul Madhusudan Shah	53,25,000	10,90,000	64,15,000	63.33%	20.47%
Madhusudan Shah	6,50,540	(6,50,540)	-	0.00%	-100.00%
Total	**59,75,540**	**4,39,460**	**64,15,000**	**63.33%**	

Note: With effect from 13th April 2026, Madhusudan Shah is no more a promoter of the company.

As at 31st March 25

Promotor Name	**No. of shares at the beg of the year**	**Change during the year**	**No. of sharesat the end of the year**	**% of Total Shares**	**% change during the year**
Mehul Madhusudan Shah	53,25,000	-	53,25,000	52.58%	0.00%
Madhusudan Shah	6,50,540	-	6,50,540	6.42%	0.00%
Total	**59,75,540**	**-**	**59,75,540**	**59.00%**	

As at 31st March 24

Promotor Name	**No. of shares at the beg of the year**	**Change during the year**	**No. of shares at the end of the year**	**% of Total Shares**	**% change during the year**
Mehul Madhusudan Shah	53,25,000	-	53,25,000	52.58%	0.00%
Madhusudan Shah	6,50,540	-	6,50,540	6.42%	0.00%
Total	**59,75,540**	**-**	**59,75,540**	**59.00%**	

Note : Subsequent events after the reporting date,

1. As per the recommendation in meeting of the Board of Directors dated 22 May 2026 and approval of the shareholders dated 22 May 2026, the authorised share capital are sub-divided into equity shares of face value of Rs. 1/- each. Pursuant to this resolution the issued, paid up and subscribed share capital of the Company stands subdivided to equity shares of Rs. 1/- each.

2. As per the recommendation in meeting of the Board of Directors dated 30 July 2026 and approval of the shareholders dated 30 July 2026, the Company has issued bonus equity shares of face value of Rs. 1/- each in ratio of 1:2 (i.e. 2 Bonus Shares for every 1 Equity Share).

3. Further, as per Ind AS 33 'Earnings Per Share', if the number of ordinary or potential ordinary shares outstanding increases as a result of share split and bonus share after the reporting period but before the financial statements/ information are approved for issue, the earning per share calculations for those and any prior period financial statements/ information presented shall be based on the new number of shares.

Rs in Millions (Unless Otherwise Stated)

11 Other equity

Securities premium	
At 31st March 2023	**4,530**
Share premium on account of Exercise of options	-
At 31st March 2024	**4,530**
Share premium on account of Exercise of options	9
At 31st March 2025	**4,539**
Share premium on account of Exercise of options	7
At 31st March 2026	**4,546**

Note: The amount received in excess of face value of the equity shares is recognised in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium. The Securities Premium is utilised in accordance with the provisions of the Companies Act 2013.

11.2 Employee Stock Option Reserve	
At 31st March 2023	**74**
Add / (Less): Employee compensation expense	22
At 31st March 2024	**96**
Add / (Less): Employee compensation expense	48
Add / (Less): Share premium on account of exercise of Stock Options	(5)
Add / (Less): ESOP Reserve transfer on forfeited shares	(9)
At 31st March 2025	**130**
Add / (Less): Employee compensation expense	43
Add / (Less): Share premium on account of exercise of Stock Options	(3)
Less: ESOP Reserve transfer on forfeited shares	(6)
At 31st March 2026	**164**

Note: The Company has employee stock option schemes under which the option to subscribe for the Company's shares is granted to certain employees. These reserve are used to recognize the value of equity-settled share-based payments provided to employees as part of their remuneration.

11.3 General reserve	
At 31st March 2023	**174**
Add: Transfer from Surplus in profit & loss account	-
At 31st March 2024	**174**
Add: Transfer from Surplus in profit & loss account	-
At 31st March 2025	**174**
Add: Transfer from Surplus in profit & loss account	-
At 31st March 2026	**174**

Note: The General reserve is used from time to time to transfer profit fromretained earnings for appropriation purpose.

11.4 Foreign Currency Translation Reserve	
At 01st April 2023	**(120)**
Add / (Less): Gain/ (loss) on exchange difference on translation of foreign operation	(30)
At 31st March 2024	**(150)**
Add / (Less): Gain/ (loss) on exchange difference on translation of foreign operation	(26)
At 31st March 2025	**(176)**
Add / (Less): Gain/ (loss) on exchange difference on translation of foreign operation	(208)
At 31st March 2026	**(384)**

11.5 Retained Earnings	
At 01st April 2023	**6,122**
Add / (Less): Net Profit for the year	1,561
Add / (Less): Other comprehensive income	(3)
Add / (Less): Transaction between Owners	3
At 31st March 2024	**7,683**
Add / (Less): Net Profit for the year	2,500
Add / (Less): Other comprehensive income	(2)
Add / (Less): ESOP Reserve transfer on forfeited shares	9
Add / (Less): Transaction between Owners	(6)
At 31st March 2025	**10,184**
Add / (Less): Net Profit for the year	4,370
Add / (Less): Other comprehensive income	(9)
Add / (Less): ESOP Reserve transfer on forfeited shares	6
At 31st March 2026	**14,551**

Note: Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends, or other distributions paid to shareholders. It includes impact of re-measurement gain/(losses) net of taxes on defined benefit plans on account of changes in actuarial assumptions or experience adjustments within the plans.

Total	
As at 31st March 2024	**12,333**
As at 31st March 2025	**14,851**
As at 31st March 2026	**19,051**

Rs in Millions (Unless Otherwise Stated)

12A Borrowings - Non current

	31st March 2026	31st March 2025	31st March 2024
Other loans and advances (Secured)			
Term Loan From HDFC Bank **	-	219	413
Loan from Others *****	13	12	12
Total	**13**	**231**	**425**

12B Borrowings - Current

	31st March 2026	31st March 2025	31st March 2024
Borrowings (Secured) - carried at amortised cost			
Loan from Citi Bank *	237	300	459
Term Loan From HDFC Bank **	216	191	175
SBLC backed loan from HDFC Bank ***	1,751	1,583	1,126
Bank Overdraft****	-	-	96
Total	**2,204**	**2,074**	**1,856**

For FY 23-24
* Of the total units, 72,94,253 units of Kotak Equity Arbitrage Fund 15,00,000 units of Kotak Arbitrage Regular Fund and 2,00,71,471 units of Tata Arbitrage Fund are under lien as a part of loan taken from Citi Bank.
** Primary Charge is against hypothecation of assets in favour of HDFC Bank as follows:
(i) EIR @ 8.20%.
(ii) Specific Plant and Machinery of the company amounting to Rs. 587 Million.
*** Charge on Stock in trade & Book Debts for Rs.1,920 Million.
**** The OD facility has an Interest rate of 3M Repo + 2.05%.
Secondary Charge is against shares held by the director in listed entities.
***** This relates to loan taken from Economic Injury Disaster loan (COVID 19) with Interest rate @ 3%, payable over 30 years

For FY 24-25
* Of the total units, 72,94,253 units of Kotak Equity Arbitrage Fund 15,00,000 units of Kotak Arbitrage Regular Fund and 2,00,71,471 units of Tata Arbitrage Fund are under lien as a part of loan taken from Citi Bank.
** The Term Loan has an EIR of 8.20%. The Borrowings amounting to Rs. 410Mn (PY Rs. 587Mn) are secured by way of hypothecation on specific Plant and Machinery of the company
*** Charge on Stock in trade & Book Debts for Rs.2,470 Million.
Secondary Charge is against shares held by the director in listed entities.
***** This relates to loan taken from Economic Injury Disaster loan (COVID 19) with Interest rate @ 3%, payable over 30 years

For FY 25-26
* Of the total units, 2,00,71,471 units of Tata Arbitrage Fund are under lien as a part of loan taken from Citi Bank.
** The Term Loan has an EIR of 8.20%. The Borrowings amounting to Rs. 216Mn (PY Rs. 410Mn) are secured by way of hypothecation on specific Plant and Machinery of Goa Plant
*** Charge on Stock in trade & Book Debts for Rs.2,720 Million (PY Rs. 2,470 Million).
Secondary Charge is against Indore building, leasehold land, 1,45,41,378 units of Kotak Arbitrage Fund Direct Plan - Growth and 5,29,021 units of Kotak Arbitrage Fund - Growth(Regular Plan) against all loans from HDFC Bank [PY :- Secondary Charge is against shares held by the director in listed entities].
***** This relates to loan taken from Economic Injury Disaster loan (COVID 19) with Interest rate @ 3%, payable over 30 years

13A Other financial liabilities - Non-current

	31st March 2026	31st March 2025	31st March 2024
Security deposits received	2	0	0
Creditor for capital goods*	47	-	-
Total	**49**	**0**	**0**
*Includes outstanding dues of micro enterprises and small enterprises as shown below (Refer note 27):			
Creditor for capital goods			

13B Other financial liabilities - current

	31st March 2026	31st March 2025	31st March 2024
Security deposits received	126	253	250
Employee benefits payable	227	156	70
Creditor for capital goods*	291	206	198
Interest payable on borrowings	2	2	2
Other payables	-	2	2
Foreign exchange forward contracts	24	-	-
Total	**670**	**619**	**522**
*Includes outstanding dues of micro enterprises and small enterprises as shown below (Refer note 27):			
Creditor for capital goods	**51**	**77**	**24**

14 Other liabilities

	31st March 2026	31st March 2025	31st March 2024
Statutory dues payable	56	64	63
Advances received from customers	51	142	90
Deferred Government Grant	277	232	77
Import Advance Licenses	58	55	57
Deferred revenue	209	229	132
Total	**651**	**722**	**419**

15A Provisions - Non current

	31st March 2026	31st March 2025	31st March 2024
A. Net Employment benefit liabilities			
Gratuity (defined benefit plan) (Refer Note 29)	11	4	4
B. Others			
Provision for Return & Expiry	0	0	-
Total	**11**	**4**	**4**

Rs in Millions (Unless Otherwise Stated)

15B Provisions - Current

	31st March 2026	31st March 2025	31st March 2024
A. Net Employment benefit liabilities			
Gratuity (defined benefit plan) (Refer Note 29)	61	44	39
Compensated absence	67	51	45
B. Others			
Provision for Return & Expiry	1,537	865	593
Provision for Medicaid	107	46	13
Total	**1,772**	**1,006**	**690**

15C Movement in other provisions during the year

	31st March 2026	31st March 2025	31st March 2024
a) Provision for Return & Expiry			
Opening balance	865	593	290
Add: Recognised during the year	695	453	334
Less: Utilised/Released during the year	(153)	(201)	(36)
Add: FCTR	130	20	5
Closing balance	**1,537**	**865**	**593**
Movement in other provisions during the year			
b) Provision for Medicaid			
Opening balance	46	13	23
Add: Recognised during the year	193	117	99
Less: Utilised/Released during the year	(141)	(85)	(109)
Add: FCTR	9	1	0
Closing balance	**107**	**46**	**13**

16 Trade payables

	31st March 2026	31st March 2025	31st March 2024
Total outstanding dues of micro enterprises and small enterprises (Refer note. 27)	380	196	71
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,074	2,386	1,719
Total	**2,454**	**2,582**	**1,790**

Trade Payables Ageing Schedule
As at 31st March 2026

Particulars	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Total outstanding dues of micro enterprises and small enterprises	284	96	0	-	-	380
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,410	608	48	8	-	2,074
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	1,694	**704**	**48**	**8**	**-**	**2,454**

As at 31st March 2025

Particulars	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Total outstanding dues of micro enterprises and small enterprises	172	24	-	-	-	196
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,998	373	15	-	-	2,386
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	2,170	**397**	**15**	**-**	**-**	**2,582**

As at 31st March 2024

Particulars	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Total outstanding dues of micro enterprises and small enterprises	59	12	-	-	-	71
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,229	485	5	-	-	1,719
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	1,288	**497**	**5**	**-**	**-**	**1,790**

17 Current tax liabilities (net)

	31st March 2026	31st March 2025	31st March 2024
Provision for tax (Net of Advance Income Tax amounting to ₹ 1366 Million (FY 24-25 ₹ 618 Million and FY 23-24 ₹ 486 Million)	210	68	95
Total	**210**	**68**	**95**

Rs in Millions (Unless Otherwise Stated)

17.1 Income tax

The major components of income tax expense for the years ended 31st March 2026, 31st March 2025 and 31st March 2024 are:

Statement of profit and loss:

Profit or loss section	31st March 2026	31st March 2025	31st March 2024
Current income tax:			
Current income tax charge	1,690	715	551
Adjustments in respect of current income tax of previous year	(3)	20	(1)
Deferred tax:			
Relating to origination and reversal of temporary differences	(152)	111	(30)
Income tax expense reported in the statement of profit or loss	**1,535**	**846**	**520**

OCI section	31st March 2026	31st March 2025	31st March 2024
Deferred tax related to items recognised in OCI during in the year:			
Re-measurement gain/(losses) on defined benefit plans	3	1	-
Income tax expense charged to OCI	**1**	**1**	**-**

Deferred tax:

Deferred tax relates to the following:

	Balance Sheet			Through Equity, OCI & FCTR			Statement of profit and loss		
	31st March 2026	31st March 2025	31st March 2024	31st March 2026	31st March 2025	31st March 2024	31st March 2026	31st March 2025	31st March 2024
Property, Plant and Equipment	(635)	(548)	(292)	-	-	-	87	256	52
Investments	(19)	(22)	(17)	(1)	-	1	(2)	5	8
Allowance for doubtful debts and advances	4	1	0	-	(1)	-	(3)	-	1
Impairment of asset	-	2	(2)	-	1	-	2	(5)	2
Mark to Market Gain on Derivatives	6	(0)	(0)	1	-	-	(7)	-	2
Equity related Expense	(0)	(0)	-	-	-	-	-	-	-
Deferred tax on OCI Gratuity	-	-	-	(3)	(1)	-	3	1	-
Unused tax losses	7	46	48	(2)	(1)	(1)	41	3	(44)
Provisions	347	185	129	(29)	(4)	(2)	(133)	(52)	-
Stock Reserve	305	225	145	-	-	-	(80)	(80)	(27)
Employee Benefit Expense	1	1	3	-	1	-	-	1	10
Inventory Capitalization	8	7	1	(1)	-	-	-	(6)	(1)
Others	149	88	77	(1)	(1)	-	(60)	(12)	(33)
Deferred tax income	**173**	**(15)**	**90**	**(36)**	**(6)**	**(2)**	**(152)**	**111**	**(30)**
Net deferred tax assets/(liabilities)	**173**	**(15)**	**90**	-	-	-	**(152)**	**111**	**(30)**
Deferred tax assets	676	542	386					-	-
Deferred tax (liabilities)	(503)	(557)	(296)					-	-

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

17.2 Tax Reconciliation

The major components of income tax expense for the years ended 31st March 2026, 31st March 2025 and 31st March 2024 are:

Reconciliation of tax expense	31st March 2026	31st March 2025	31st March 2024
Profit before Tax from & Share of net Profit / (Loss) of investment accounted for using equity method (A) -			
Continuing Operation	5,902	3,346	2,218
Enacted income tax rate (%) applicable to the Company #	25.17%	25.17%	25.17%
Income tax calculated at enacted income tax rate	1,485	842	558
Effect of expenses that are not deductible	34	61	127
Effect of incremental deduction on account of research and development and other allowances	(1)	(9)	(3)
Effect of change in tax rate	1	5	(56)
Effect of Change in Valuation Allowance	(11)	(13)	-
Effect of Tax Expenses pertaining to previous years	(3)	20	(1)
Others	30	(60)	(105)
Income tax expense recognised in profit or loss	**1,535**	**846**	**520**

The tax rate used for reconciliation above is the corporate tax rate of 25.17% for FY 2025-26, FY 2024-25 and FY 2023-24 at which the Holding Company is liable to pay tax on taxable income under the tax Laws of jurisdiction in India.

Rs in Millions (Unless Otherwise Stated)

18 Revenue from operations

	31st March 2026	31st March 2025	31st March 2024
Sale of Products	17,458	12,373	10,006
Sale of Services (Refer Note 18.1)	645	812	555
	18,103	**13,185**	**10,561**
Other operating revenue			
Proceeds from Sale of Scrap and Raw Materials	20	17	20
Export Incentives	79	63	37
Government Grant	197	136	104
Miscellaneous income	56	42	45
Freight and Insurance	32	5	92
	384	**263**	**298**
Total Revenue from operations	**18,487**	**13,448**	**10,859**
Sale of services comprises (18.1)			
Scale up, Testing, Stability, Technology Transfer & Other Analytical Income			
Local	29	58	33
Export	226	327	180
	255	**385**	**213**
Licensing Income			
Local	14	31	-
Export	73	49	33
	87	**80**	**33**
Share of Profit			
Local	136	91	43
Export	16	33	15
	152	**124**	**58**
Loan and Licence	82	138	168
Contract Research Income	69	85	83
Total - Sale of services	**645**	**812**	**555**
Primary geographical market: (18.3)			
- India	6,018	4,623	4,224
- USA	9,712	6,569	4,645
- Europe	1,205	751	664
- Rest of the World	523	430	472
Total - Sale of products	**17,458**	**12,373**	**10,005**
- India	261	318	244
- USA	138	273	186
- Europe	77	37	101
- Rest of the World	169	184	24
Total - Sale of services	**645**	**812**	**555**
Reconcilitaion of Revenue recognised with Deffered Revenue (18.4)			
Balance in contract liability at the beginning of the year	229	132	13
Add: Increase due to cash received during the year excluding amounts recognised as revenue during the year	125	190	119
less: revenue recognised during the year	(145)	(93)	-
Balance in contract liability at the end of the year	**209**	**229**	**132**
Reconcilitaion of Contracted price with Revenue Booked			
Contracted Value	43,352	29,592	23,478
Add/(less) :'Return, Expiry, Rate Difference and Others	(25,249)	(16,407)	(12,917)
Revenue as per Profit and Loss Statement	**18,103**	**13,185**	**10,561**

Disaggregation of revenue (based on timing of revenue recognition) (18.5)

Particulars	**31st March 2026**	**31st March 2025**	**31st March 2024**
Revenue recognised at a point in time	17,458	12,373	10,006
Service Revenue recognised at point in time	390	427	342
Service Revenue recognised over the period of time	255	385	213
Total	**18,103**	**13,185**	**10,561**

Information about major customers

There are 2 customers which represents 10% or more of the Group's total revenue for the year ended 31st March 2026 (Rs 4,194 Million), 31st March 2025 (Rs 3,326 Million) and 31st March 2024 (Rs 2,507 Million) respectively.

Rs in Millions (Unless Otherwise Stated)

19 Other income

	31st March 2026	31st March 2025	31st March 2024
Other non-operating income:			
Dividend Income	0	0	0
Profit on Sale of Investments	151	56	19
Net gain/(Loss) on Fair Valuation of Mutual Funds	-	56	47
Others:			
Net gain on foreign currency transactions	427	70	38
Sub-Lease	0	0	-
Interest income	10	24	6
Gain on modification of lease	6	7	-
Government Grant & Incentive income	31	20	-
Support Service	5	2	2
Insurance Claim received	-	3	5
Guarantee Charges	0	-	-
Miscellaneous Income	1	4	6
Total	**631**	**242**	**123**

20 20(a) : Cost of materials consumed

	31st March 2026	31st March 2025	31st March 2024
Opening stock	2,366	1,570	1,503
Purchase during the year	5,805	5,505	3,912
Less: Closing stock	2,351	2,366	1,570
Cost of raw material including packing material consumed	**5,820**	**4,709**	**3,845**
20(b) : Changes in inventories of finished goods, work-in-progress and stock-in-trade			
Inventories at the end of the year:			
Finished goods	1,983	1,639	923
Stock in trade	1	3	-
Work-in-progress	71	57	33
Total	**2,055**	**1,699**	**956**
Inventories at the beginning of the year:			
Finished goods	1,639	923	517
Stock in trade	3	-	-
Work-in-progress	57	33	24
Total	**1,699**	**956**	**541**
Changes in inventories of finished goods, work-in-progress and stock-in-trade	**(356)**	**(743)**	**(415)**

21 Employee benefits expense

	31st March 2026	31st March 2025	31st March 2024
Salaries and wages	1,585	1,287	1,102
Contributions to provident and other funds (Refer note 29)	77	66	57
Share based payment expense (Refer note 34)	43	48	22
Staff welfare expenses	45	34	26
Total	**1,750**	**1,435**	**1,207**

Note:
The above expenses includes expenses related to Research & Development (R&D). A detailed list of R&D expenses is shown in Note No.25

22 Depreciation and amortisation expense

	31st March 2026	31st March 2025	31st March 2024
Depreciation of property, plant and equipment (Refer Note 3)	722	649	505
Amortisation of intangible assets (Refer Note 4)	407	290	230
Depreciation on Lease assets (Refer note 3.3)	58	82	81
Total	**1,187**	**1,021**	**816**

22.1 Impairment of Asset

	31st March 2026	31st March 2025	31st March 2024
Impairment of Capital Work In Progress (CWIP) & Intangible under development	1	-	-
Impairment of Investment	-	209	-
Impairment of Goodwill	-	-	30
Total	**1**	**209**	**30**

23 Finance costs

	31st March 2026	31st March 2025	31st March 2024
Interest on			
- Lease liabilities (Refer note 3.3)	14	15	19
- Income Tax	3	9	0
- Advance license	11	5	(11)
- MSME	25	17	10
Interest expense for borrowings at amortised costs	118	136	150
Guarantee Charges	3	9	4
Total	**174**	**191**	**172**

Rs in Millions (Unless Otherwise Stated)

24 Other expenses

	31st March 2026	31st March 2025	31st March 2024
Consumption of stores,spares consumables and loose tools	310	209	194
Material Consumption - R&D	372	158	277
Power and fuel	303	290	232
Water Charges	7	8	6
Other Manufacturing expenses	20	20	36
Business Compensation and Contractual Settlement Expenses	35	58	29
Rent	9	7	6
Testing Charges	198	59	51
Laboratory expenses	21	6	17
Repairs and maintenance			
- Buildings	29	27	9
- Machinery	31	31	16
- Others	97	84	64
Insurance	67	48	44
Subcontracted Labour	171	141	107
Corporate Social Responsibility (Refer note 24.1)	59	45	36
Loss on Disposal of Property plant & equipment and Intangible Asset	16	36	1
Loss on Re-measurement of Lease	-	5	-
Rates and taxes	10	11	13
License Fees	436	271	343
Expected Credit Loss	16	2	(1)
Communication	13	11	17
Travelling and conveyance	80	69	63
Printing and stationery	15	20	15
Transport, Freight and forwarding	1,174	808	598
Bank charges	9	8	10
Interest on delayed / deferred payment of taxes	4	1	-
Sales commission	159	102	85
Write off of other advances	0	-	-
External Salesforce Expenses	83	84	61
Advertising & Business promotion	113	142	33
Donations and contributions	0	1	0
Legal and professional fees	471	433	290
Membership & Subscription Charges	24	21	15
Security & Housekeeping Charges	38	23	19
Net Loss on Fair Valuation of Mutual Funds	17	-	-
Computer & Software Expenses	67	57	51
Payments to auditors (Refer note 24.2)	5	5	4
Clinical Trials	155	163	239
Miscellaneous expenses	6	5	9
	4,640	**3,469**	**2,989**

Note:
The above expenses includes expenses related to Research & Development (R&D). A detailed list of R&D expenses is shown in Note no.25

Corporate social responsibility (24.1)

As per section 135 of the Act, a CSR committee has been formed by the Company covered under this clause. The funds are utilised throughout the year on the activities specified in Schedule VII to the Act. The utilisation is done either by way of direct contribution towards various activities or by way of contribution to a trust.

(a) Gross amount required to be spent by the Company over the three years: Rs. 59 Million (31st March 2025: Rs 44 Million and 31st March 2024: Rs 35 Million)

(b) CSR expense has been incurred for promoting education and promoting healthcare including preventive health care.

(c) The areas of CSR activities and contributions made thereto are as follows:-

	31st March 2026		
Amount spent during the year ending on 31st March 2026:	**In cash**	**Yet to be paid in cash**	**Total**
Construction/acquisition of any asset	17	-	17
On purposes other than above			
- Others*	22	18	40
Total	**39**	**18**	**57**

* - The unspent CSR amount of Rs. 18 Million is yet to be transferred to the specified account/fund. The Company is in the process of transferring the same within the time limit prescribed under Section 135 of the Companies Act, 2013.

	31st March 2025		
Amount spent during the year ending on 31st March 2025:	**In cash**	**Yet to be paid in cash**	**Total**
Construction/acquisition of any asset	20	-	20
On purposes other than above			
- Others	25	-	25
Total	**45**	**-**	**45**

	31st March 2024		
Amount spent during the year ending on 31st March 2024:	**In cash**	**Yet to be paid in cash**	**Total**
Construction/acquisition of any asset	15	-	15
On purposes other than above			
- Others	21	-	21
Total	**36**	**-**	**36**

Payments to the auditors (24.2)	31st March 2026	31st March 2025	31st March 2024
Audit fee	5	4	4
Other services (Certification fees, Consultancy and Taxation matters)	0	0	0
For Reimbursement of expenses	0	0	0
	5	**4**	**4**

Rs in Millions (Unless Otherwise Stated)

25 Details of research and development expenditure recognised as an expense

Particulars	31st March 2026	31st March 2025	31st March 2024
	Total	Total	Total
Materials, Spares & Other Consumables	372	158	277
Employee benefits expense	293	250	265
Professional fees	118	162	119
Electricity Expenses	32	24	17
Travelling expenses	9	9	8
Others	23	14	29
Clinical Trials	155	163	238
Q. C. Cons.Spares	15	8	16
Laboratory Expenses	17	-	7
License Fees	229	82	176
Repairs and maintenance - Buildings	-	1	1
Repairs and maintenance - Machinery	6	14	4
Repairs & Maintenance-others	17	15	14
Analytical Charges	90	29	29
Others	-	-	-
Communication Charges	-	-	-
Total	**1,376**	**929**	**1,200**
Capital Expenditure Related to R&D Claimed Separately	**107**	**1,090**	**14**

26 Commitments and contingencies

a. Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for:

	31st March 2026	31st March 2025	31st March 2024
Capital Commitments (Net off advances)	460	580	255
Other Commitment	1,253	906	1,301
	1,713	**1,486**	**1,556**

b. Contingent liabilities

	31st March 2026	31st March 2025	31st March 2024
- Income Tax	8	24	24
- Central Excise			
- Sales Tax liabilities	65	6	14
- Against Advance License	-	-	-
- Custom Duty	8	8	7
	81	**38**	**45**

c. Financial guarantees	31st March 2026	31st March 2025	31st March 2024
The Group has provided following guarantees as at:			
Performance guarantees given by the Group			
- Bank guarantees	164	99	69
	164	**99**	**69**

d. The United States Department of Justice (DoJ) is investigating whether our Material Subsidiary, Encube Ethicals Inc, caused false claims to Medicare by shipping a product with "Rx" labelling despite the reference listed drug having switched to an over the counter "OTC" label. A civil investigate demand dated May 9, 2023, sought documents, interrogatories, and information on the labelling transition, shipments, purchasers, and public materials referring to the product as "Rx Product Only". No further action has been taken by DoJ as on date, therefore no provision has been made under Contingent Liability.

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27 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	31st March 2026	31st March 2025	31st March 2024
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year including capital creditors	379	256	85
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	27	10	1
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-	-
(iv) The amount of interest due and payable for the year	25	7	9
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-
Total	**431**	**273**	**95**

The disclosures in respect of the amounts payable to the micro and small enterprises as at 31st March 2025 and 31st March 2024 have been made in the financial statements, to the extent of information available in this regard.

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

28 Details on unhedged foreign currency exposures

Details on unhedged foreign currency exposures
The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

	31st March 2026				31st March 2025				31st March 2024			
	Payable/ Receivable	Exchange Rate	Payable/ Receivable in Foreign currency	Currency	Payable/ Receivable	Exchange Rate	Payable/ Receivable in Foreign currency	Currency	Payable/ Receivable	Exchange Rate	Payable/ Receivable in Foreign currency	Currency
					`				`			
Payable												
	5	10.05	0	SEK	8	8.51	1	SEK	18	7.80	2	SEK
	0	120.45	0	CHF	1	96.61	0	CHF	-	93.45	-	CHF
	182	109.01	2	EUR	283	92.32	3	EUR	301	90.22	3	EUR
	-	125.63	-	GBP	2	110.74	0	GBP	0	105.29	0	GBP
	171	94.65	2	USD	258	85.58	3	USD	158	83.37	2	USD
	358		**4**		**552**		**7**		**477**		**7**	
Receivable												
	12	65.02	0	AUD	1	53.48	0	AUD	-	93.45	-	AUD
	213	109.01	2	EUR	233	92.32	3	EUR	240	90.22	3	EUR
	92	125.63	1	GBP	92	110.74	1	GBP	148	105.29	1	GBP
	4,719	94.65	50	USD	3,430	85.58	40	USD	2,391	83.37	29	USD
	5,036		**53**		**3,756**		**44**		**2,779**		**33**	

Details of Derivatives:

Particulars	31st March 2026		31st March 2025		31st March 2024	
	Payable / Receivable in Foreign Currency	Currency	Payable / Receivable in Foreign Currency	Currency	Payable / Receivable in Foreign Currency	Currency
Forward Contract Sold	-	GBP	0	GBP	-	GBP
Forward Contract Sold	8	USD	2	USD	5	USD

Rs in Millions (Unless Otherwise Stated)

29 Employee Benefit Plans

Defined contribution plan

Contributions are made to Recognized Provident Fund (RPF), Employees State Insurance Scheme (ESIC) and other Funds which covers all regular employees. While both the employees and the Company make predetermined contributions to the Provident Fund and ESIC and other Statutory Funds are made only by the Company. The contributions are normally based on a certain percentage of the employee's salary.

Particulars	**31st March 2026**	**31st March 2025**	**31st March 2024**
Contribution to Provident Fund, 401K and other funds	71	64	55
Contribution to ESIC	2	2	2
Contribution to Labour Welfare Fund	0	0	0
National Pension Scheme (NPS)	4	-	-
Total	**77**	**66**	**57**

Note 29.1: Gratuity Defined benefit obligation

Defined Benefit Plans

In accordance with local laws in India to provide for gratuity, a defined benefit retirement plan covering eligible employees in India. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment. The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date.

Gratuity Schedule

The significant actuarial assumptions used for the actuarial valuation are as follows:

Particulars	**31st March 2026**	**31st March 2025**	**31st March 2024**
Assumptions (Current year)			
Expected Return on Plan Assets	6.89%	6.61%	7.39%
Rate of Discounting	6.89%	6.61%	7.39%
Rate of Salary Increase	10.00%	10.00%	10.00%
Rate of Employee Turnover	Service <= 2 Yrs 32% Service 3 to 4 Yrs 23% Service >= 5 Yrs 7%	Service <= 2 Yrs 32% Service 3 to 4 Yrs 23% Service >= 5 Yrs 7%	Service <= 2 Yrs 32% Service 3 to 4 Yrs 23% Service >= 5 Yrs 7%
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

Table Showing Change in the Present Value of Projected Benefit Obligation	**31st March 2026**	**31st March 2025**	**31st March 2024**
Present Value of Benefit Obligation at the Beginning of the year	117	99	83
Interest Cost	9	7	6
Current Service Cost	19	15	13
Past Service Cost	7	-	-
(Benefit Paid From the Fund)	(6)	(9)	(6)
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(10)	6	2
Actuarial (Gains)/Losses on Obligations - Due to Experience	23	(2)	2
Present Value of Benefit Obligation at the End of the year	**159**	**116**	**100**

Change in the Fair Value of Plan Assets	**31st March 2026**	**31st March 2025**	**31st March 2024**
Fair Value of Plan Assets at the Beginning of the year	69	56	47
Interest Income	5	4	3
Contributions by the Employer	18	17	11
(Benefit Paid from the Fund)	(6)	(9)	(6)
Return on Plan Assets, Excluding Interest Income	1	1	0
Fair Value of Plan Assets at the End of the year	**87**	**69**	**55**

Amount Recognized in the Balance Sheet	**31st March 2026**	**31st March 2025**	**31st March 2024**
(Present Value of Benefit Obligation at the end of the year)	(159)	(117)	(99)
Fair Value of Plan Assets at the end of the year	87	69	56
Funded Status (Surplus/ (Deficit))	(72)	(48)	(43)
Net (Liability)/Asset Recognized in the Balance Sheet	**(72)**	**(48)**	**(43)**

Expenses Recognized in the Statement of Profit or Loss	**31st March 2026**	**31st March 2025**	**31st March 2024**
Current Service Cost	19	15	12
Net Interest Cost	4	3	3
Past Service Cost	7	-	-
Expenses Recognized	**30**	**18**	**15**

Expenses Recognized in the Other Comprehensive Income (OCI)	**31st March 2026**	**31st March 2025**	**31st March 2024**
Actuarial (Gains)/Losses on Obligation For the year	13	4	3
Return on Plan Assets, Excluding Interest Income	(1)	(1)	(0)
Net (Income)/Expense For the year Recognized in OCI	**12**	**3**	**3**

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Balance Sheet Reconciliation	**31st March 2026**	**31st March 2025**	**31st March 2024**
Opening Net Liability	47	43	36
Expenses Recognized in Statement of Profit or Loss	30	18	15
Expenses Recognized in OCI	12	3	3
(Employer's Contribution)	(18)	(17)	(11)
Net Liability/(Asset) Recognized in the Balance Sheet	**72**	**47**	**43**

Maturity Analysis of the Benefit Payments: From the Fund			
Projected Benefits Payable in Future Years From the Date of Reporting	**31st March 2026**	**31st March 2025**	**31st March 2024**
1st Following Year	15	8	10
2nd Following Year	12	6	5
3rd Following Year	12	8	6
4th Following Year	14	7	8
5th Following Year	15	9	6
Sum of Years 6 To 10	69	46	39
Sum of Years 11 and above	173	166	150

Sensitivity Analysis	**31st March 2026**	**31st March 2025**	**31st March 2024**
Projected Benefit Obligation on Current Assumptions	159	117	99
Delta Effect of +1% Change in Rate of Discounting	(11)	(10)	(8)
Delta Effect of -1% Change in Rate of Discounting	13	12	10
Delta Effect of +1% Change in Rate of Salary Increase	10	10	8
Delta Effect of -1% Change in Rate of Salary Increase	(10)	(9)	(8)
Delta Effect of +1% Change in Rate of Employee Turnover	(3)	(3)	(2)
Delta Effect of -1% Change in Rate of Employee Turnover	3	3	2

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Major Category of Plan Assets as a % of the Total Plan Assets	**31st March 2026**	**31st March 2025**	**31st March 2024**
Insurer managed funds*	100%	100%	100%

*In the absence of detailed information regarding plan assets which is funded with Insurance Companies, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.

Past Service Cost
The changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the consolidated statement of profit and loss as past service cost.

Compensated Absence
The Compensated Absences expenses of 22 million (31st March, 2025 - 13 million and 31st March, 2024 - 10 million) have been recognised as part of “Employee Benefit Expenses” in the Statement of Profit and Loss.

Rs in Millions (Unless Otherwise Stated)

30 CAPITAL MANAGEMENT POLICY

The Group's capital management objectives are:
- to ensure the Group's ability to continue as a going concern; and
- to maximize return On investments made through optimisation of equity, borrowings & investment balance.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions.
The Group currently does not face a working capital crunch as it has its surplus capital invested in Mutual Funds. It monitors capital on the basis of the carrying amount of cash and cash equivalents & investment in mutual fund balances as presented on the face of the financial statements. As at 31st March, 2026 and previous year's the Group has only one class of equity shares and has borrowings. Hence, there are no externally imposed capital requirements.

Consistent with others in Industry, the Group monitors capital on the basis of the following gearing ratio (net debt divided by total 'equity').

Net debt = Total borrowings less [Cash and cash equivalents + Bank balance other than cash and cash equivalents (excluding balance earmarked for unclaimed dividend)

Total 'equity' is as shown in the balance sheet.

Particulars	31st March 2026	31st March 2025	31st March 2024
Total Debt	2,217	2,305	2,281
Less:			
Cash and Cash Equivalent	541	465	381
Other Bank Balances	-	-	1
Current Investment	2,981	2,177	920
Net Debt (A)	**-**	**-**	**980**
Total Equity, including reserves (B)	**19,123**	**14,929**	**12,412**
Net Debt to total Equity (A/B)	**-**	**-**	**0.08**

The Group's objective for capital management is to maintain an optimum overall financial structure.

31 FINANCIAL RISK MANAGEMENT

The Group has exposure to the following risks arising from financial instruments:
- Credit Risk;
- Liquidity Risk; and
- Market Risk

The Group's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities.

A. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, loans and investments.
Credit risk is managed through credit approvals, establishing credit limits wherever necessary and continuously monitoring the creditworthiness of counterparty to which the Group grants credit terms in the normal course of business.

Investments

The Group limits its exposure to credit risk by generally investing in liquid securities maintained by fund houses having a good credit rating. Further, the Group has investments with multiple fund houses so as to diversify & mitigate the risk. The Group limits its exposure to a particular fund house upto Rs. 1500 Million.

The Group does not expect any losses from non-performance by these counter-parties.

Trade Receivables

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.
The Group has used expected credit loss (ECL) model for assessing the. impairment loss. For the purpose, the Group uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers.

Financial assets for which loss allowances is measured using the expected credit loss

	31st March 2026	31st March 2025	31st March 2024
Trade receivables			
less than 180 days	7,068	4,844	4,077
180 - 365 days	188	35	178
beyond 365 days	48	26	2
Total	**7,304**	**4,905**	**4,257**

	31st March 2026	31st March 2025	31st March 2024
Movement in the expected credit loss allowance on trade receivables			
Balance at the beginning of the year	4	2	3
Addition	15	2	-
Write back	(1)	-	(1)
Balance at the end of the year	**18**	**4**	**2**

Financial guarantees	31st March 2026	31st March 2025	31st March 2024
The Company has provided following guarantees as at:			
- Bank guarantees	164	99	69
	164	**99**	**69**

B. Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due.

The Group's principal sources of liquidity are cash and cash equivalents, liquid funds and cash flows generated from operations. The Group has outstanding borrowings, The Group's current investment is sufficient to meet its current o/s borrowings.
The Group believes the the working capital is sufficient to meet its current requirements.

The Table below provides details regarding the contractual maturities of significant financial liabilities:

Particulars	Less than 1 year	1-3 years	More than 3 years	31st March 2026
Non derivative				
Trade payables	2,454	-	-	2,454
Other financial liabilities	670	49	-	719
Lease liability	60	130	950	1,140
Borrowings	2,204	13	-	2,217

Rs in Millions (Unless Otherwise Stated)

Particulars	Less than 1 year	1-3 years	More than 3 years	31st March 2025
Non derivative				
Trade payables	2,582	-	-	2,582
Other financial liabilities	619	-	0	619
Lease liability	72	123	897	1,093
Borrowings	2,074	214	17	2,305

Particulars	Less than 1 year	1-3 years	More than 3 years	31st March 2024
Non derivative				
Trade payables	1,790	-	-	1,790
Other financial liabilities	522	-	-	522
Lease liability	94	117	866	1,077
Borrowings	1,856	408	17	2,281

C. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Group is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Group's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

Interest rate risk

The Group has loan facilities with a floating interest rate, which exposes it to the risk of changes in interest rates. The Group monitors interest rate movements and manages interest rate risk by evaluating both the interest rates and the rate of return on surplus funds. For the year ended 31st March, 2026, every 100 basis point decrease in the floating interest rate component applicable to its loans and borrowings would increase the companies profit by approximately ₹22 million (FY 24-25: ₹22 million; FY 23-24 ₹6 million). Conversely, a 100 basis point increase in the floating interest rate would result in an equal but opposite effect.

Foreign exchange risk

The Group's foreign exchange risk arises from its foreign operations, foreign currency revenues and expenses (primarily in US Dollars, Euros and GBP). As a result, if the value of the Indian rupee changes in relation to these foreign currencies, the Group's revenues and expenses measured in Indian rupees may decrease or increase. The exchange rate between the Indian rupee and these foreign currencies have changed substantially in recent periods and may continue to fluctuate substantially in the future. Consequently, the Group uses forward contract to some extent to mitigate the risk of changes in foreign currency exchange rates in respect of its highly probable forecasted transactions and recognized assets and liabilities.

i) Significant foreign currency risk exposure relating to financial Assets and financial Liabilities

	As at 31st March 26				
	USD	**EURO**	**GBP**	**Others**	**Total**
Financial assets					
Trade & Other receivables	4,719	213	92	12	5,036
Cash and cash equivalents	282	74	-	-	355
Financial liabilities					
Borrowings	2,204	-	-	-	2,204
Trade payables & Other financial liabilities	171	182	-	5	359

	As at 31st March 25				
	USD	**EURO**	**GBP**	**Others**	**Total**
Financial assets					
Trade & Other receivables	3,430	233	92	1	3,756
Cash and cash equivalents	441	14	-	-	455
Financial liabilities					
Borrowings	2,074	-	-	-	2,074
Trade payables & Other financial liabilities	258	283	2	8	551

	As at 31st March 24				
	USD	**EURO**	**GBP**	**Others**	**Total**
Financial assets					
Trade & Other receivables	2,391	240	148	-	2,779
Cash and cash equivalents	119	21	-	-	140
Financial liabilities					
Borrowings	1,868	-	-	-	1,868
Trade payables & Other financial liabilities	158	301	0	18	477

ii) Sensitivity

For the year ended March 31, 2026, March 31, 2025, and March 31, 2024, every 5% strengthening in the exchange rate between the Indian Rupee and the respective currencies for the aforementioned financial assets/liabilities would decrease the Group's profit and equity by approximately ₹144 million and ₹109 million and ₹138 million, respectively. A 5% weakening of the Indian Rupee against those currencies would result in an equal but opposite effect. In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk, as the exposure at the end of the reporting period does not reflect the exposure during the year.

Particulars	31st March 2026	31st March 2025	31st March 2024
Movement in Exchange Rate			
AUD-INR	5%	5%	5%
EUR-INR	5%	5%	5%
GBP-INR	5%	5%	5%
USD-INR	5%	5%	5%
CHF-INR	5%	5%	5%
SEK-INR	5%	5%	5%
Impact on Profit/loss			
AUD-INR	0	0	-
EUR-INR	8	4	(2)
GBP-INR	5	5	7
USD-INR	131	100	134
CHF-INR	(0)	(0)	-
SEK-INR	(0)	(0)	(1)
Total Exposure	**144**	**109**	**138**

Rs in Millions (Unless Otherwise Stated)

32. Categories of Financials Instruments

Particulars	As at 31st March 2026			As at 31st March 2025			As at 31st March 2024		
	Fair value through profit and loss	Amortised Cost	Fair value through other comprehensive income	Fair value through profit and loss	Amortised Cost	Fair value through other comprehensive income	Fair value through profit and loss	Amortised Cost	Fair value through other comprehensive income
Financial Assets									
Investments									
Equity instruments / Mutual fund / bonds (Quoted)	2,981	-	-	2,177	-	-	920	-	-
Equity instruments / Preference shares / Mutual fund & others (Unquoted)	-	171	10	-	171	10	-	188	10
Investments in Associates	-	91	-		76	-		62	
Loans to employees / others	-	2	-	-	2	-	-	1	-
Other financials assets	-	92	-	-	97	-	-	60	-
Trade receivables	-	7,286	-	-	4,901	-	-	4,255	-
Cash and cash equivalents	-	541	-	-	465	-	-	381	-
Bank balances other than above	-	-	-	-		-	-	1	-
Derivatives measured at fair value	-	-	-	1	-	-	2	-	-
Total	**2,981**	**8,183**	**10**	**2,178**	**5,712**	**10**	**922**	**4,948**	**10**
Financial liabilities									
Borrowings	-	2,217	-	-	2,305	-	-	2,281	-
Trade payables	-	2,454	-	-	2,582	-		1,791	-
Other financial & lease liabilities	-	955	-	-	828	-	-	731	-
Derivatives measured at fair value	24	-	-	-	-	-	-	-	
Total	**24**	**5,626**	**-**	**-**	**5,715**	**-**	**-**	**4,803**	**-**

Fair Value Hierarchy

The following table summarises Financial assets and liabilities measured at fair value on a recurring basis at the end of each reporting period:

	As at 31st March 2026			As at 31st March 2025			As at 31st March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets									
Investments in equity - Unquoted (#)	-	-	10	-	-	10	-	-	10
Mutual funds	2,981	-	-	2,177	-	-	920	-	-
Derivatives measured at fair value	-	-	-	-	1	-	-	2	-
Total	**2,981**	**-**	**10**	**2,177**	**1**	**10**	**920**	**2**	**10**

Level 1 category includes financial assets and liabilities,that are measured in whole or in significant part by reference to published quotes in an active market.

Level 2 category includes financial assets and liabilities measured using a valuation technique based on assumptions that are supported by prices from observable current market transactions. These include assets and liabilities for which pricing is obtained via pricing services, but where prices have not been determined in an active market, financial assets with fair values based on broker quotes and assets that are valued using the Group's own valuation models whereby the material assumptions are market observable. The majority of Group's over-the counter derivatives and several other instruments not traded in active markets fall within this category.

Level 3 category includes financial assets and liabilities measured using valuation techniques based on non market observable inputs. This means that fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. However, the fair value measurement objective remains the same, that is, to estimate an exit price from the perspective of the Group. The main asset classes in this category are unlisted equity investments as well as unlisted funds.

The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximates the fair value because there is wide range of possible fair value measurements and the costs represents

These investments in equity instruments are not held for trading. Instead, they are held for medium or long term strategic purpose. Upon the application of Ind AS 109, the Group has chosen to designate these investments in equity instruments as at fair value through other comprehensive income as the management believes that this provides a more meaningful presentation for medium or long- term strategic investments, than reflecting changes in fair value immediately in profit or loss.

There were no transfers between Level 1 and 2 in the periods.

The management considers that the carrying amount of financial assets and financial liabilities carried as amortised cost approximates their fair value.

Reconciliation of Level 3 fair value measurements of financial assets is as follows:

	31st March 2026	31st March 2025	31st March 2024
Balance at the beginning of the year	10	10	21
Disposal / settlements	-	-	(13)
(Loss) / Gain on Fair Valuation	-	-	2
Balance at the end of the year	**10**	**10**	**10**

Rs in Millions (Unless Otherwise Stated)

33A Related party transactions

33.1A Details of related parties:

Description of relationship	Names of related parties
Key Management Personnel (KMP)	Mehul Madhusudan Shah - Chairman and Managing Director
	Parineeta Poonja (Company Secretary)
	Pratik Kamani - Chief Executive Officer & Additional Director (w.e.f. April 29, 2026)
	C S Muralidharan - Chief Financial Officer (w.e.f. April 29, 2026)
Directors or close members of KMP	Niti Shah (Wife of Mehul Madhusudan Shah)
	Madhusudan Shah - (Director up to April 13, 2026, close member)
	Mansi Harses Kampani (Daughter of Mehul Madhusudan Shah)
Subsidiary Companies including step down subsidiary	Encube Ethicals Inc, USA
	Tioga Research Inc, USA
	EnZen Therapeutics Inc, USA
Subsidiary Companies including step down subsidiary	Encube Ethical Inc
	Confira Laboratories Private Limited (Demerged w.e.f 01.04.2020 vide order dated 29.09.2021)
	Tioga Research Inc
	EnZen Therapeutics Inc
Associate Company	Intact Therapeutics Inc
Enterprises and others in which KMP / close members of KMP can exercise significant influence	Ciens Laboratories
	Relief Pharmaceuticals Pvt Ltd
	Madhusudan Shah (H.U.F)
	Mehul Madhusudan Shah (H.U.F)
	Confira Laboratories Private Limited
	Ciens Investment Advisory Services Private Limited
	Pharma Laboratories & Distributors

Note: Related parties have been identified by the Management

Details of related party transactions during the year ended 31st March, 2026, 31st March, 2025 and 31st March, 2024:

Related Party Transactions

33.2A

Description of the nature of transaction	Description of relationship	Related Party	31st March 2026	31st March 2025	31st March 2024
Key management personnel compensation					
Employee Benefits	Chairman and Managing Director	Mehul Madhusudan Shah	24	24	20
Employee Benefit Expense	Close member of KMP	Mansi Harses Kampani	7	5	3
	KMP (Company Secretary)	Parineeta Poonja	1	1	1
Revenue from Operation	Common Director	Confira Laboratories Pvt Ltd	76	34	8
Share of Loss	Associate	Intact Therapeutics Inc	6	(5)	(3)
Miscellaneous Income (Reimbursement)	Common Director	Confira Laboratories Pvt Ltd	0	0	-
Other Income (Support Service)	Common Director	Confira Laboratories Pvt Ltd	2	2	3
Lease Payment	Director being Partner	Pharma Laboratories & Distributors	-	2	2
	Common Director	Relief Pharmaceuticals Pvt Ltd	-	2	2
	Close member of KMP	Madhusudan Shah	-	2	2
	Chairman and Managing Director	Mehul Madhusudan Shah	29	39	41
	Enterprises in which close members of KMP is a Karta	Madhusudan Shah (HUF)	-	0	0
	Director being Karta	Mehul Madhusudan Shah (HUF)	-	4	4
	Close member of KMP	Niti Shah	24	3	3
	Close member of KMP	Mansi Harses Kampani	-	2	2

Rs in Millions (Unless Otherwise Stated)

Discloure On account of (Para 11(I)(A)(i)(g)) of ICDR Regulations)

Encube Ethicals Private Limited					
Revenue from Operation	Wholly owned subsidiary	Encube Ethicals Inc	7,877	5,189	3,106
Income from Support Services	Step down Subsidiary	Enzen Therapeutics Inc	0	0	2
	Step down Subsidiary	Tioga Research Inc.	1	1	0
Income from R&D Services	Step down Subsidiary	Enzen Therapeutics Inc	18	15	2
Reimbursement of SBLC charges	Wholly owned subsidiary	Encube Ethicals Inc	10	9	8
Guarantee Given / Renewed	Wholly owned subsidiary	Encube Ethicals, Inc	1,988	1,883	1,584
Reimbursement of Expenses	Step down Subsidiary	Tioga Research Inc	-	-	0
	Step down Subsidiary	EnZen Therapeutics Inc	-	-	1
	Wholly owned subsidiary	Encube Ethicals Inc	-	2	2
Availing of R&D services	Step down Subsidiary	Tioga Research Inc	-	-	6
Encube Ethicals Inc					
Purchase of Goods	Holding Company	Encube Ethicals Private Limited	7,877	5,189	3,106
SBLC charges	Holding Company	Encube Ethicals Private Limited	10	9	8
Guarantee Given / Renewed	Holding Company	Encube Ethicals Private Limited	1,988	1,883	1,584
Interest Income	Wholly owned subsidiary	Tioga Research Inc	13	10	5
	Subsidiary	EnZen Therapeutics Inc	19	15	14
Impairment of Loan and Interest	Wholly owned subsidiary	Tioga Research Inc	44	50	177
Impairment of Investment	Wholly owned subsidiary	Tioga Research Inc	-	-	281
Reimbursement of Expenses	Holding Company	Encube Ethicals Private Limited	-	2	2
Purchase of Intangible	Subsidiary	EnZen Therapeutics Inc	-	-	126
Loan Given	Wholly owned subsidiary	Tioga Research Inc	31	40	87
Purchase of convertible Notes	Subsidiary	EnZen Therapeutics Inc	79	46	108
Buyout of investment	Subsidiary	EnZen Therapeutics Inc	-	-	185
Settlement of loan and interest	Subsidiary	EnZen Therapeutics Inc	-	3	311
EnZen Therapeutics Inc					
Provision of Support Services	Ultimate Holding company	Encube Ethicals Private Limited	0	0	2
Availing of R&D services	Sister Company	Tioga Research Inc	-	-	12
	Ultimate Holding company	Encube Ethicals Private Limited	18	15	2
Reimbursement of Expenses	Ultimate Holding company	Encube Ethicals Private Limited	-	-	1
Interest Expense	Holding company	Encube Ethicals Inc	19	15	14
Lease Rentals Expenses	Sister Company	Tioga Research Inc	-	1	1
Other Income	Holding company	Encube Ethicals Inc	-	-	126
Sale of Investment	Holding company	Encube Ethicals Inc	-	-	185
Settlement of loan and interest	Holding company	Encube Ethicals Inc	-	3	311
Tioga Research Inc					
Availing of Support Services	Ultimate Holding company	Encube Ethicals Private Limited	1	1	0
Reimbursement of Expenses	Ultimate Holding company	Encube Ethicals Private Limited	-	-	0
Lease Rental Income	Sister Company	EnZen Therapeutics Inc	-	1	1
Interest Expense	Holding company	Encube Ethicals Inc	13	10	5
Revenue from operation	Ultimate Holding company	Encube Ethicals Private Limited	-	-	6
	Sister Company	EnZen Therapeutics Inc	-	-	12

Rs in Millions (Unless Otherwise Stated)

33.3A Related Party Closing Balance As On year ended 31st March, 2026, 31st March, 2025 and 31st March, 2024:

Description of the nature of transaction	Description of relationship	Related Party	31st March 2026	31st March 2025	31st March 2024
Investment	Associate	Intact Therapeutics Inc	91	76	62
Other Financial assets	Common Director	Confira Laboratories Pvt Ltd	-	1	-
Trade Receivables	Common Director	Confira Laboratories Pvt Ltd	16	2	3

Discloure On account of (Para 11(I)(A)(i)(g)) of ICDR Regulations)

Encube Ethicals Private Limited					
Investment	Wholly Owned Subsidiary	Encube Ethicals, Inc	14	14	14
Other Financial assets	Wholly Owned Subsidiary	Encube Ethicals, Inc	12	15	12
	Wholly Owned Subsidiary	Encube Ethicals, Inc	617	498	215
Trade Receivables	Wholly Owned Subsidiary	Encube Ethicals, Inc	4,070	2,502	1,904
	Step down Subsidiary	Tioga Research Inc	1	1	0
	Step down Subsidiary	EnZen Therapeutics Inc	17	12	2
Trade Payable	Wholly Owned Subsidiary	Encube Ethicals, Inc	-	2	-
Encube Ethicals Inc					
Trade Payable	Holding Company	Encube Ethicals Private Limited	4,700	3,014	2,131
	Subsidiary	EnZen Therapeutics Inc	-	-	3
Trade Receivable	Holding Company	Encube Ethicals Private Limited	-	2	-
Convertible Notes	Subsidiary	EnZen Therapeutics Inc	392	313	267
Investments	Wholly owned subsidiary	Tioga Research Inc	-	-	-
	Subsidiary	EnZen Therapeutics Inc	0	0	0
Interest Receivable	Subsidiary	EnZen Therapeutics Inc	51	27	14
EnZen Therapeutics Inc					
Trade Payables	Ultimate Holding Company	Encube Ethicals Private Limited	17	12	2
Trade Receivables	Holding Company	Encube Ethicals Inc	-	-	3
Borrowings	Holding Company	Encube Ethicals Inc	392	313	267
Interest Payble	Holding Company	Encube Ethicals Inc	51	27	14
Advance to Supplier	Sister Company	Tioga Research Inc	9	8	9
Tioga Research Inc					
Trade Payables	Ultimate Holding Company	Encube Ethicals Private Limited	1	1	0
Borrowings	Holding Company	Encube Ethicals Inc	271	214	169
Interest Payable	Holding Company	Encube Ethicals Inc	36	20	10
Advance from Customer	Sister Company	EnZen Therapeutics Inc.	9	8	9

Terms and conditions of transactions with related parties:

(i) Terms and conditions of transactions with related parties: All related party transactions entered during the year were in ordinary course of the business and on arms length basis. Outstanding balances at the year end are unsecured, true up for foreign currency translations and settlement occurs in cash.

(ii) Names of related party and related party relationships, are disclosed where transactions have taken place during the reporting period / balances are outstanding as at such date, and for all parties in the case of relationship of control and significant influence.

(iii) Equity (or equity like) investments by the Company and equity (or equity like) infusion into the Company are not considered for disclosure under balances as these are not considered "outstanding" exposures.

(iv) Initial investment amount has not been considered as Related party transactions.

Rs in Millions (Unless Otherwise Stated)

33B Additional Information required under Schedule III to the Companies Act, 2013

Restated Net Assets

Name of the entity	31st March 2026		31st March 2025		31st March 2024	
	As % of Restated consolidated net assets	Amount	As % of Restated consolidated net assets	Amount	As % of Restated consolidated net assets	Amount
Parent Entity						
Encube Ethicals Private Limited	110.50%	21,131	111.77%	16,686	110.65%	13,734
Foreign						
Encube Inc.	-3.72%	(711)	-5.20%	(777)	-5.49%	(682)
Subsidiary (held indirectly)						
Foreign						
Tioga Research Inc.	-1.51%	(289)	-1.36%	(203)	-0.84%	(104)
Enzen	-2.09%	(400)	-2.12%	(317)	-2.08%	(258)
	103.18%	**19,732**	103.09%	15,390	102.24%	12,690
Non-controlling interest	-0.15%	(29)	-0.15%	(23)	-0.18%	(22)
Intercompany elimination and consolidation adjustments	-3.03%	(579)	-2.94%	(437)	-2.06%	(256)
Total	**100.00%**	**19,123**	**100.00%**	**14,929**	**100.00%**	**12,412**

Restated Share In Profit/(loss)

Name of the entity	31st March 2026		31st March 2025		31st March 2024	
	As % Restated consolidated profit or loss	Amount	As % Restated consolidated profit or loss	Amount	As % Restated consolidated profit or loss	Amount
Parent Entity						
Encube Ethicals Private Limited	101.06%	4,414	116.30%	2,903	128.57%	2,007
Foreign						
Encube Inc.	5.59%	244	-2.99%	(75)	-44.65%	(697)
Subsidiary (held indirectly)						
Foreign						
Tioga Research Inc.	-1.38%	(60)	-3.78%	(94)	-6.49%	(101)
Enzen	-1.06%	(46)	-1.98%	(49)	0.19%	3
	104.21%	4,552	107.55%	2,685	77.62%	1,212
Non-controlling interest	-0.08%	(3)	-0.14%	(4)	0.00%	0
Intercompany elimination and consolidation adjustments	-4.13%	(182)	-7.41%	(185)	22.38%	349
Total	**100.00%**	**4,367**	**100.00%**	**2,496**	**100.00%**	**1,561**

Restated Share in Other Comprehensive Income (OCI)

Name of the entity	31st March 2026		31st March 2025		31st March 2024	
	As % Restated consolidated profit or loss	Amount	As % Restated consolidated profit or loss	Amount	As % Restated consolidated profit or loss	Amount
Parent Entity						
Encube Ethicals Private Limited	3.93%	(9)	13.79%	(4)	3.03%	(1)
Foreign						
Encube Inc.	81.03%	(178)	68.97%	(20)	6.06%	(2)
Subsidiary (held indirectly)						
Foreign						
Tioga Research Inc.	11.74%	(26)	13.79%	(4)	3.03%	(1)
Enzen	16.80%	(37)	24.14%	(7)	12.12%	(4)
	113.50%	(250)	120.69%	(35)	24.53%	(7)
Non-controlling interest	1.20%	(3)	3.45%	(1)	0.00%	(0)
Intercompany elimination and consolidation adjustments	-14.70%	33	-24.14%	7	78.79%	(26)
Total	**100.00%**	**(220)**	**100.00%**	**(29)**	**100.00%**	**(33)**

Restated Share in Total Comprehensive Income

Name of the entity	31st March 2026		31st March 2025		31st March 2024	
	As % Restated consolidated profit or loss	Amount	As % Restated consolidated profit or loss	Amount	As % Restated consolidated profit or loss	Amount
Parent Entity						
Encube Ethicals Private Limited	106.23%	4,405	117.52%	2,899	131.31%	2,007
Foreign						
Encube Inc.	1.60%	66	-3.86%	(95)	-45.73%	(699)
Subsidiary (held indirectly)						
Foreign						
Tioga Research Inc.	-2.07%	(86)	-3.99%	(98)	-6.68%	(102)
Enzen	-2.00%	(83)	-2.27%	(56)	-0.09%	(1)
	103.76%	4,302	107.40%	2,650	78.81%	1,205
Non-controlling interest	-0.14%	(6)	-0.18%	(5)	0.00%	0
Intercompany elimination and consolidation adjustments	-3.62%	(149)	-7.22%	(178)	21.19%	323
Total	**100.00%**	**4,147**	**100.00%**	**2,467**	**100.00%**	**1,528**

33.1B Previous year figures have been regrouped to make them comparable with the current year figures, which are not material.

Rs in Millions (Unless Otherwise Stated)

34 Share based payment arrangements

The shareholders of the Company in a EGM held on July 20, 2020, have passed a Special resolution authorizing the Board to issue Employee Stock Options under a scheme titled "Encube ESOP 2020", that are exercisable into such number of shares so as not to exceed 96,782 equity shares to employees, with each such option conferring a right upon the employee to apply for one equity share of Rs. 10 each of the Company, in accordance with the terms and conditions of such issue.

The Company operates employee stock option scheme namely, "Encube ESOP 2020" for the grant of stock options to the eligible personnel. Options are granted at the discretion of the Committee to selected employees depending upon certain criterion. Each option comprises one underlying equity share. Details of the options granted during the year under the Scheme(s) are as given below:

Scheme Details	Grant Date	No. of options granted	Exercise price per option	Vesting Period	Exercise Period
ESOP 2020	21-07-2020	39750	3250	20% options in 1st year 20% options in 2nd year 20% options in 3rd year 40% options in 4th year	3 years from vesting date
ESOP 2020	21-07-2021	9500	3250	20% options in 1st year 20% options in 2nd year 20% options in 3rd year 40% options in 4th year	3 years from vesting date
ESOP 2020	21-07-2022	6500	3250	20% options in 1st year 20% options in 2nd year 20% options in 3rd year 40% options in 4th year	3 years from vesting date
ESOP 2020	21-07-2023	28650	3250	20% options in 1st year 20% options in 2nd year 20% options in 3rd year 40% options in 4th year	3 years from vesting date
ESOP 2020	21-07-2024	5850	3250	20% options in 1st year 20% options in 2nd year 20% options in 3rd year 40% options in 4th year	3 years from vesting date
ESOP 2020	21-07-2025	4800	3250	20% options in 1st year 20% options in 2nd year 20% options in 3rd year 40% options in 4th year	3 years from vesting date

Each option entitles the holder to exercise the right to apply for and seek allotment of one equity share of Rs. 3,250 each.

Stock option activity under the scheme(s) for the year ended 31st March, 2026 is set out below

Particulars	No. of Options	Weighted average exercise price / Option	Range of exercise price / Option	Weighted average remaining contractual life (years)
O/s at the start of the year	59,650	3,250	3,250	2.87
Granted during the year	4,800	3,250	3,250	5.05
Forfeited / Cancelled during the year	3,150	3,250	3,250	2.93
Exercised during the year	1,000	3,250	3,250	-
O/s at the end of the year	**60,300**	**3,250**	**3,250**	**2.20**
Exercisable at the end of the year	36,830	-	-	-

Stock option activity under the scheme(s) for the year ended 31st March, 2025 is set out below

Particulars	No. of Options	Weighted average exercise price / Option	Range of exercise price / Option	Weighted average remaining contractual life (years)
O/s at the start of the year	61,100	3,250	3,250	3.63
Granted during the year	5,850	3,250	3,250	5.05
Forfeited / Cancelled during the year	6,050	3,250	3,250	2.92
Exercised during the year	1,250	3,250	3,250	-
O/s at the end of the year	**59,650**	**3,250**	**3,250**	**2.87**
Exercisable at the end of the year	31,610	-	-	-

Stock option activity under the scheme(s) for the year ended 31st March, 2024 is set out below

Particulars	No. of Options	Weighted average exercise price / Option	Range of exercise price / Option	Weighted average remaining contractual life (years)
O/s at the start of the year	45,750	3,250	3,250	3.60
Granted during the year	28,650	3,250	3,250	5.10
Forfeited / Cancelled during the year	13,300	3,250	3,250	2.27
Exercised during the year	-	-	-	-
O/s at the end of the year	**61,100**	**3,250**	**3,250**	**3.22**
Exercisable at the end of the year	18,000	-	-	-

The Black Scholes valuation model has been used for computing fair value of Options considering the following inputs:

Granted in FY 21

Life of the Option	**4**	**5**	**6**	**7**
Expected dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	31.29%	30.99%	30.97%	31.06%
Risk-free interest rate	4.95%	5.29%	5.56%	5.78%
Weighted average share price	**3,857.20**	**3,857.20**	**3,857.20**	**3,857.20**
Exercise price	**3,250.00**	**3,250.00**	**3,250.00**	**3,250.00**
Expected life of options granted in years	4	5	6	7
Fair value of options	**1,526.00**	**1,697.00**	**1,860.00**	**2,012.00**

Granted in FY 22

Life of the Option	**4**	**5**	**6**	**7**
Expected dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	35.41%	33.98%	43.31%	43.00%
Risk-free interest rate	6.12%	6.12%	6.12%	6.12%
Weighted average share price	**5,558.53**	**5,558.53**	**5,558.53**	**5,558.53**
Exercise price	**3,250.00**	**3,250.00**	**3,250.00**	**3,250.00**
Expected life of options granted in years	4	5	6	7
Fair value of options	**3,188.35**	**3,343.32**	**3,685.30**	**3,831.85**

Granted in FY 23

Life of the Option	**4**	**5**	**6**	**7**
Expected dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	39.49%	37.60%	36.10%	44.25%
Risk-free interest rate	7.44%	7.44%	7.44%	7.44%
Weighted average share price	**5,622.38**	**5,622.38**	**5,622.38**	**5,622.38**
Exercise price	**3,250.00**	**3,250.00**	**3,250.00**	**3,250.00**
Expected life of options granted in years	4	5	6	7
Fair value of options	**3,394.84**	**3,577.41**	**3,727.93**	**4,032.38**

Granted in FY 24

Life of the Option	**4**	**5**	**6**	**7**
Expected dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	39.10%	32.58%	32.69%	32.00%
Risk-free interest rate	7.09%	7.09%	7.09%	7.09%
Weighted average share price	**5,716.69**	**5,716.69**	**5,716.69**	**5,716.69**
Exercise price	**3,250.00**	**3,250.00**	**3,250.00**	**3,250.00**
Expected life of options granted in years	4	5	6	7
Fair value of options	**3,465.77**	**3,560.54**	**3,730.02**	**3,872.43**

Granted in FY 25

Life of the Option	**4**	**5**	**6**	**7**
Expected dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	37.88%	32.57%	32.67%	32.07%
Risk-free interest rate	6.79%	6.79%	6.79%	6.79%
Weighted average share price	**8,554.93**	**8,554.93**	**8,554.93**	**8,554.93**
Exercise price	**3,250.00**	**3,250.00**	**3,250.00**	**3,250.00**
Expected life of options granted in years	4	5	6	7
Fair value of options	**6,148.51**	**6,285.05**	**6,449.06**	**6,594.50**

Granted in FY 26

Life of the Option	**4**	**5**	**6**	**7**
Expected dividend yield (%)	0%	0%	0%	0%
Expected volatility	39%	34%	33%	33%
Risk-free interest rate	7%	7%	7%	7%
Weighted average share price	**9,025.90**	**9,025.90**	**9,025.90**	**9,025.90**
Exercise price	**3,250.00**	**3,250.00**	**3,250.00**	**3,250.00**
Expected life of options granted in years	4	5	6	7
Fair value of options	**8,757.10**	**8,902.40**	**9,059.50**	**9,205.20**

The effect of share-based payment transactions on the entity's profit for the year and EPS is presented below:

Particulars	**As at 31st March 2026**	**As at 31st March 2025**	**As at 31st March 2024**
Restated Profit after tax as reported (From Continuing Operations)	4,370	2,500	1,561
Share based payment expense	43	48	22
Restated Earnings per share			
Basic	14.52	8.37	5.21
Diluted	14.50	8.36	5.20

Note : Refer Note 41 for the subsequent events happens after the reporting date.

Rs in Millions (Unless Otherwise Stated)

35 Restated Earnings Per Share

	31st March 2026	31st March 2025	31st March 2024
Restated Profit for the year	4,370	2,500	1,561
Weighted Average number of shares			
- Basic	30,38,62,438	30,38,22,994	30,38,11,590
- Add : Dilutive impact of employee stock options	5,43,990	5,95,602	5,62,710
- Diluted	30,44,06,428	30,44,18,596	30,43,74,300
Out of above:			
Restated Basic Earnings Per Share*	**14.38**	**8.23**	**5.14**
Restated Diluted Earnings Per Share*	**14.36**	**8.21**	**5.13**

1. As per the recommendation in meeting of the Board of Directors dated 22 May 2026 and approval of the shareholders dated 22 May 2026, the authorised share capital are sub-divided into equity shares of face value of Rs. 1/- each. Pursuant to this resolution the issued, paid up and subscribed share capital of the Company stands subdivided to equity shares of Rs. 1/- each.

2. As per the recommendation in meeting of the Board of Directors dated 30 June 2026 and approval of the shareholders dated 30 June 2026, the Company has issued bonus equity shares of face value of Rs. 1/- each in ratio of 1:2 (i.e. 2 Bonus Shares for every 1 Equity Share).

3. Further, as per Ind AS 33 'Earnings Per Share', if the number of ordinary or potential ordinary shares outstanding increases as a result of share split and bonus share after the reporting period but before the financial statements/ information are approved for issue, the earning per share calculations for those and any prior period financial statements/ information presented shall be based on the new number of shares.

36 Segment reporting

In accordance with the requirement of Ind AS 108 - Segment reporting the Group is primarily engaged in the business of pharmaceutical and has no other reportable segments.The Board of Directors of the Group allocates the resources and assess the performance of the Group as Chief Operating Decision Maker(CODM").The CODM monitors the operating results of the business as a single segment hence no separate segment needs to be disclosed. Refer note 18 for reporting based on geography and size of customer. The amount of its revenue from external customers broken down by location of the customers is shown in the table below:

Particular	31st March 2026	31st March 2025	31st March 2024
(i) Geographical markets			
Within India	6,279	4,941	4,468
Outside India	11,824	8,244	6,092
Total Segment revenue	18,103	13,185	10,560

Analysis of non-current assets

The amount of its non-current assets broken down by location is shown in the table below.

Within India	10,518	9,438	8,832
Outside India	858	719	814
Total Segment assets	**11,376**	**10,157**	**9,646**
Unallocable assets (Loans,other financial assets and Income-tax assets)	-	-	
Total non current assets	**11,376**	**10,157**	**9,646**

37 Note to Exceptional Items

Particulars	31st March 2026	31st March 2025	31st March 2024
Destruction Expense*	-	4	97
Litigation expenses[#]	-	-	40
	-	**4**	**137**

*It pertains to expense incurred for destruction of materials.

[#] It pertains to litigation expenses for DOJ litigation, Refer Note 26d.

38 The Government of India has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health, and Working Conditions Code, 2020 ("Labour Codes") with effect from November 21, 2025, which consolidates 29 existing labour laws. The Labour Codes, amongst other things introduce changes, including a uniform definition of wages and enhanced benefits relating to leave. The Ministry of Labour & Employment has issued draft Central Rules and FAQs to facilitate assessment of the financial impact arising from these regulatory changes. In accordance with the guidance issued by the Institute of Chartered Accountants of India and based on actuarial valuation, the Group has recognised Rs. 7 Mn towards additional gratuity liability, classified as past service cost and Rs. 3 Mn towards Leave Encashment as statutory impact of New Labour Code due to revised definition of wages under the Labour Codes.

39 Note on Audit Trail

For FY 2023 - 24

The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company, in respect of financial year commencing on 1st April 2023, has used an accounting software SAP for maintaining its books of account. The Company has not enabled the feature of recording audit trail (edit logs) at the database level for the said accounting software to log any direct data changes, considering the enablement will lead to downtime and inefficiencies.

For FY 2024 - 25

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Holding Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) and the same was enabled at the application level. At database level, audit trail was enabled from 13 August 2024 for all users except for one schema user. Audit trail has been preserved by the Holding Company in accordance with the statutory requirements for record retention, at both the application and database levels from the date of activation.

The schema user is a system requirement and the access to the same is not available with anyone in the organisation.

For FY 2025 - 26

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Holding Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. The audit trail has been preserved by the Holding Company as per the statutory requirements for record retention from the date audit trail was enabled for the accounting software.
The audit trail feature was not enabled at the database level for one user throughout the year to log any direct data changes.

40 Additional Disclosures required as per Schedule III:

(i) Compliance with number of layers of companies
The Holding Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules,

(ii) Undisclosed income
There are no transactions not recorded in the books of accounts.

(iii) Title deeds of Immovable Properties not held in name of The Holding Company
The Holding Company holds Immovable properties, which are held in its own name.

(iv) Details of Crypto Currency or Virtual Currency
The Holding Company has not traded or invested in Crypto currency or Virtual currency during the financial years ended 31st March, 2026, 31st March, 2025 and 31st March, 2024.

(v) Details of Benami Property Held
No proceedings have been initiated or pending against The Holding Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder in the financial years ended 31st March 2026, 31st March, 2025 and 31st March, 2024.

(vi) Wilful Defaulter
The Holding Company has not been declared as Wilful Defaulter by any Bank or Financial Institution or other Lender.

(vii) Relationship with Struck off Companies
There are no transactions with companies whose names have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 in the financial years ended 31st March 2026 31st March, 2025 and 31st March, 2024.

(viii) Revaluation of Property, Plant and Equipment
There has been no revaluation of Property, Plant and Equipment. Hence, this disclosure is not applicable.

(ix) Utilisation of Borrowed funds
The Group has borrowed Term loan from HDFC bank in previous years, which is utilised for procurement of Plant & Machinery.

(x) Registration of charges or satisfaction with registrar of companies
There are no charges or satisfaction which are yet to be registered with registrar of companies beyond the statutory period

(xi) Other Disclosures
1. No funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Group Company to or in any person(s) or entity(ies), including foreign entities („the intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group Company („the Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries.
2. No funds have been received by the Group Company from any person(s) or entity(ies), including foreign entities („the Funding Parties"), with the understanding, whether recorded in writing or otherwise, that The Group Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party („Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
3. The Group Company has sanctioned borrowings/facilities from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Group Company with banks and financial institutions are in agreement with the books of accounts.

41 Subsequent events

1. As per the recommendation in meeting of the Board of Directors dated 22 May 2026 and approval of the shareholders dated 22 May 2026, the authorised share capital are sub-divided into equity shares of face value of Rs. 1/- each. Pursuant to this resolution the issued, paid up and subscribed share capital of the Company stands subdivided to equity shares of Rs. 1/- each.

2. As per the recommendation in meeting of the Board of Directors dated 30 June 2026 and approval of the shareholders dated 30 June 2026, the Company has issued bonus equity shares of face value of Rs. 1/- each in ratio of 1:2 (i.e. 2 Bonus Shares for every 1 Equity Share).

3. Further, as per Ind AS 33 'Earnings Per Share', if the number of ordinary or potential ordinary shares outstanding increases as a result of share split and bonus share after the reporting period but before the financial statements/ information are approved for issue, the earning per share calculations for those and any prior period financial statements/ information presented shall be based on the new number of shares.

4. As per the recommendation in meeting of the Board of Directors dated 22 May 2026 and approval of the shareholders dated 22 May 2026, outstanding number of ESOP options pertaining to “Encube ESOP 2020” has been increased from 96,782 equity options of face value Rs. 10/- each, which now correspond to 29,03,460 (adjusted for sub division and bonus shares as mention above) equity options of face value Re. 1/- each, to 49,31,700 equity options of face value Re. 1/- each, on the same terms and conditions as approved earlier.

5. As per the meeting of the Board of Directors dated 13 July 2026, Company has granted 10,96,500 ESOP options pertaining to “Encube ESOP 2020” to the eligible employees, on the same terms and conditions as approved earlier.

6. As per the meeting of the Board of Directors dated 13 July 2026, Company has proposed offers to certain employees holding vested stock options an opportunity to voluntarily surrender and cancel such vested options in consideration for a cash payment, on certain terms and conditions as specified in the cancellation notice. Certain employees holding 300,150 stock options has accepted this offer which has been settled by the Company.

In terms of our report attached.
For Walker Chandiok & Co LLP
Chartered Accountants
Firm reg no: 001076N/N500013

For and on behalf of the Board of Directors
Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)

Yashwant M. Jain
Partner
Mem. No: 118782

Place : Mumbai
Date : July 29, 2026

Mehul Shah
Chairman & Managing Director DIN - 00312359

Place : Mumbai
Date : July 29, 2026

Pratik Kamani
Director & Chief Executive Officer DIN - 11681818

Place : Mumbai
Date : July 29, 2026

C S Muralidharan
Chief Financial Officer

Place : Mumbai
Date : July 29, 2026

Parineeta Poonja
Company Secretary
Mem. No.: 38082

Place : Mumbai
Date : July 29, 2026

Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)
Annexure VII : Statement of restatement adjustments to Audited Consolidated Financial Statements
CIN No : U24230MH1995PTC092485
Rs in Millions (Unless Otherwise Stated)

Part A: Statement of restatement to audited Audited Consolidated Financial Statements

A: Reconciliation between profit for the year after tax as per audited Consolidated Financial Statements and restated profit after tax as per Restated Consolidated Financial Information:

Particulars	Year ended 31 March 2026	Year ended 31 March 2025	Year ended 31 March 2024
Profit for the year(after tax)(as per Audited Consolidated Financial Statements	4,367	2,496	1,561
Adjustments	-	-	-
Restated profit for the year(after tax)(as per restated financial information)	**4,367**	**2,496**	**1,561**

(B) Reconciliation between total equity as per audited Consolidated Financial Statements and Restated Consolidated Financial Information.:

Particulars	As at 31 March 2026	As at 31 March 2025	As at 31 March 2024
Total equity as per audited balance sheet (as per Audited Consolidated Financial Statements)	19,123	14,929	12,412
Adjustments	-	-	-
Total equity as per restated balance sheet (as per Restated Consolidated Financial Information)	**19,123**	**14,929**	**12,412**

Part B:Material regroupings

Appropriate regroupings have been made in the Restated Consolidated Financial information, where ever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the audited consolidated financial statements for the year ended 31 March 2026 prepared in accordance with Schedule III to the Act,requirements of Ind AS 1.'Presentation of financial statements'and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements Regulations, 2018, as amended. However, the impact of such regroupings / reclassification are not material to the Restated Consolidated Financial Information.

Part C: Non-Adjusting events

(a) There are no audit qualification in auditor's reports as of and for the financial years ended 31 March 2026, 31 March 2025 and 31 March 2024, nor there are any other observations which require any other adjustments in the Restated Consolidated Financial Information.

(b) There are no Emphasis of matters in auditor's reports as of and for the financial years ended 31 March 2026, 31 March 2025 and 31 March 2024 which require adjustments in the Restated Consolidated and Standalone Financial Information.

(c) There were observations under Rule 11(g of the Companies (Audit and Auditors) Rules, 2014 (as amended) as mentioned below:

FY 2025-26

As stated in Note 39 to the consolidated financial statements and based on our examination which included test checks, except for instances mentioned below, the Holding Company, in respect of financial year commencing on 1 April 2025, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, the audit trail has been preserved by the Holding Company as per the statutory requirements for record retention from the date audit trail was enabled for the accounting software. The audit trail feature was not enabled at the database level for one user by the Holding Company to log any direct data changes.

FY 2024-25

As stated in Note 38 to the consolidated financial statements and based on our examination, which included test checks, except for instances mentioned below, the Holding Company, in respect of financial year commencing on 1 April 2024, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, the audit trail has been preserved by the Holding Company as per the statutory requirements for record retention from the date audit trail was enabled for the accounting software. The audit trail feature was not enabled at the database level for all users from 1 April 2024 to 12 April 2024 and for one user throughout the year to log any direct data changes

FY 2023-24

As stated in Note 38 to the consolidated financial statements and based on our examination, which included test checks, except for instances mentioned below,
The Holding Company, in respect of the financial year commencing on 1 April 2023, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) and the same has been operated throughout the year for all the relevant transactions recorded in the software. Further during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below.
The audit trail feature was not enabled at the database level for the accounting software to log any direct data changes, used for maintenance of all accounting records by the company.

(d) We did not audit the financial statements of 1 subsidiary,whose financial statements reflect total assets of Rs. 9.64 millions as at 31 March 2025,total revenues of Rs. 8.46 millions and net cash outflows amounting to Rs. 0.29 millions for the year ended on that date,as considered in the consolidated financial statements. This financial statements is unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements,in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary. is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the management, this financial statements is not material to the Group.

(e) Other matters reported in the Auditor's report issued under Companies (Auditor's Report) Order, 2020 (CARO, 2020), on the financial statements of the Holding Company for the years ended 31 March 2026, 31 March 2025 and 31 March 2024, which do not require any adjustment to the Restated Consolidated and Standalone Financial Information are as follows:

Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)
Annexure VII : Statement of restatement adjustments to Audited Consolidated Financial Statements
CIN No : U24230MH1995PTC092485
Rs in Millions (Unless Otherwise Stated)

Clause (vii(b) of CARO 2020 Order

As at 31 March 2026

According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount	Amount paid under Protest	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Non deduction of TDS	6	-	AY 2019-20	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Non deduction of TDS	2	-	AY 2020-21	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Income tax	15	-	AY 2021-22	Deputy Commissioner of Income Tax
The Income Tax Act, 1961	Transfer Pricing	2	-	AY 2022-23	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Transfer Pricing and Employee benefit expenses	12	-	AY 2023-24	Commissioner of Income Tax (Appeal)
The Goods and Service Tax Act, 2017	Goods and Service Tax	12	1	July 2017 to March 2018	Commissioner (Appeal)
The Goods and Service Tax Act, 2017	Goods and Service Tax	984	-	FY 2019-20 to FY 2023-24	Hon'ble Bombay High Court
The Goods and Service Tax Act, 2017	Goods and Service Tax	15	-	Dec-23	Commissioner (Appeal)
The Goods and Service Tax Act, 2017	Goods and Service Tax	20	-	Feb-24	Commissioner (Appeal)
The Goods and Service Tax Act, 2017	Goods and Service Tax	8	-	Mar-25	Commissioner (Appeal)
The Goods and Service Tax Act, 2017	Goods and Service Tax	37	-	Jun-25	Deputy Commissioner of State Tax
The Goods and Service Tax Act, 2017	Goods and Service Tax	33	-	Aug-25	Deputy Commissioner of State Tax
Customs Act, 1962	Short Basic Custom Duty paid	2	0	FY 2018-19	Commissioner of Customs (Appeal), Mumbai
Customs Act, 1962	Short Basic Custom Duty paid	2	0	FY 2021-22	Commissioner of Customs (Appeal) JNPT, Mumbai
Customs Act, 1962	Short Basic Custom Duty paid	2	0	FY 2021-22	Commissioner of Customs (Appeal)
Customs Act, 1962	Short Basic Custom Duty paid	1	0	FY 2017-18	Commissioner of Customs (Appeal)
Customs Act, 1962	Short Basic Custom Duty paid	0	0	FY 2023-24	Commissioner of Customs (Appeal) JNPT, Mumbai

As at 31 March 2025

According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the Statue	Nature of dues	Gross Amount	Amount paid underprotest	Period to which the amount related	Forum where dispute is pending
The Income Tax Act, 1961	Non deduction of TDS	6	-	AY 2019-20	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Non deduction of TDS	2	-	AY 2020-21	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Income tax	15	-	AY 2021-22	Deputy Commissioner of Income Tax
The Income Tax Act, 1961	Transfer Pricing	2	-	AY 2022-23	Commissioner of Income Tax (Appeal)
The Goods and Service Tax Act, 2017	Goods and Service Tax	6	1	July 2017 to March 2018	Appellate Authority
Customs Act, 1962	Short Basic Custom Duty paid	2	-	FY 2018-19	Commissioner of Customs (Appeal), Mumbai
Customs Act, 1962	Short Basic Custom Duty paid	2	0	FY 2021-22	Commissioner of Customs (Appeal) JNPT, Mumbai
Customs Act, 1962	Short Basic Custom Duty paid	2	-	FY 2021-22	Commissioner of Customs (Appeal)
Customs Act, 1962	Short Basic Custom Duty paid	1	0	FY 2017-18	Commissioner of Customs (Appeal)
Customs Act, 1962	Short Basic Custom Duty paid	0	0	FY 2023-24	Commissioner of Customs (Appeal) JNPT, Mumbai

Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)
Annexure VII : Statement of restatement adjustments to Audited Consolidated Financial Statements
CIN No : U24230MH1995PTC092485
Rs in Millions (Unless Otherwise Stated)

As at 31 March 2024

According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the Statue	Nature of dues	Gross Amount (in million)	Amount paid underprotest (in million)	Period to which the amount related	Forum where dispute is pending
The Income Tax Act, 1961	Non deduction of TDS	6	-	AY 2019-20	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Non grant of TDS credit	0	-	AY 2020-21	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Income tax	18	-	AY 2021-22	Deputy Commissioner of Income Tax
The Goods and Service Tax Act, 2017	Goods and Service Tax	14	1	July 2017 to March 2018	Appellate Authority
Customs Act, 1962	Short Basic Custom Duty paid	2		FY 2018-19	Commissioner of Customs (Appeal), Mumbai
Customs Act, 1962	Short Basic Custom Duty paid	2		FY 2017-18 to FY 2019-20	Commissioner of Customs (Appeal) JNPT, Mumbai
Customs Act, 1962	Short Basic Custom Duty paid	2		FY 2017-18 to FY 2019-20	CESTAT (Appeal), Mumbai
Customs Act, 1962	Short Basic Custom Duty paid	0	0	FY 2016-17 FY 2017-18 and FY 2019-20 to FY 2020-21	Commissioner of Customs (Appeal), Mumbai

In terms of our report attached.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm reg no: 001076N/N500013

For and on behalf of the Board of Directors
Encube Ethicals Limited (formerly known as Encube Ethicals Private Limited)

Yashwant M. Jain
Partner
Mem. No: 118782

Place : Mumbai
Date : July 29, 2026

Mehul Shah
Chairman & Managing Director
DIN - 00312359

Place : Mumbai
Date : July 29, 2026

Pratik Kamani
Director & Chief Executive Officer
DIN - 11681818

Place : Mumbai
Date : July 29, 2026

C S Muralidharan
Chief Financial Officer

Place : Mumbai
Date : July 29, 2026

Parineeta Poonja
Company Secretary
Mem. No.: 38082

Place : Mumbai
Date : July 29, 2026

OTHER FINANCIAL INFORMATION

The accounting ratios derived from the Restated Consolidated Financial Information required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As at and for the financial year ended March 31, 2026	As at and for the financial year ended March 31, 2025	As at and for the financial year ended March 31, 2024
Basic earnings per equity share (in ₹)	14.38	8.23	5.14
Diluted earnings per equity share (in ₹)	14.36	8.21	5.13
Restated profit for the year (in ₹ million)	4,367	2,496	1,561
Return on Net Worth (%)	25.21%	18.04%	13.24%
Net Asset Value per Equity Share (in ₹)	64.29	49.79	41.42
EBITDA (in ₹ million)	6,633	4,521	2,976

Notes:

(i) Basic Earnings per Equity Share (₹) = Restated profit for the year attributable to the equity holders of the parent divided by weighted average number of Equity Shares outstanding during the year.

(ii) Diluted Earnings per Equity Share (₹) = Restated profit for the year attributable to the equity holders of the parent divided by weighted average no. of potential Equity Shares outstanding during the year.

(iii) Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) read with the requirements of SEBI ICDR Regulations.

(iv) Return on Net Worth (%)= Restated Profit for the year attributable to equity holders of the parent as appearing in Restated Financial Information divided by average Net worth. Average Net worth is the average of opening and closing Net worth as at the end of relevant Fiscal.
'Net Worth is defined as per Regulation 2(1)(hh) of SEBI (Issue of Capital and Disclosure Requirements) regulations, 2018, as amended. Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits which are available for distribution as dividend, securities premium account and debit or credit balance of profit and loss account i.e., retained earnings as per Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Net worth for Company is calculated as aggregate of Equity Share capital, securities premium, retained earnings, general reserve, share based payment reserve as appearing in Restated Consolidated Financial Information.

(v) Net asset value per Equity Share is calculated as Net worth as the end of the year divided by number of equity shares outstanding as at the end of year. One Equity share outstanding has been adjusted for split (10 Shares for every 1 Equity Share) and bonus (2 Bonus Shares for every 1 Equity Share) of equity shares, retrospectively.

(vi) EBITDA is calculated as restated profit before tax plus (i) finance costs, (ii) depreciation and amortization expenses, and (iii) impairment charges; less other income.

For reconciliation of Non-GAAP measures, see "Management's Discussion and Analysis of Financial Condition and Results of Operations- Non - GAAP Measures" on page 393.

In accordance with the SEBI ICDR Regulations the audited standalone financial statements of our Company and our Material Subsidiary for the Financial Years 2026, 2025 and 2024, together with all annexures, schedules and notes thereto ("**Audited Standalone Financial Statements**") are available on our website at https://www.encubeethicals.com/investors.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Standalone Financial Statements and the reports thereon do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Standalone Financial Statements and the reports thereon should not be considered as part of information that any investor should consider when subscribing for or purchasing any securities of our Company and should not be relied upon or used as a basis for any investment decision.

Neither our Company or any of its advisors, nor BRLMs or any of the Selling Shareholders, nor any of their respective employees, directors, partners, affiliates, agents, trustees or representatives accept any liability whatsoever for any loss, direct or indirect, arising from reliance placed on any information presented or contained in the Audited Standalone Financial Statements, or the opinions expressed therein.

Non-GAAP Financial Measures

This Draft Red Herring Prospectus includes certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance such as *inter alia*, EBITDA, EBITDA Margin, EBITDA pre-R&D, EBITDA pre-R&D margin, material profit, material margin, profit after tax margin, return on equity, return on capital employed, adjusted return on capital employed, debt to EBITDA, debt to equity, return on net worth and working capital days (together, "**Non-GAAP Measures**" and each a "**Non-GAAP Measure**"). These Non-GAAP Measures are not required by or presented in accordance with Ind AS and are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with Ind AS.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. See "*Risk Factors – 49. We have in this Draft Red Herring Prospectus included certain non-GAAP measures and certain other industry measures related to our operations and financial performance that*

may vary from any standard methodology that is applicable across the industry we operate." on page 65.

Reconciliation of Non-GAAP Measures

For details of reconciliation for various Non-GAAP Measures included in this Draft Red Herring Prospectus, see "*Management's Discussion and Analysis of Financial Condition and Results of Financial Operations -Non-GAAP Measures*" on page 393.

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 'Related Party Disclosures' read with the SEBI ICDR Regulations for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024, and as reported in the Restated Consolidated Financial Information, see "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 33A – Related party transactions*" on page 349.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Financial Information, which is included in this Draft Red Herring Prospectus. Unless the context requires otherwise, the following discussion and analysis of our financial condition and results of operations are based on our Restated Consolidated Financial Information, including the related notes, which are based on our audited financial statements and prepared under Ind AS, in accordance with requirements of the Companies Act, and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. Accordingly, the degree to which our Restated Consolidated Financial Information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind AS.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Forward-Looking Statements" and "Risk Factors" on pages 20 and 21 , respectively.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is derived from our Restated Consolidated Financial Information as at and for Fiscal 2026, Fiscal 2025 and Fiscal 2024, included in this Draft Red Herring Prospectus. For further information, see "Financial Information" beginning on page 299. Our financial year ends on March 31 of each year, and references to a particular Fiscal are to the twelve months ended March 31 of that year.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Independent Market Assessment of the Global Topical Pharma Market and Contract Services" dated August 1, 2026 (the "**F&S Report**") prepared and released by Frost & Sullivan (India) Private Limited and exclusively commissioned and paid for by us in connection with the Offer, pursuant to an engagement letter dated April 13, 2026. A copy of the F&S Report is available on the website of our Company at https://www.encubeethicals.com/investors. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "Risk Factors — Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 63.*

Overview

Who we are

We are a global pharmaceutical formulations platform with deep domain expertise in technically complex topical and transdermal dosage forms, serving 50 countries including regulated markets such as the United States, UK and Europe, and India as of March 31, 2026. We operate through three business verticals: our global generics business ("**Global Generics**"), global contract development and manufacturing organization ("**CDMO**") business ("**Global CDMO**") and our India branded formulations business ("**India Branded Formulations**"), each serving different end markets and customer segments supported by a unified platform of R&D, manufacturing infrastructure, quality management systems and supply chain. The strength of this integrated platform is reflected across our market position, customer relationships and financial performance, as illustrated below:

- Within six years of our entry in the US topical generics market, we have become the third largest player by volume with a market share of 12.18% in Fiscal 2026. During Fiscals 2024 to 2026, we were the fastest growing player by volume amongst the top five topical generics players and secured the highest number of topical ANDA approvals among all players globally (*Source: F&S Report*).

- In Fiscal 2026, 57.05% of our Global CDMO revenue was attributable to customers that were associated with us for over 15 years and 61.02% of our Global CDMO revenue was derived from regulated markets.

- Our India Branded Formulations business vertical grew at a CAGR of 20.28% between Fiscals 2024 and 2026 driven by our "*Soframycin*" brand, which according to the F&S Report, is one of India's most recognized legacy topical antibacterial brands with more than 50 years of market presence.

- The synergies across our business verticals enable operational and financial leverage which led us to achieve an EBITDA margin and ROCE of 35.88% and 32.30%, respectively, in Fiscal 2026.

We are among a few companies globally with a comprehensive suite of development and manufacturing capabilities across non-

sterile topical dosage forms, including creams, lotions, gels, pastes, solutions, non-aerosol sprays, transdermal patches and hormone products, according to the F&S report. With over 28 years of operations, we have built significant global scale in topical manufacturing and an aggregate installed filling and packaging capacity of 807 million units as of March 31, 2026 that corresponds to approximately 2.8 times the total US topical market demand in Fiscal 2026 (*Source: F&S Report*). Our operations are supported by a workforce of 1,695 employees as of March 31, 2026. Our manufacturing facilities have accreditations from 11 regulatory authorities, including the USFDA, EU GMP, EAEU, Japan PMDA, Health Canada, Brazil ANVISA and TGA Australia. We have maintained a strong compliance track record, demonstrated by zero Official Action Indicated ("**OAI**") classifications and zero product recalls since the inception of our operations.

We also operate a dedicated R&D centre, Encube Advanced Research Centre in Palava, Mumbai (spanning a built-up area of 117,252 square feet) which is approved by the USFDA and led by a team of 228 employees (of which 12 were PhDs) as of March 31, 2026. Our coordinated R&D and manufacturing functions enable us to design formulations with commercial scale considerations from the outset, thereby reducing scale-up risks. We believe that our focused dosage-form approach, product development experience, in-house analytical and bioequivalence capabilities, and integrated development and manufacturing platform, collectively represent a differentiated formulation expertise that is difficult to replicate and cannot be established solely through capital investment.

Three complementary business verticals

Global Generics. We develop, manufacture and commercialize generic topical pharmaceutical products through our own front-end sales and distribution channel. As of the date of this Draft Red Herring Prospectus, we operate in the United States and our US topical volumes increased at a CAGR of 51.42% between Fiscals 2024 and 2026, moving from the fifth to the third position by volume share globally (*Source: F&S Report*). We became the only top-five player globally to deliver sustained double-digit growth over the period (*Source: F&S Report*). Further, our topical volume share increased from 5.43% to 12.18%, representing the largest gain among leading players globally during the same period (*Source: F&S Report*). We are in the process of expanding our Global Generics business into other regulated markets and as of March 31, 2026, we have filed two dossiers each in the UK and Germany, of which one dossier in the UK received approval in Fiscal 2026. Our Global Generics business leverages our integrated India-based R&D, manufacturing and regulatory capabilities and our US front-end presence to identify opportunities, develop or acquire dossiers, scale manufacturing and participate in regulated markets. Our US operations also support product selection and acquisition opportunities through market intelligence.

As of March 31, 2026, we cumulatively commercialized 51 ANDAs, of which 38 of our ANDAs represented the top three products by market volume share in Fiscal 2026 in the US topicals market (*Source: F&S Report*). We have a pipeline of 43 ANDAs in the United States and 25 dossiers in the UK and Germany across topicals, topical hormones and transdermal patches as of the same date. As of March 31, 2026, we cumulatively acquired 30 ANDAs of which 18 have been commercialized (representing 60.00% of the total ANDAs acquired), two ANDAs are approved but awaiting commercialization, three ANDAs are filed with the USFDA for site transfer but awaiting approval and seven ANDAs are undergoing technology transfer to our Goa Facility.

We have a robust portfolio comprising over 119 projects across topicals and adjacent dosage forms including hormones and transdermal across the United States, UK and Germany as of March 31, 2026. According to the F&S Report, across the US, UK, and Germany, our current addressable market amounted to US$8 billion in Fiscal 2026. Based on products already under development and identified capability additions, this opportunity is expected to expand to US$13 billion. Our expertise across these dosage forms provides us with competitive advantages and supports our market position. Further, the demand for our Global Generics portfolio is well distributed, with our top five products accounting for 30.24%, 40.41% and 46.85%, respectively, of our overall Global Generics sales in Fiscals 2026, 2025 and 2024.

- Global CDMO. We provide end-to-end topical formulation development and manufacturing services under long-term contracts to global and Indian pharmaceutical companies, with a focus on branded prescription and over-the-counter ("**OTC**") products. Our Global CDMO business is supported by integrated R&D, technology transfer, manufacturing, quality and supply chain capabilities, enabling customers to access specialized topical formulation development expertise and regulatorily compliant manufacturing infrastructure. As of March 31, 2026, we provided services to over 160 pharmaceutical companies across 50 countries, with a portfolio of over 550 stock keeping units ("**SKUs**") primarily focused on regulated markets. Our specialized capabilities across non-sterile topical dosage forms including creams, lotions, gels, pastes, solutions, non-aerosol sprays, transdermal patches and hormone products allow us to address a broad range of topical product requirements.

  According to the F&S Report, we are the only Indian topical CDMO among the assessed peers with the ability to serve multiple regulated markets as of March 31, 2026. In Fiscals 2026, 2025 and 2024, regulated markets contributed to ₹4,777 million, ₹3,311 million and ₹3,948 million, respectively, representing 61.02%, 51.49% and 66.89%, respectively, of our Global CDMO revenue during the same periods. Further, our Global CDMO business generates a substantial portion of its revenue from operations from branded products. In Fiscal 2026, branded products (covering both prescription and OTC) and generic products represented 39.97% and 60.03%, respectively, of our Global CDMO product revenue. According to the F&S Report, branded prescription and OTC products generally benefit from strong pricing power, stable market share, and limited competition. For topical

CDMOs, this translates into greater revenue visibility, longer-term manufacturing contracts, and the potential for higher-margin business (*Source: F&S Report*).

The global topical molecule CDMO market reached US$5 billion in Fiscal 2026 and is expected to expand to US$8 billion by Fiscal 2031F. (*Source: F&S Report*) This market is projected to grow at a CAGR of 8.00% during Fiscals 2026 to 2031F compared with 5.95% for the overall CDMO industry, benefitting from two reinforcing growth vectors: expansion of the underlying topical formulations market and increasing outsourcing penetration across both prescription and consumer healthcare products.(*Source: F&S Report*)

- *India Branded Formulations.* We operate a branded topical formulations platform in India with a focus on building our consumer healthcare ("**CHC**") franchise. We initiated our CHC franchise through the acquisition of the "*Soframycin*" brand in Fiscal 2022, which according to the F&S Report, is one of India's most recognized legacy topical antibacterial brands with more than fifty years of market presence. We had previously manufactured "*Soframycin*" products under a loan license agreement entered into in Fiscal 2002 for Sanofi India. Subsequently, the acquisition of the brand enabled us to extend our topical platform into the India market. Our India Branded Formulations business vertical has grown at a revenue CAGR of 20.28% from ₹1,146 million in Fiscal 2024 to ₹1,658 million in Fiscal 2026. We have undertaken multiple brand revitalization initiatives including the launch of line extensions (such as powders and sprays) and adoption of an integrated omni-channel marketing and communication strategy to strengthen the "*Soframycin"* brand. We believe these initiatives have enabled us to establish a scalable and replicable brand-building approach for future topical CHC opportunities in India. Our India Branded Formulations business is supported by a pan-India distribution network of over 450,000 retailers, 11 carrying and forwarding agents ("**CFAs**"), 19 central and state institutions, over 2,500 distributors and a dedicated sales and marketing team of 178 personnel (including a third-party field force of 143 members) as of March 31, 2026.

  The Indian topical molecule market was estimated at ₹145 billion in Fiscal 2026 and is projected to expand to ₹224 billion by Fiscal 2031F, representing a CAGR of 9.15% during Fiscal 2026 to 2031F. (*Source: F&S Report*)

Cross-vertical synergies enabled by an integrated platform

While we operate across three business verticals in global markets, our operations are supported by a fully integrated and unified platform comprising research and development, manufacturing, quality and supply chain functions. All three business verticals utilize common manufacturing facilities allowing incremental volumes from any vertical to enhance overall asset utilization and reduce unit costs. Our centralized supply chain and procurement function enables aggregation of sourcing across our Global Generics and Global CDMO businesses, driving volume-led efficiencies in material procurement and supplier management. In addition, a common quality framework supported by dedicated quality teams and standardized regulatory compliance processes, serves all business verticals without duplication of resources including costs.

Our integrated platform also allows us to maximize value from our customer relationships and global intellectual property by leveraging opportunities across markets and channels including cross-selling, out-licensing and selective in-licensing or acquisitions. For instance, certain products including Estradiol gel, Diclofenac and testosterone-based formulations are developed and commercialized using a global approach across multiple markets and channels, that enable scale-up following the establishment of intellectual property. We believe this functions as a replicable playbook which allows us to plug and play products across different segments and markets, enabling scalability. This is reflected in our margins and capital efficiency. In Fiscal 2026, we recorded the highest year on year revenue growth among the benchmarked Indian listed peer group at 37.47%, while also reporting the highest EBITDA margin (35.88%), PAT margin (23.62%), ROCE (32.30%) and ROE (25.65%) (*Source: F&S Report*). In particular, our EBITDA margin and ROCE were 1.5x and 1.8x the average of the assessed listed Indian peers as of the and for the financial year ended March 31, 2026. (*Source: F&S Report*). We believe that these outcomes arise from our ability to operate three business verticals on a shared development, manufacturing, quality and supply chain platform rather than being driven by any single business vertical in isolation.

Platform-wide capabilities in complex dosage forms

Specialized formulation and process expertise: Topical products require deep capabilities in emulsion science, rheology, microstructure control, excipient functionality, penetration enhancement, and product performance reproducibility. Unlike oral solids, manufacturing parameters such as mixing order, homogenization intensity, shear rates, heating and cooling profiles, and filling conditions can materially influence drug release, stability, and skin permeation characteristics. Consequently, topical process know-how is highly specialized and often developed through years of formulation development and commercial manufacturing experience, creating a significant barrier for new entrants and generalist manufacturers. (*Source: F&S Report*)

Manufacturing scale. As of the date of this Draft Red Herring Prospectus, we operate two manufacturing facilities located in Goa and Indore with capabilities across core topical formulations, high-potency active products and advanced delivery systems including transdermal patches and topical hormone formulations. We have an aggregate installed capacity of 15,624 metric tonnes as of March 31, 2026. Our approach of investing in capacity ahead of demand has enabled us to support new CDMO mandates, product launches and scaling across business verticals. Our current installed capacity supports all three of our business verticals and provides us with significant headroom to support future growth.

Quality and compliance track record. Our culture of quality and stringent compliance is evidenced by zero Official Action Indicated ("**OAI**") classifications and zero product recalls since the inception of our operations. Our Goa Facility has obtained approvals from 11 regulatory authorities globally including the USFDA, EU GMP, EAEU, Japan PMDA, Health Canada, Brazil ANVISA and TGA Australia.

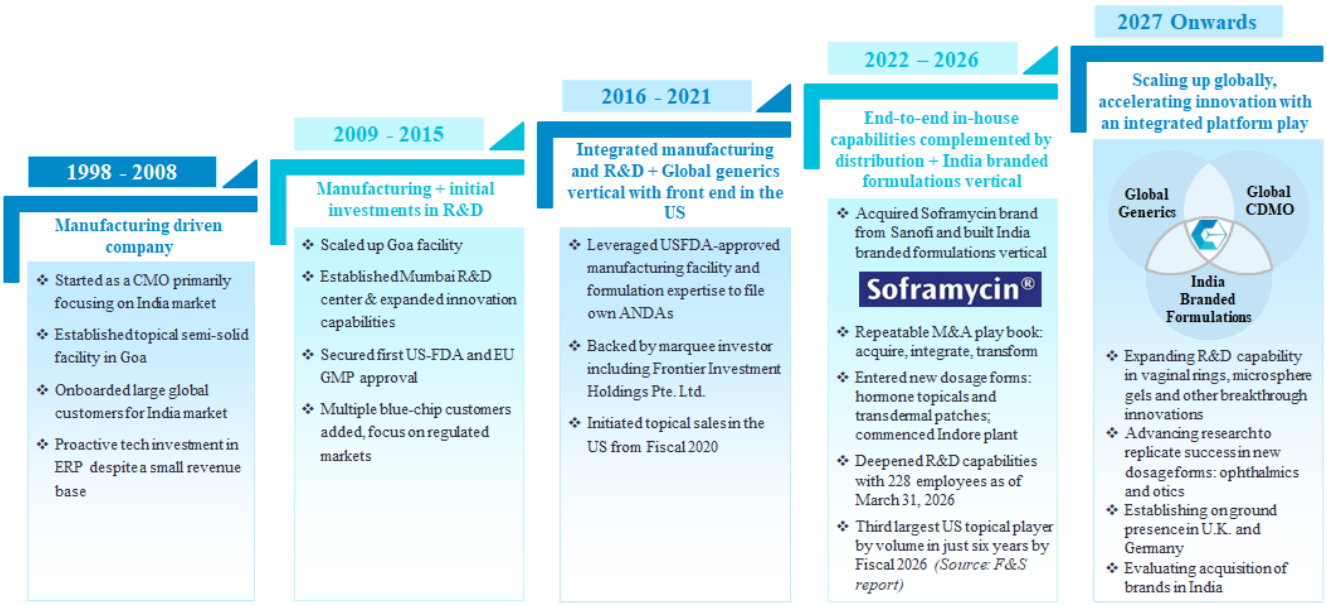
Our quality systems and processes are subject to extensive regulatory and customer scrutiny. This track record has been further validated through 56 audits comprising eight regulatory audits and 48 customer audits during Fiscals 2026, 2025 and 2024, all resulting in no adverse findings. The audits and inspections conducted by our customers at our facilities act as an additional layer of internal quality oversight. Our track record reflects a sustained quality and compliance framework developed over time. This supports the reliability of our manufacturing operations and facilitates engagement with new customers in regulated markets, where qualification of manufacturing partners involves significant time, cost and regulatory effort.

We also place significant emphasis on automation and digitization. We have been early adopters of technology-led manufacturing and quality systems and have implemented a Manufacturing Execution System ("**MES**") across our operations. Our quality systems and compliance culture have also been recognised in the past and we were awarded the Pharma Quality Excellence Award in 2025.

Research and development. Our research and development capabilities are led by our Encube Advanced Research Centre in Palava, Mumbai which is spread over a built-up area of 117,252 square feet which is approved by the USFDA and supported by a team of 228 employees (of which 12 were PhDs) as of March 31, 2026. Our R&D capabilities cover generics, complex topicals, transdermals and advanced drug delivery systems including microspheres, bio-adhesive gels, transdermal systems, hormonal patches, vaginal rings and drug-device combinations. We operate dedicated laboratories for formulation development, analytical research, advanced characterization, microbiology and in-vitro release testing ("**IVRT**") and in-vitro permeation testing ("**IVPT**"). As of March 2026, we had a pipeline of 43 ANDAs in the United States and 25 dossiers in the UK and Germany across topicals, topical hormones and transdermal patches. According to the F&S Report, across the US, UK, and Germany, our current addressable market amounted to US$8 billion in Fiscal 2026. Based on products already under development and identified capability additions, this opportunity is expected to expand to US$13 billion (*Source: F&S Report*).

Our journey and leadership

We commenced operations as a contract manufacturing business and have since progressed through four distinct phases. Our evolution has been guided by a consistent investment philosophy under which we invest in capabilities to build capacity, strengthen execution and support future growth. Set out below are details of these four phases:



We are led by our Founder, Promoter, Chairman and Managing Director, Mr. Mehul Madhusudan Shah, who has over 30 years of experience in the pharmaceutical industry. He is supported by an experienced professional management team together with functional heads across supply chain management, regulatory affairs, corporate strategy, R&D and the India formulations business.

Significant Factors Affecting our Financial Condition and Results of Operations

Ability to launch new products and grow existing product portfolio

The growth of our business is influenced by our ability to continuously introduce new products and expand the commercial reach of our existing portfolio across geographies, channels and customers. Set out below are details of our revenue from operations across business verticals for the years indicated:

Particulars	Fiscal						
	2026		2025		2024		
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	CAGR (Fiscals 2024 to 2026) (%)
Global Generics	8,617	46.61%	5,437	40.43%	3,513	32.36%	56.62%
Global CDMO	7,828	42.34%	6,430	47.81%	5,902	54.35%	15.17%
India Branded Formulations	1,658	8.97%	1,318	9.80%	1,146	10.55%	20.28%
Other operating revenue*	384	2.08%	263	1.96%	298	2.74%	13.52%
Total revenue from operations	**18,487**	**100.00%**	**13,448**	**100.00%**	**10,859**	**100.00%**	**30.48%**

** Other operating revenue primarily comprises government grants, export incentives, freight and insurance, miscellaneous income, and proceeds from sale of scrap and raw materials.*

Revenues from our Global Generics business are driven by the commercialization of new product approvals, while our Global CDMO and India Branded Formulations businesses benefit from the addition of new products, SKUs, line extensions and expanded customer mandates. Within our Global Generics business, profitability depends significantly on our ability to develop and launch new generic pharmaceutical products in a timely manner, particularly products where we are among the first entrants or are otherwise able to capture meaningful market share. The timing of such launches is dependent on several factors, many of which are beyond our control, including the receipt of requisite regulatory approvals from the relevant regulatory authorities, the timing of approvals granted to competing generic products, regulatory actions that may affect our ability to supply products to certain markets, the outcome of patent-related proceedings or challenges and changes in applicable pricing, reimbursement, trade or market conditions. In our Global CDMO business, growth from new products is dependent on our ability to secure and execute new product mandates, successfully complete technology transfers and support the commercialization of products developed for our customers. In our India Branded Formulations business, growth is influenced by our ability to introduce new products, SKUs and line extensions and sustain the market presence of our existing brands. Accordingly, our ability to file and obtain timely approval of ANDAs, dossiers and other regulatory applications, expand our product portfolio and successfully commercialize new products is critical to our commercial success and revenue growth. As products mature, their contribution to revenues may be affected by factors such as competitive intensity, price erosion, pricing dynamics, customer demand, product lifecycle considerations and market conditions, making the successful replenishment and expansion of our portfolio an important contributor to sustained growth.

Set out below are details in relation to ANDAs filed per year, ANDAs approved per year, cumulative ANDAs approved and commercialized for the years indicated:

Particulars	2026	2025	2024
ANDAs filed per year (count)	13	12	15
ANDAs approved per year (count)	14	13	11
Cumulative ANDAs approved (count)	57	43	30
Cumulative ANDAs commercialized (count)	51	35	28

Notes:

1. *The number of ANDAs filed with the USFDA in the relevant fiscal include (i) ANDAs developed in-house and submitted for approval, and (ii) ANDAs acquired from third parties that were already approved by the USFDA as at the date of acquisition and for which a post-approval supplement has been filed during the relevant fiscal. In the case of acquired ANDAs, the filing refers to the post-approval supplement and not to the original ANDA, which is required to add the Company's facility as an approved manufacturing site*
2. *The number of ANDAs approved by the USFDA in the relevant fiscal include (i) in-house ANDAs approved during the fiscal, and (ii) acquired ANDAs in the fiscal in which both (a) technology transfer to our facility is complete and (b) the USFDA approves the post-approval supplement adding the Company's facility as an approved manufacturing site. An acquired ANDA is counted here in the fiscal of such supplement approval, notwithstanding that the underlying ANDA was approved by the USFDA prior to acquisition.*
3. *The cumulative number of ANDAs approved by the USFDA as at the end of the relevant fiscal, determined on the same basis as "ANDAs approved per year" above*
4. *The cumulative number of USFDA-approved ANDAs that have generated revenue as at the end of the relevant fiscal*

Our ability to launch new products is supported by our integrated R&D, regulatory, manufacturing and commercialization platform. Regulatory approvals, dossiers, technology transfers and customer qualifications are critical milestones that influence the timing of product launches and revenue realization. The ongoing expansion of our Global Generics portfolio has also contributed to greater revenue diversification within the business. Demand for our Global Generics portfolio is well distributed across our product base, with our top five products accounting for 30.24%, 40.41% and 46.85% of our Global Generics sales in Fiscals 2026, 2025 and 2024, respectively, thereby reducing our dependence on any single product for revenue generation within this business. Delays in obtaining approvals, completing technology transfers or commercializing approved products may affect the pace at which expenditures towards development are translated into revenues. Conversely, successful approvals and launches enable us to expand our addressable market, deepen customer relationships, improve manufacturing utilization and enhance the returns generated from our

R&D spending, acquired dossiers and manufacturing investments. Further, even following successful product launches, the revenue and profitability contribution of such products may decline over time due to factors such as increased competition, price erosion, changing customer demand and market conditions. In particular, as additional generic competitors obtain approvals and enter the market for products within our Global Generics business, we may experience a loss of market share, increased pricing pressure and reduced profitability in respect of the affected products, making continued portfolio replenishment and expansion important to sustaining growth.

Set out below are details in relation to our ANDA/dossiers and approvals as of March 31, 2026:

Country	Developed/Acquired	Approved		Filed and awaiting approval	Under Development	Total
		Commercialised	Yet to be commercialized			
United States	Developed In-house	33	4	13	14	64
	Acquired	18	2	3	7	30
Germany	Developed In-house	-	-	2	10	12
United Kingdom	Developed In-house	-	1	1	11	13
Total		**51**	**7**	**19**	**42**	**119**

Notes:

(1) "Developed in-house" means products for which we have undertaken formulation development and bioequivalence studies where applicable

(2) "Acquired" means ANDAs acquired from third parties that were already approved by the USFDA as at the date of acquisition and for which a post-approval supplement is required to be filed to add our facility as an approved manufacturing site.

(3) "Approved and commercialized" means that our filing has been approved by the USFDA and we have commenced commercial supply;

(4) "Approved, yet to be commercialized" means that our filing has been approved by the USFDA but we have not yet commenced commercial supply;

(5) "Filed and awaiting approval" for products "Developed in-house" means that our filing has been filed with the USFDA but awaiting approval. In case of "Acquired" ANDAs, the supplement seeking the addition of our facility as a site of manufacture has been filed with the USFDA and is pending approval; and

(6) "Under development" for products "Developed in-house" means that the product is under various stages of development. In case of "Acquired" ANDAs, "Under development" means that the product has been acquired but the technology transfer to our facility has not been completed and the supplement seeking the addition of our facility has not yet been filed with the USFDA.

In addition to new launches, we seek to grow our portfolio through portfolio optimization initiatives, including additional dosage forms, line extensions, acquisitions of dossiers and products, and increased wallet share with existing customers. Our ability to effectively commercialize and scale these opportunities across our business verticals contributes to revenue growth and diversification.

Long-standing customer relationships and expansion in customer base

Our success is significantly influenced by our ability to maintain long-standing relationships with existing customers and expand our customer base across geographies, products and channels. We have established relationships with global pharmaceutical companies, and a substantial portion of our revenues is derived from customers with whom we have had long-standing engagements. Set out below are details of our relationship with our Global CDMO customers for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of revenue from operations attributable to Global CDMO	Amount (₹ million)	% of revenue from operations attributable to Global CDMO	Amount (₹ million)	% of revenue from operations attributable to Global CDMO
More than 15 years	4,466	57.05%	3,411	53.05%	3,121	52.88%
Between seven and 15 years	930	11.88%	1,158	18.01%	1,295	21.94%
Up to seven years	2,432	31.07%	1,861	28.94%	1,486	25.18%

These relationships typically expand over time through the addition of new products, SKUs, geographies and services, supporting revenue growth, improved capacity utilization and operating leverage across our manufacturing platform. Further, set out below are details of our revenue from our top Global CDMO customers for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of revenue from operations attributable to Global CDMO	Amount (₹ million)	% of revenue from operations attributable to Global CDMO	Amount (₹ million)	% of revenue from operations attributable to Global CDMO
Revenue from top five Global CDMO customers	5,328	68.06%	4,209	65.46%	4,060	68.79%
Revenue from top 10 Global CDMO customers	6,123	78.22%	5,038	78.35%	4,927	83.48%

Note: The top five customers and the top ten customers are the top five customers and the top ten customers for each of the respective years and may not necessarily be the same customers.

Our customer base and the level of business generated from existing customers may be affected by factors such as customer demand, product life cycles, market conditions, commercialization success of underlying products, pricing dynamics and changes in customer procurement strategies. Any reduction in orders, delays in product launches, discontinuation of products or loss of market share by our customers may affect the volume of business we receive and consequently impact our revenues and profitability. Conversely, increase in customer demand and underlying products, expansion of wallet share within existing customer accounts, addition of new customers and increasing penetration into new markets can contribute to higher revenues, improved absorption of fixed costs and improved returns on capital. We derive a significant portion of our revenue from operations from certain key customers, and our future revenues will be dependent upon the successful continuation of our relationships with these customers or our ability to identify and develop relationships with customers of similar size and scope. Set out below are details of revenue contribution by our overall top customers for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Largest customer	2,321	12.55%	1,817	13.51%	1,448	13.33%
Top five customers	7,918	42.83%	5,726	42.58%	4,840	44.57%
Top ten customers	11,045	59.74%	7,906	58.79%	6,699	61.69%

Note: The largest customer, the top five customers and the top ten customers are the largest customer, the top five customers and the top ten customers for each of the respective years and may not necessarily be the same customers.

Further, our integrated development and manufacturing capabilities, multi-jurisdictional regulatory approvals, quality systems and compliance track record strengthen our ability to retain and expand customer relationships. These capabilities allow us to support customers across the product lifecycle and across multiple markets, creating opportunities for repeat business and additional mandates. As we continue to strengthen relationships with existing customers while onboarding new customers across our business verticals, the resulting changes in customer mix, order volumes and product portfolios may continue to influence our results of operations, cash flows and financial condition.

Production capacity and utilization

We have made substantial investments in manufacturing infrastructure, including our facilities in Goa and Indore and our dedicated Hormone Unit, to build capacity ahead of anticipated demand and support growth across our Global CDMO, Global Generics and India Branded Formulations businesses. Our manufacturing facilities in Goa and Indore have been able to meet the increased volumes consequent to ramping up of our commercialization of products. As a result, our operating margins and returns on capital employed are influenced by the extent to which available capacity is utilized. Higher utilization generally enables improved absorption of fixed manufacturing costs and operating leverage, while lower utilization levels, represents delays in ramp-up of newly commissioned facilities or capacities, slower-than-anticipated growth in customer demand, or delays in product approvals and commercialization that may lead to under-absorption of fixed costs and adversely affect our margins, profitability and returns on capital employed in a particular period. Set out below are details of our installed capacity, actual production and capacity utilization of our manufacturing facilities for the years indicated:

Facility[#]	As of and for the financial year ended March 31,								
	2026			2025			2024		
	Annual Installed Capacity	Actual Production	Capacity Utilization	Annual Installed Capacity	Actual Production	Capacity Utilization	Annual Installed Capacity	Actual Production	Capacity Utilization
	(metric tonnes)		(%)	(metric tonnes)		(%)	(metric tonnes)		(%)
Goa Facility	11,160	8,643	77.45%	11,160	7,759	69.53%	11,160	7,534	67.51%
Hormone Unit	504	203	40.28%	360	49	13.61%	180	5	2.78%

Facility[#]	As of and for the financial year ended March 31,								
	2026			2025			2024		
	Annual Installed Capacity	Actual Production	Capacity Utilization	Annual Installed Capacity	Actual Production	Capacity Utilization	Annual Installed Capacity	Actual Production	Capacity Utilization
	(metric tonnes)		(%)	(metric tonnes)		(%)	(metric tonnes)		(%)
Indore Facility[*]	3,960	3,828	96.67%	3,960	2,508	63.33%	1,980	433	21.87%
Total	**15,624**	**12,674**	**81.12%**	**15,480**	**10,316**	**66.64%**	**13,320**	**7,972**	**59.85%**

Notes:

(1) Data is certified by Sharjeel Aslam Faiz, Chartered Engineer, by certificate dated August 1, 2026.

(2) The installed capacity was calculated using three shifts of 7.5 hours each and 300 working days in a year. Overall equipment effectiveness assumed is 80% and is specific to our Company.

(3) Actual production represents quantum of production in the relevant manufacturing facility/unit as of the last date of the relevant period.

(4) Capacity utilization is derived by dividing actual production by annual installed capacity.

(5) The actual and installed capacity are rounded off to the next whole number.

**Our Indore Facility got operationalized in October 2023. Further, since March 31, 2026, we have expanded the capacity at our Indore Facility and as of the date of this Draft Red Herring Prospectus, our Indore Facility has an installed capacity of 9,720 metric tonnes.*

[#]We manufacture all our products within one dosage form, i.e., topicals. Accordingly, dosage-wise capacity is not being disclosed. Further, the production capabilities for our products (other than hormone products) are fungible across multiple manufacturing lines, and production is based on customer requirements. Accordingly, we are unable to compute installed capacity, actual production and capacity utilization for each of our products separately.

Production capacity is also closely linked to our regulatory and quality compliance framework. Our ability to utilize existing capacity and service customers across regulated markets depends on maintaining requisite regulatory approvals, compliance standards and customer qualifications at our manufacturing facilities. Our manufacturing facilities are accredited and approved by multiple global regulatory authorities, including the USFDA, Japan PMDA, Health Canada, Brazil ANVISA and TGA Australia, among others, and are also subject to regular audits and inspections by our customers. We continue to incur expenditure towards facility maintenance, quality systems, automation and digitalization, compliance programs and capacity expansion initiatives to support these requirements. Such investments may increase operating expenses and capital expenditure in the short term but are intended to support long-term growth, supply continuity and readiness for additional customer mandates and new product launches. In addition to regulatory inspections, customer qualification, technology transfers and validation activities, may influence the effective utilization of our production capacity.

Further, we require substantial capital to maintain and expand our existing facilities as well as to acquire and construct new facilities. For Fiscals 2026, 2025 and 2024, we incurred capital expenditure of ₹2,267 million, ₹1,592 million and ₹2,936 million, respectively. Such tangible capital expenditure was primarily incurred in connection with constructing our manufacturing and R&D facilities, increasing our manufacturing capacities and enhancing our technological capabilities. Our manufacturing capacity provides us with a platform for future growth and operational flexibility. The availability of capacity enables us to accommodate incremental volumes from existing customers, onboard new CDMO programs, commercialize products from our Global Generics pipeline and ramp-up newer product categories such as hormone and transdermal formulations. Maintaining regulatory approvals and successfully meeting customer audit requirements are also important factors in enabling us to secure additional customer mandates and support increased production volumes. As utilization levels increase, we may benefit from improved operating leverage, enhanced asset productivity and greater ability to spread fixed costs across a larger revenue base.

Regulatory compliance

Our business is subject to extensive regulatory oversight across the jurisdictions in which we operate, including regulations relating to manufacturing practices, product approvals, quality systems, data integrity, environmental standards and distribution of pharmaceutical products. Compliance with these regulatory requirements is fundamental to our ability to manufacture, commercialize and supply products across regulated markets, including the United States and Europe. Our manufacturing facilities are required to maintain approvals and accreditations from multiple regulatory authorities and are subject to periodic inspections and audits by regulators and customers. Failure to maintain compliance with applicable regulatory requirements or quality standards may result in regulatory action, restrictions on product supply, suspension or withdrawal of approvals, or termination of customer contracts, any of which could adversely affect our reputation, business, results of operations, cash flows and financial condition. While there is no fixed frequency of inspections, set out below is the number of inspections/audits conducted by regulatory authorities and our customers during the years indicated:

	Fiscal		
	2026	2025	2024
	(no. of audits/inspections)		
Inspections conducted by regulatory authorities	3	4	1
Audits conducted by customers	20	22	6

Maintaining compliance requires ongoing investments in quality systems, regulatory affairs capabilities, personnel, training, documentation, validation activities and digital infrastructure. We have increasingly leveraged technology and digitalization across our operations to enhance quality control, compliance and data integrity. These systems support real-time monitoring, electronic documentation, audit trails, traceability and standardized quality processes across our operations. We also incur expenditures in connection with regulatory inspections, customer audits, product registrations, dossiers and post-approval compliance activities.

Such investments and compliance-related costs form part of our operating cost structure and may increase as we expand into additional products, dosage forms and regulated markets. Further, changes in regulatory requirements may necessitate additional capital expenditure, process modifications, facility upgrades, product reformulations or enhanced compliance measures, which may impact our profitability and cash flows in the periods in which such expenditures are incurred.

Our quality systems and manufacturing processes are subject to ongoing regulatory and customer scrutiny. During Fiscals 2026, 2025 and 2024, we underwent an aggregate of 56 audits comprising eight regulatory audits and 48 customer audits, all of which resulted in no adverse findings. Customer audits provide an additional layer of independent validation of our quality systems, manufacturing processes and compliance framework. This track record supports the reliability of our manufacturing operations and facilitates engagement with new customers in regulated markets, where qualification of manufacturing partners typically involves significant time, cost and regulatory diligence.

Beyond supporting compliance with applicable regulations, our quality and compliance framework is an important enabler of customer acquisition, customer retention and business development. Our ability to maintain approvals from multiple regulatory authorities enables us to manufacture and supply products into several regulated markets from our facilities and supports our relationships with multinational pharmaceutical companies and customers that typically require manufacturing partners with established quality systems and consistent regulatory compliance records. Our digitalized quality and compliance framework, together with our regulatory oversight processes, supports inspection readiness, data integrity and consistency in quality performance across facilities. Our regulatory track record, including zero OAI classifications and zero product recalls since inception, supports customer retention, facilitates qualification for new products and customer mandates and enables participation in regulated market opportunities across our business verticals.

Regulatory compliance also supports the development and commercialization of new products. The timing of regulatory approvals, inspections and product registrations may influence the pace of product launches, market expansion and revenue generation, particularly within our Global Generics business where commercialization is dependent upon obtaining regulatory approvals and maintaining ongoing compliance with applicable requirements. In addition, our regulatory capabilities support dossiers across multiple jurisdictions for both our own products and those of our Global CDMO customers, enabling us to expand our addressable market and leverage our development investments across geographies.

Product pricing, cost and availability of raw materials

Product pricing across our Global Generics, Global CDMO and India Branded Formulations businesses is influenced by several factors, including competitive intensity, customer contracts, market supply-demand dynamics, product complexity, regulatory requirements and pricing trends in the markets in which we operate. The factors affecting pricing and profitability vary across our business verticals. In our Global Generics business, pricing and market share may be influenced by the speed and success of product development and regulatory approvals, the breadth of our product portfolio, the timing of product launches, competitive intensity, customer consolidation and market-wide price erosion. In our Global CDMO business, pricing and commercial performance are influenced by customer requirements, integrated development and manufacturing capabilities, capacity availability and scalability, quality and compliance track record and the nature of long-term customer relationships and supply arrangements. In our India Branded Formulations business, pricing and commercial performance are influenced by the introduction of new products and formulations, brand recognition, distribution reach, field force effectiveness and applicable pricing regulations.

Accordingly, changes in product pricing, competitive intensity, customer requirements, market share, product mix and demand for our products may affect our revenues, margins and profitability. Conversely, our ability to introduce new products, expand customer relationships, improve product mix, leverage our integrated research, development and manufacturing platform and maintain reliable product supply may support commercial performance and profitability.

Further, APIs, excipients and packaging materials constitute a significant component of our manufacturing costs. Set out below are details of our cost of goods sold for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Cost of materials consumed	5,820	31.48%	4,709	35.02%	3,845	35.41%
Purchases of stock-in trade	6	0.03%	48	0.36%	117	1.08%
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(356)	(1.93%)	(743)	(5.52%)	(415)	(3.82)%
Total cost of goods sold	5,470	29.59%	4,014	29.85%	3,547	32.66%

Prices and availability of these materials may be affected by factors such as changes in commodity prices, energy costs, foreign exchange movements, supply-demand imbalances, logistics costs, geopolitical developments and regulatory requirements. The impact of such factors on our results of operations may vary depending on product mix, sourcing arrangements, inventory management practices and our ability to pass on cost increases to customers. In certain instances, favourable procurement conditions, economies of scale, sourcing efficiencies and changes in product mix may partially mitigate increases in input costs.
In addition, the cost of materials consumed is also influenced by sales volume, product mix, pricing trend of materials and sourcing efficiencies based on scale. Compliance with applicable quality and regulatory standards may also limit the pool of qualified suppliers and necessitate additional expenditure on supplier qualification, audits, testing and inventory management. Consequently, increases in input costs or disruption in the supply of compliant materials may adversely affect our margins, working capital requirements and operating performance, particularly where such increases cannot be passed through to customers in a timely manner.

The combined effect of product pricing, product mix, sourcing efficiencies and raw material costs is reflected in our material margins. Set out below are details of our material margins for the years indicated:

Particulars	Fiscal		
	2026	2025	2024
Material margin (%)	70.41%	70.15%	67.34%

Note: Material margin is calculated as material profit as a percentage of revenue from operations.

We undertake several initiatives to support pricing discipline, supply continuity and cost management. These include centralized procurement across business verticals, maintaining approved alternate suppliers for key raw materials wherever feasible and required, supplier evaluations and audits, alternate vendor development initiatives and R&D-led efforts to optimize formulations and sourcing strategies. As of March 31, 2026, we have a network of over 500 suppliers. This supplier base assists us in diversifying procurement sources and reducing dependence on any single supplier for a substantial portion of our material requirements. While this enables us to mitigate supplier concentration risk to an extent, our sourcing of raw materials and packaging materials is dependent on certain key domestic and international third-party suppliers, details of which are set out below for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total purchases of raw materials and packaging materials	Amount (₹ million)	% of total purchases of raw materials and packaging materials	Amount (₹ million)	% of total purchases of raw materials and packaging materials
Largest supplier	489	8.42%	371	6.68%	458	11.37%
Top five suppliers	1,440	24.78%	1,155	20.80%	1,028	25.52%
Top ten suppliers	2,057	35.40%	1,735	31.24%	1,411	35.02%

Note: The largest supplier, the top five suppliers and the top ten suppliers are the largest supplier, the top five suppliers and the top ten suppliers for each of the respective years and may not necessarily be the same suppliers.

In addition, our manufacturing capabilities and infrastructure enable us to undertake selective backward integration for certain products and processes, which can enhance control over material quality, supply reliability and cost management. Our ability to leverage scale, aggregate sourcing volumes, qualify additional suppliers and strengthen supply chain resilience supports business continuity and helps mitigate the impact of material cost volatility and pricing pressures on our operations.

Research and development capabilities

Our research and development capabilities support the development of new products, expansion of our product portfolio, entry into new markets and customer-led development initiatives across our business verticals. We operate a dedicated R&D center, Encube Advanced Research Centre in Palava, Mumbai (spanning a built-up area of 117,252 square feet) which is led by a team of 228 employees (of which 12 were PhDs) as of March 31, 2026. Our R&D activities involve investments in product development, analytical capabilities, scientific talent, bioequivalence studies, regulatory filings and technology transfers, often over multiple years before the relevant products are commercialized and begin contributing to revenues. Set out below are details of our research and development expenditure recognised as an expense for the years indicated:

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Research and development expenditure recognised as an	1,376	7.44%	929	6.91%	1,200	11.05%

Particulars	Fiscal					
	2026		2025		2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
expense						

The timing and magnitude of R&D investments may affect our profitability, cash flows and results of operations in a particular period. The commercialization of products developed through our R&D efforts is dependent on successful development outcomes, technology transfers, regulatory approvals and market launches, which may influence the timing and extent to which such investments are translated into revenues. Conversely, successful product development and commercialization may enable us to expand our addressable markets, strengthen customer relationships and increase the returns generated from our research investments.

The productivity and effectiveness of our R&D platform is reflected in our development pipeline, regulatory filings and approvals. As of March 31, 2026, we had a pipeline of 43 ANDAs in the United States and 25 dossiers in the UK and Germany that are approved but yet to be commercialized, filed and awaiting approval, and under development, and our regulatory teams have supported multiple dossiers across jurisdictions. Set out below are certain details in relation to out ANDA filings and approvals as of the dates indicated:

Particulars	As of and for the financial year ended March 31,		
	2026	2025	2024
ANDAs filed per year (count)	13	12	15
ANDAs approved per year (count)	14	13	11
Cumulative ANDAs filed (count)	73	60	48
Cumulative ANDAs approved (count)	57	43	30

Notes:

1. *The number of ANDAs filed with the USFDA in the relevant fiscal include (i) ANDAs developed in-house and submitted for approval, and (ii) ANDAs acquired from third parties that were already approved by the USFDA as at the date of acquisition and for which a post-approval supplement has been filed during the relevant fiscal. In the case of acquired ANDAs, the filing refers to the post-approval supplement and not to the original ANDA, which is required to add the Company's facility as an approved manufacturing site*
2. *The number of ANDAs approved by the USFDA in the relevant fiscal include (i) in-house ANDAs approved during the fiscal, and (ii) acquired ANDAs in the fiscal in which both (a) technology transfer to our facility is complete and (b) the USFDA approves the post-approval supplement adding the Company's facility as an approved manufacturing site. An acquired ANDA is counted here in the fiscal of such supplement approval, notwithstanding that the underlying ANDA was approved by the USFDA prior to acquisition.*
3. *The cumulative number of ANDAs filed with the USFDA as at the end of the relevant fiscal, determined on the same basis as "ANDAs filed per year" above*
4. *The cumulative number of ANDAs approved by the USFDA as at the end of the relevant fiscal, determined on the same basis as "ANDAs approved per year" above*

The successful progression of this pipeline and conversion of development projects into commercial products influence our future revenues, market expansion opportunities and utilization of manufacturing capacity.

Beyond new product development, our R&D capabilities also contribute to operational efficiencies and profitability across our business. Our R&D team supports supply chain resilience, cost optimization and operating leverage across our platform through formulation optimization, alternate vendor development, technology transfers, reduced-testing proposals and manufacturing process improvements. In addition, our integrated R&D, regulatory and manufacturing capabilities allow us to leverage dossiers across multiple geographies, customers and business verticals, thereby enhancing returns on our research investments. Accordingly, the scale, productivity and effectiveness of our R&D activities continue to be important factors influencing our results of operations, cash flows and financial condition.

Foreign exchange rate fluctuations

A significant portion of our revenue from operations is derived from (i) third-party exports of our products from our operations in India denominated in foreign currencies (primarily USD, EUR and GBP); and (ii) revenue earned by our foreign Subsidiaries from third-party customers in their respective functional currencies (primarily USD). Similarly, a portion of our costs relates to (i) third-party imports of raw materials, packaging material and services procured by our Indian operations; and (ii) operating expenses of our foreign Subsidiaries in their respective functional currencies. Set out below are details of our (i) exports from India and revenue of our foreign Subsidiaries; and (ii) imports by India and expenses of our foreign Subsidiaries, by currency, for the years indicated:

Forex exposure-Revenue	As of March 31, 2026		As of March 31, 2025		As of March 31, 2024	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
USD	10,452	56.54%	7,280	54.13%	5,077	46.75%
EUR	1,110	6.01%	563	4.19%	580	5.34%
GBP	252	1.36%	401	2.98%	435	4.01%
Others	10	0.05%	-	-	1	0.01%
Total	**11,824**	**63.96%**	**8,244**	**61.30%**	**6,093**	**56.11%**

Note: Intercompany transactions between our Indian operations and our foreign Subsidiaries have been eliminated on consolidation and are not included above.

Forex exposure-Expenses	As of March 31, 2026		As of March 31, 2025		As of March 31, 2024	
	Amount (₹ million)	% of total expense	Amount (₹ million)	% of total expense	Amount (₹ million)	% of total expense
USD	3,142	23.76%	2,572	24.88%	2,127	24.28%
EUR	1,705	12.90%	1,062	10.27%	1,082	12.35%
GBP	24	0.18%	37	0.36%	18	0.21%
Others	24	0.18%	27	0.26%	40	0.46%
Total	**4,895**	**37.02%**	**3,698**	**35.77%**	**3,267**	**37.29%**

Note: Intercompany transactions between our Indian operations and our foreign Subsidiaries have been eliminated on consolidation and are not included above.

As a result, our financial performance is affected by fluctuations in foreign exchange rates, principally involving the U.S. dollar, Euro, British pound and other currencies. Changes in exchange rates may influence the value of export realizations, import costs, foreign currency receivables and payables and may consequently affect our results of operations, cash flows and financial condition.

Depreciation of the Indian Rupee against relevant foreign currencies may increase the cost of imported raw materials and other inputs, while appreciation of the Indian Rupee may reduce export realizations and impact the competitiveness of our products in international markets. In addition, differences in the timing of foreign currency receipts and payments may give rise to foreign exchange gains or losses. Accordingly, prevailing exchange rate movements can contribute to period-to-period volatility in profitability and operating performance. Our net foreign exchange gain increased from ₹38 million in Fiscal 2024 to ₹70 million in Fiscal 2025, and it further increased to ₹427 million in Fiscal 2026, in each case due to prevailing rates of exchange, majorly due to movement in U.S. dollars.

To manage foreign currency exposure, we seek to maintain a natural foreign exchange exposure management policy arising from our exports and imports and undertake foreign exchange risk management measures in accordance with our hedging policy. However, such measures may not fully mitigate the impact of currency volatility. Set out below are details of our unhedged foreign currency receivables as of the dates indicated:

Foreign Currency	As of March 31, 2026		As of March 31, 2025		As of March 31, 2024	
	Receivable in Foreign Currency	Receivable in ₹	Receivable in Foreign Currency	Receivable in ₹	Receivable in Foreign Currency	Receivable in ₹
	(million)					
AUD	0	12	0	1	-	-
EUR	2	213	3	233	3	240
GBP	1	92	1	92	1	148
USD	50	4,719	40	3,430	29	2,391
Total	**53**	**5,036**	**44**	**3,756**	**33**	**2,779**

Note: The above balances relate to our consolidated third-party foreign currency receivables/payables and exclude intercompany balances that are eliminated on consolidation.

Further, set out below are details of our unhedged foreign currency payables as of the dates indicated:

Foreign Currency	As of March 31, 2026		As of March 31, 2025		As of March 31, 2024	
	Payables in Foreign Currency	Payables in ₹	Payables in Foreign Currency	Payables in ₹	Payables in Foreign Currency	Payables in ₹
	(million)					
SEK	0	5	1	8	2	18
CHF	0	0	0	1	-	-
EUR	2	182	3	283	3	301
GBP	-	-	0	2	0	0
USD	2	171	3	258	2	158
Total	**4**	**358**	**7**	**552**	**7**	**477**

Note: The above balances relate to our consolidated third-party foreign currency receivables/payables and exclude intercompany balances that are eliminated on consolidation.

Consequently, significant fluctuations in foreign exchange rates may continue to affect our margins, profitability, cash flows and financial condition.

Material Accounting Policies

Summary of material accounting policies

Sale of manufactured goods

Revenue from Sale of goods consist of sale of generic and contract manufactured products. The sale of manufactured goods includes Principle to Principle Manufacturing. Revenue from contract with customers is recognized when the Group satisfies performance obligation by transferring promised goods to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, stated net of discounts, returns and goods and services tax. Transaction price is recognized based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

Principle to Principle manufacturing involves procuring of all the raw and packaging materials required to manufacture products for customers by the Group. The material cost and manufacturing / conversion cost (inclusive of profit margin) is billed to the customer at the agreed sales price.

The Group recognizes revenue from sale of Generics products when control of the product transfers, generally upon shipment or delivery, to the customer. The Group records product sales net of estimated incentives/discounts, returns, chargeback, rebates and other related charges. These are generally accounted for as variable consideration estimated in the same period the related sales occur. The methodology and assumptions used to estimate rebates and returns are monitored and adjusted regularly in the light of contractual and legal obligations, past experience and projected market conditions. The revenue for such variable consideration is included in the Group's estimate of the transaction price only if it is highly probable that a significant reversal of revenue will not occur once any uncertainty is resolved.

Service Income

Service income primarily comprises stability testing, scale-up, technology transfer, research income, and allied services.

- Stability Testing: Each stability test conducted for customers represents a distinct performance obligation. Revenue is recognized at a point in time, i.e. upon completion of the test and issuance of the test report to the customer.
- Scale-up and Tech Transfer: Revenue is recognized when the Group fulfils its performance obligation by completing the agreed deliverables in accordance with customer requirements.
- Research & Product Development Services: Revenue is recognized at a point in time, when the related performance obligation (e.g., delivery of the developed product or research outcome) is completed.
- Joint Development Agreement: The Group has also entered into arrangements with customers or partners to collaboratively develop products, technology, or processes. Under such arrangements, where the contract terms specify that performance obligations are satisfied over time, revenue is recognized using an appropriate measure of progress, generally based on the Output Method (milestone achievement) or Input Method (cost-to-complete), depending on which method best depicts the transfer of services.
- Loan License: Loan license manufacturing involves producing for a third-party customer using raw materials and packaging materials provided by them. The Group bills the customer only for the conversion cost (inclusive of profit margin). Revenue is recognized at the time when control of the goods are transferred to the customers.

Out licensing arrangements and milestone payments

The Group also enter licensing arrangements granting exclusive/non-exclusive rights to sell, distribute, or use products and related intellectual property within specified territories.

- Upfront License Fees: Non-refundable upfront fees received at the inception of such agreements are initially deferred and recognized as the related performance obligations are satisfied.
- Milestone Payments: Revenue linked to the achievement of specific milestones (such as regulatory approvals) is recognized when the relevant milestone is achieved and the performance obligation is satisfied.

Income from Research Services and Sale of Technology/Know-How

Income from research services, including sale of technology, know-how, licenses, and other intangibles, is recognized in accordance with the terms of the underlying contracts:

- Where performance obligations are satisfied at a point in time, revenue is recognized upon transfer of control or completion of deliverables.
- Where performance obligations are satisfied over time, revenue is recognized using the Output Method (milestone achievement) or Input Method (cost-to-complete), depending on which method best depicts the transfer of services.

Profit sharing revenues

The Group from time to time enters marketing arrangements with certain business partners for the sale of its products in certain markets. Under such arrangements, the Group sells its products to the business partners at a non-refundable base purchase price agreed upon in the arrangement and is also entitled to a profit share which is over and above the base purchase price. The profit share is dependent on the business partner's ultimate net sale proceeds or net profits, subject to any reductions or adjustments that are required by the terms of the arrangement. Such arrangements typically require the business partner to provide confirmation of units sold and net sales or net profit computations for the products covered under the arrangement. Revenue in an amount equal to

the base sale price is recognized in these transactions upon delivery of products to the business partners. An additional amount representing the profit share component is recognized as revenue only to the extent that it is highly probable that a significant reversal will not occur.

a. Government grants

The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as deferred revenue in the Restated Consolidated Statement of Assets and Liabilities and transferred to profit or loss on a systematic basis when the obligation against such grant allowed has been fulfilled. Government grants that are receivable on satisfying export or revenue conditions with no future related cost are recognized in Restated Consolidated Statement of profit or loss in the period such conditions are met.

Income from Export Benefits and Other Incentives

Export benefits available under prevalent schemes are accrued as revenue in the year in which the goods are exported and/or services are rendered only when their reasonable assurance that the conditions attached to them will be complied with, and the amounts will be received.

b. Foreign currency

On initial recognition, transactions in currencies other than the Group's functional currency (foreign currencies) are translated at custom exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the custom exchange rate at that date. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous period are recognized in profit or loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The Financial Information of foreign operations that have a functional currency different from the presentation currency are translated as follows:

- Assets and liabilities are translated at the closing rate prevailing on the reporting date.
- Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the year-end closing exchange rate.
- Income and expenses are translated at average exchange rates, unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction date, in which case income and expenses are translated at the date of transactions; and
- All resulting exchange differences are recognized in other comprehensive income.

On disposal of a foreign operation, the related cumulative translation differences recognized in equity are re-classified to Restated Consolidated Statement of profit and loss and are recognized as part of the gain or loss on disposal.

c. Property, plant and equipment

Items of property, plant and equipment are stated in Restated Consolidated Statement of Assets and Liabilities at cost less accumulated depreciation and accumulated impairment losses, if any. Property, plant and equipment acquired in a business combination are recognized at fair value at the acquisition date.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Subsequent costs

Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs & maintenance are charged to Restated Consolidated Statement of profit and loss during reporting period in which they are incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of property, plant and equipment and is recognized in Restated Consolidated Statement of profit and loss.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the acquired asset is measured at the carrying amount of the asset given up.

Depreciation is recognized so as to write off the cost of assets (other than freehold land and Capital work-in- progress) less their residual values on straight-line method over their useful lives as indicated in Part C of Schedule II of the Companies Act, 2013. Leasehold improvements are depreciated over period of the lease agreement or the useful life, whichever is shorter.

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Software for internal use, which is primarily acquired from third-party vendors and which is an integral part of a tangible asset, including consultancy charges for implementing the software, is capitalized as part of the related tangible asset. Subsequent costs associated with maintaining such software are recognized as expense as incurred. The capitalized costs are amortized over the lower of the estimated useful life of the software and the remaining useful life of the tangible fixed asset.

d. Intangible assets

Intangible assets that are acquired by the Group and that have finite useful lives are measured at cost less accumulated Amortization and accumulated impairment losses, if any. Intangible assets acquired in a business combination are recognized at fair value at the acquisition date. Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate.

Certain trademarks have been considered of having an indefinite useful life taking into account that there are no technical, technological or commercial risks of obsolescence or limitations under contract or law.

Amortization is recognized on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets that are not available for use are amortized from the date they are available for use.

Goodwill is initially recognized based on the accounting policy for business combinations and is tested for impairment annually.

The estimated useful life and the Amortization method for intangible assets with a finite useful life are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

e. Intangibles under development

Acquired research and development intangible assets that are under development are recognized as In-Process Research and Development assets ("IPR&D") or Intangible assets under development.

IPR&D assets are not amortised, but evaluated for potential impairment on an annual basis or when there are indications that the carrying value may not be recoverable.

Research and development
Expenditure on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding are recognized as an expense when incurred. Development activities involve a plan or design for the production of new or substantially improved products and processes. An internally-generated intangible asset arising from development is recognized if and only if all of the following have been demonstrated:

- development costs can be measured reliably;
- the product or process is technically and commercially feasible;
- future economic benefits are probable; and
- the Group intends to and has sufficient resources to complete development and to use or sell the asset.

The expenditure to be capitalized includes the cost of materials and other costs directly attributable to preparing the asset for its intended use. Other development expenditure is recognized in profit or loss as incurred.

De-recognition of intangible assets

Intangible assets are de-recognized either on their disposal or where no future economic benefits are expected from their use. Gain/loss arising from derecognition of intangible asset, measured as the difference between the net disposal proceeds & the carrying amount of the asset are recognized in Restated Consolidated Statement of profit and loss when the asset is derecognized.

f. Impairment of non-financial assets

The carrying amounts of the Group's tangible and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of an asset or cash-generating unit (as defined below) is higher of its value in use and its fair value less costs to sell. 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 or the cash-generating unit for which the estimates of future cash flows have not been adjusted. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash generating unit"). Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognized in the Restated Consolidated Statement of profit and loss if the estimated recoverable amount of an asset or its cash generating unit is lower than its carrying amount. Impairment losses recognized in respect of cash generating units are allocated to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

In respect of other asset, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

g. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets (other than financial assets at FVTPL) are initially measured at fair value net of directly attributable transaction costs. Transaction costs that are directly attributable to the acquisition of financial assets at fair value through profit or loss are recognized immediately in the Restated Consolidated Statement of profit and loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date.

Subsequent measurement

The Group classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of the following:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial asset.

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in Other Income in the Restated Consolidated Statement of profit and loss. The losses arising from impairment are recognized in the Restated Consolidated Statement of profit and loss.

Financial assets at FVTOCI

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Restated Consolidated Statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Restated Consolidated Statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in Restated Consolidated Statement of profit and loss.

Equity instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in OCI. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, including foreign exchange gain or loss and excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Restated Consolidated Statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Restated Consolidated Statements of profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Group's Restated Consolidated Statement of Assets and Liabilities) when:

- The contractual rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive contractual cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

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 recognized in OCI and accumulated in equity is recognized in Restated Consolidated Statement of profit and loss if such gain or loss would have otherwise been recognized in Restated Consolidated Statement of profit and loss on disposal of that financial asset.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortized cost
b) Financial assets that are debt instruments and are measured as at FVTOCI
c) Trade receivables or any contractual right to receive cash or another financial asset

d) Loan commitments which are not measured as at FVTPL
e) Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or any contractual right to receive cash or another financial asset.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in Restated Consolidated Statement of profit and loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Compound financial instruments

The component parts of compound financial instruments (convertible notes) issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or is designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred principally for the purpose of repurchasing in the near term or on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking. This category also includes derivative entered into by the Group that are not designated and effective as hedging instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognized in the Restated Consolidated Statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For non-held- for-trading financial liabilities designated as at FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI, unless the recognition of the effects of changes in the liability's credit risk in OCI would create or enlarge an accounting mismatch in Restated Consolidated Statement of profit and loss, in which case these effects of changes in credit risk are recognized in Restated Consolidated Statement of profit and loss. These gains/ loss are not subsequently transferred to Restated Consolidated Statement of profit and loss. All other changes in fair value of such liability are recognized in the Restated Consolidated Statement of profit or loss.

Financial liabilities subsequently measured at amortized cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost in subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined

based on the effective interest rate (EIR) method. Interest expense that is not capitalized as part of costs of an asset is included in the 'Finance costs' line item in the Restated Consolidated Statements of profit or loss.

After initial recognition, such financial liabilities are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR Amortization is included as finance costs in the Restated Consolidated Statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value and if not designated as at FVTPL, are subsequently measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount initially recognized less cumulative amount of income recognised.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Restated Consolidated Statement of profit and loss.

Embedded derivatives

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognized in Restated Consolidated Statement of profit and loss, unless designated as effective hedging instruments.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

Leases

Group as a lessee

The Group's lease asset class primarily consist of leases for land and buildings. The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

A lease that transfers substantially all the risks and rewards incidental to ownership to the lessee is classified as a finance lease. All other leases are classified as operating leases.

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the Restated Consolidated Statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed
payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and Restated Consolidated Statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in Restated Consolidated Statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Lease liability and ROU assets have been separately presented in the Restated Consolidated Statement of Assets and Liabilities and lease payments have been classified as financing cash flows.

h. Inventories

Inventories consisting of raw materials and packing materials, work-in-progress, stock-in-trade and finished goods are measured at the lower of cost and net realisable value. The cost of all categories of inventories is based on the specific identification method or First Expiry First Out (FEFO):

- Cost of raw materials and packing materials
- Stock-in-trade comprises cost of purchases
- Cost of work-in-progress and finished goods comprises direct material, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.
- Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition.

In the case of finished goods and work-in-progress, cost includes an appropriate share of overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and costs necessary to make the sale.

The factors that the Group considers in determining the allowance for slow moving, obsolete and other non-saleable inventory include estimated shelf life, planned product discontinuances and ageing of inventory to the extent each of these factors impact the Group's business and markets. The Group considers all these factors and adjusts the inventory provision to reflect its actual experience on a periodic basis.

m. Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Onerous contracts

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefit expected to be received from the contract.

Contingent liabilities and contingent assets

Contingent liability is disclosed for,
(i) Possible obligations which will be confirmed only by future events not wholly within the control of the Group, or
(ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent Assets are not recognized in the Restated Consolidated Financial Information.

Employee benefits

Defined benefit plans

The liability in respect of defined benefit plans is calculated using the projected unit credit method with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds. The currency and term of the government bonds shall be consistent with the currency and estimated term of the post-employment benefit obligations. The current service cost of the defined benefit plan, recognized in the Restated Consolidated Statement of profit and loss as employee benefits expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized in profit or loss in the period of a plan amendment. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in Restated Consolidated Statement of profit and loss. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to OCI in the period in which they arise and is reflected immediately in retained earnings and is not reclassified to Restated Consolidated Statement of profit and loss.

Defined contribution plans

The Group's contributions to defined contribution plans are recognized as an expense as and when the services are received from the employees entitling them to the contributions.

Other long-term employee benefits

The Group's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value.

Short-term employee benefits

A liability is recognized for benefits accruing to employees in respect of wages and salaries, and casual leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

n. Income tax

Income tax expense consists of current and deferred tax. Income tax expense is recognized in Restated Consolidated Statement of profit and loss except to the extent that it relates to items recognized in OCI or directly in equity, in which case it is recognized in OCI or directly in equity respectively. Current tax is the expected tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and tax liabilities are offset where the Group 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.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Restated Consolidated Financial Information and the corresponding tax bases used in the computation of taxable profit.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities related to income taxes levied by the same tax authority on the Group.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Principal Components of our Statement of Profit and Loss

The following description sets forth information on the key components of our statement of profit and loss for Fiscals 2026, 2025 and 2024 included in the Restated Consolidated Financial Information.

Income

Our total income comprises (i) revenue from operations, and (ii) other income.

(i) *Revenue from operations.* Revenue from operations comprises sale of products, sale of services, and other operating revenue.

Sale of products comprises sale of manufactured goods.

Sale of services comprises income from (i) scale up, testing, stability, technology transfer services and other analytical services; (ii) licensing income; (iii) share of profit; (iv) loan and license; and (v) contract research income.

Other operating income primarily comprises government grants, export incentives, freight and insurance recoveries and other miscellaneous operating income arising in the ordinary course of our business.

(ii) *Other income*. Other income comprises income from investments, profit on sale of investments and net gain on fair valuation of mutual funds, and other items, which primarily comprise net gain on foreign currency transactions, interest income, gain or loss on lease termination or extinguishment, government grant (attributable to capital expenditure) and incentive income, support service income, insurance claims received and miscellaneous income.

Expense

Cost of materials consumed. Cost of materials consumed primarily consists of raw materials such as API and packing materials such as tubes, bottles and applicators, consumed in our manufacturing operations adjusted for changes in inventories of such raw materials and packaging materials.

Changes in inventories of finished goods, work-in-progress and stock-in-trade. Changes in inventories of finished goods, work-in-progress and stock-in-trade refers to the difference in the value of our inventory of finished goods, work-in-progress and stock-in-trade goods at the beginning and end of the financial year.

Employee benefits expense. Employee benefits expense comprises salaries (including compensated absences), wages, gratuity and bonus, contribution to provident fund and other funds, share based payments and staff welfare expenses. These expenses include expenses related to research and development.

Depreciation and amortisation expense. Depreciation and amortisation expense comprises depreciation of property, plant and

equipment, amortisation of intangible assets, and depreciation on lease assets.

Finance costs. Finance costs primarily comprise interest on lease liabilities, interest on income tax, interest on advance licenses, interest on borrowings, guarantee charges, interest on MSME, and others.

Impairment charges. Impairment charges relate to impairment recognised in respect of CWIP & intangible under development, investment and goodwill.

Other expense. Other expense primarily include expenses in relation to consumption of stores, spares and consumables, research and development material consumption, power and fuel, testing charges, repairs and maintenance, subcontracted labour, corporate social responsibility, license fees, travelling and conveyance, transport, freight and forwarding, sales commission, external salesforce expenses advertising and business promotion, legal and professional fees, and clinical trial expenses, among others.

Results of Operations

The following table sets forth selected financial data from our restated consolidated statement of profit and loss for Fiscals 2026, 2025, and 2024, the components of which are expressed as a percentage of total income for such years.

	Fiscal					
	2026		2025		2024	
	(₹ million)	% of total income	(₹ million)	% of total income	(₹ million)	% of total income
Income						
Revenue from operations	18,487	96.70%	13,448	98.23%	10,859	98.88%
Other income	631	3.30%	242	1.77%	123	1.12%
Total income	**19,118**	**100.00%**	**13,690**	**100.00%**	**10,982**	**100.00%**
Expenses						
Cost of materials consumed	5,820	30.44%	4,709	34.40%	3,845	35.01%
Purchase of stock-in-trade	6	0.03%	48	0.35%	117	1.07%
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(356)	(1.86)%	(743)	(5.43)%	(415)	(3.78)%
Employee benefits expenses	1,750	9.15%	1,435	10.48%	1,207	10.99%
Finance costs	174	0.91%	191	1.40%	172	1.57%
Depreciation and amortisation expense	1,187	6.21%	1,021	7.46%	816	7.43%
Impairment charges	1	0.01%	209	1.52%	30	0.27%
Other expense	4,640	24.27%	3,469	25.34%	2,989	27.22%
Total expenses	**13,222**	**69.16%**	**10,339**	**75.52%**	**8,761**	**79.78%**
Profit before tax & share of net profit/ (loss) of investment accounted for using equity method and exceptional items	**5,896**	**30.84%**	**3,351**	**24.48%**	**2,221**	**20.22%**
Add/ (less) share of net loss of associate accounted for using equity method	6	0.03%	(5)	(0.04)%	(3)	(0.03)%
Profit before tax and exceptional items	**5,902**	**30.87%**	**3,346**	**24.44%**	**2,218**	**20.20%**
Exceptional Items	-	-	4	0.03%	137	1.25%
Profit before tax	**5,902**	**30.87%**	**3342**	**24.41%**	**2,081**	**18.95%**
Tax expense						
Current tax	1,690	8.84%	715	5.22%	551	5.02%
Adjustment of tax relating to earlier periods	(3)	(0.02)%	20	0.15%	(1)	(0.01)%
Deferred tax (Credit) / Charge	(152)	(0.79)%	111	0.81%	(30)	(0.27)%
Total tax expense	**1,535**	**8.03%**	**846**	**6.18%**	**520**	**4.74%**
Profit for the year	**4,367**	**22.84%**	**2,496**	**18.23%**	**1,561**	**14.21%**
Other comprehensive income for the year, net of tax	(220)	(1.15)%	(29)	(0.21)%	(33)	(0.30)%
Total comprehensive income for the year, net of tax	**4,147**	**21.69%**	**2,467**	**18.02%**	**1,528**	**13.91%**

Fiscal 2026 compared to Fiscal 2025

Total income

Our total income increased by 39.65% from ₹13,690 million in Fiscal 2025 to ₹19,118 million in Fiscal 2026 for the reasons discussed below.

Revenue from operations

Our revenue from operations increased by 37.47% from ₹13,448 million in Fiscal 2025 to ₹18,487 million in Fiscal 2026 primarily on account of an increase in (i) sale of products by 41.10% from ₹12,373 million in Fiscal 2025 to ₹17,458 million in Fiscal 2026; and (ii) other operating revenue by 46.01% from ₹263 million in Fiscal 2025 to ₹384 million in Fiscal 2026. This was offset by a decrease in sale of services by 20.57% from ₹812 million in Fiscal 2025 to ₹645 million in Fiscal 2026.

A. *Sale of products*

The increase in revenues from sale of products was driven primarily by an increase in (i) the revenue from our Global Generics business by 58.49% from ₹5,437 million in Fiscal 2025 to ₹8,617 million in Fiscal 2026 primarily due to the full-year impact of products launched in Fiscal 2025 and increased sales of existing products within this business vertical (ii) the revenue from our Global CDMO business by 21.74% from ₹6,430 million in Fiscal 2025 to ₹7,828 million in Fiscal 2026 primarily due to a higher offtake of existing products and onboarding of new customers; and (iii) the revenue from the India Branded Formulations business by 25.80% from ₹1,318 million in Fiscal 2025 to ₹1,658 million in Fiscal 2026 due to increased sales of "*Soframycin*" products.

B. *Other operating income*

Other operating income increased by 46.01% from ₹263 million in Fiscal 2025 to ₹384 million in Fiscal 2026 on account of an increase in (i) freight and insurance revenue by 540.00% from ₹5 million in Fiscal 2025 to ₹32 million in Fiscal 2026 due to a one-time waiver of freight cost during Fiscal 2025 and increased transportation undertaken in line with increased sales in the U.S. and European markets; (ii) export incentives by 25.39% from ₹63 million in Fiscal 2025 to ₹79 million in Fiscal 2026; and (iii) increase in government grants by 44.85% from ₹136 million in Fiscal 2025 to ₹197 million in Fiscal 2026 due to an increase in exports.

C. *Sale of services*

Our revenue from operations was marginally offset by revenue from sale of services which decreased by 20.57% from ₹812 million in Fiscal 2025 to ₹645 million in Fiscal 2026 on account of decrease in the loan and license income by 40.58% from ₹138 million in Fiscal 2025 to ₹82 million in Fiscal 2026 and the scale up, testing, stability, technology transfer and other analytical income by 33.77% from ₹385 million in Fiscal 2025 to ₹255 million in Fiscal 2026.

Set out below are details of our revenues generated from our sales of products and services and other operating revenue for the years indicated:

Particulars	Fiscal			
	2026		2025	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
***Sale of products* (A)**	**17,458**	**94.43%**	**12,373**	**92.01%**
Sale of services				
Scale up, testing, stability, technology transfer and other analytical income	255	1.38%	385	2.86%
Licensing income	87	0.47%	80	0.59%
Share of profit	152	0.82%	124	0.92%
Loan and licence	82	0.44%	138	1.03%
Contract research income	69	0.37%	85	0.63%
Total (B)	**645**	**3.49%**	**812**	**6.03%**
Other operating revenue				
Proceeds from sale of scrap and raw materials	20	0.11%	17	0.13%
Export incentives	79	0.43%	63	0.47%
Government grant	197	1.07%	136	1.01%
Miscellaneous income	56	0.30%	42	0.31%
Freight and insurance	32	0.17%	5	0.04%
Total (C)	**384**	**2.08%**	**263**	**1.96%**
Total revenue from operations (D)= (A)+(B)+(C)	**18,487**	**100.00%**	**13,448**	**100.00%**

Other income

Our other income increased by 160.74% from ₹242 million in Fiscal 2025 to ₹631 million in Fiscal 2026 primarily driven by increase in (i) other non-operating income - profit on sale of investments by 169.64% from ₹56 million in Fiscal 2025 to ₹151 million in Fiscal 2026 attributable to higher realized gains on the sale of mutual fund investments; (ii) others - net gain on foreign currency transactions by 510.00% from ₹70 million in Fiscal 2025 to ₹427 million in Fiscal 2026 attributable to significant

depreciation of Indian rupee against foreign currency rates; and (iii) government grant & incentive income by 55.00% from ₹20 million in Fiscal 2025 to ₹31 million in Fiscal 2026 attributable to recognition of revenue relating to grant sanctioned for our Indore manufacturing facility. This was offset by a decrease in other non-operating income - net gain/(loss) on fair valuation of mutual funds from ₹56 million in Fiscal 2025 to nil in Fiscal 2026 due to reversal of unrealised gains arising on the fair valuation of our mutual fund investments and as a result of liquidation of mutual fund holdings.

Total expenses

Total expenses increased by 27.88% from ₹10,339 million in Fiscal 2025 to ₹13,222 million in Fiscal 2026 for the reasons discussed below.

Cost of materials consumed

Our costs for materials consumed increased by 23.59% from ₹4,709 million in Fiscal 2025 to ₹5,820 million in Fiscal 2026 in line with the increase in production levels.

Purchase of stock-in-trade

Our purchase of stock-in-trade decreased by 87.50% from ₹48 million in Fiscal 2025 to ₹6 million in Fiscal 2026, primarily due to the full year impact of internalization of manufacturing for certain hormone products, which was previously manufactured by a third-party manufacturer and is now manufactured in-house.

Changes in inventories of finished goods, work in progress and stock in trade

Changes in inventories of finished goods, work in progress and stock-in-trade was 356 million in Fiscal 2026 as compared to ₹743 million in Fiscal 2025 primarily due to higher finished goods in line with our efforts to increase our inventory levels to meet anticipated future demand. For Fiscal 2026, we had an opening inventory of ₹1,699 million and a closing inventory of ₹2,055 million as compared to Fiscal 2025, where we had an opening inventory of ₹956 million and a closing inventory of ₹1,699 million.

Employee benefits expense

Employee benefit expenses increased by 21.95% from ₹1,435 million in Fiscal 2025 to ₹1,750 million in Fiscal 2026. This was primarily driven by an increase in (a) salaries and wages by 23.15% from ₹1,287 million in Fiscal 2025 to ₹1,585 million in Fiscal 2026; (b) contributions to provident and other funds by 16.67% from ₹66 million in Fiscal 2025 to ₹77 million in Fiscal 2026; and (c) staff welfare expenses by 32.35% from ₹34 million in Fiscal 2025 to ₹45 million in Fiscal 2026. These increases were on account of an increase in the count of permanent employees from 1,449 as on March 31, 2025 to 1,695 as of March 31, 2026 along with increase in annual increments, in line with the growth in our operations. However, our employee benefits expenses as a percentage of revenue from operations decreased from 10.67% in Fiscal 2025 to 9.47% in Fiscal 2026.

Finance costs

Finance costs decreased by 8.90% from ₹191 million in Fiscal 2025 to ₹174 million in Fiscal 2026 primarily on account of (i) decrease in interest on income tax by 66.67%, from ₹9 million in Fiscal 2025 to ₹3 million in Fiscal 2026 primarily due to improved accuracy in tax provisioning and estimation; (ii) decrease in interest on lease liabilities by 6.67% from ₹15 million in Fiscal 2025 to ₹14 million in Fiscal 2026 primarily due to the termination of the lease arrangement for our previous R&D facility in Marol, Mumbai following the establishment of our R&D Unit and expansion of our head office, resulting in a reduction in lease-related obligations; (iii) decrease in interest on borrowings by 13.24% from ₹136 million in Fiscal 2025 to ₹118 million in Fiscal 2026 due to repayment of borrowings in Fiscal 2026; and (iv) decrease in guarantee charges by 66.67% from ₹9 million in Fiscal 2025 to ₹3 million in Fiscal 2026 primarily due to a reduction in guarantee commission rates charged by the lending banks on the relevant facilities.

Depreciation and amortisation expense

Depreciation and amortisation expense increased by 16.26% from ₹1,021 million in Fiscal 2025 to ₹1,187 million in Fiscal 2026. This was primarily driven by an increase in (a) depreciation on property, plant and equipment by 11.24% from ₹649 million in Fiscal 2025 to ₹722 million in Fiscal 2026 due to a full year impact of property, plant and equipment purchased during the previous year and additions in property, plant and equipment at the R&D Unit in March 2025; and (b) amortisation of intangible assets by 40.34% from ₹290 million in Fiscal 2025 to ₹407 million in Fiscal 2026 due to capitalisation of certain acquired ANDAs. This was offset by a decrease in depreciation on lease assets by 29.27% from ₹82 million in Fiscal 2025 to ₹58 million in Fiscal 2026 on account of termination of lease agreement for our old R&D facility in Marol, Mumbai in Fiscal 2025.

Impairment charges

Impairment charges decreased by 99.52% from ₹209 million in Fiscal 2025 to ₹1 million in Fiscal 2026 due to the absence of any significant impairment indicators in Fiscal 2026.

Other expenses

Other expense increased by 33.76% from ₹3,469 million in Fiscal 2025 to ₹4,640 million in Fiscal 2026. This was primarily due to an increase in:

- testing charges by 235.59% from ₹59 million in Fiscal 2025 to ₹198 million in Fiscal 2026 attributable to the onboarding of a customer and increased business within our India Branded Formulations business vertical;
- material consumption - R&D expenses by 135.44% from ₹158 million in Fiscal 2025 to ₹372 million in Fiscal 2026 due to initiation of a complex R&D project;
- license fees expenses by 60.89% from ₹271 million in Fiscal 2025 to ₹436 million in Fiscal 2026 on account of higher number of regulatory filings in Fiscal 2026 (seven USFDA filings) as compared to Fiscal 2025 (three USFDA filings) which resulted in increased R&D filing costs and costs incurred following the grant of USFDA approval for our Indore Facility;
- sales commission by 55.88% from ₹102 million in Fiscal 2025 to ₹159 million in Fiscal 2026 primarily due to growth in our India Branded Formulations business vertical;
- transport, freight and forwarding expenses by 45.30% from ₹808 million in Fiscal 2025 to ₹1,174 million in Fiscal 2026 driven by higher third-party logistics cost in the U.S. and export freight costs on account of an increase in the volume of our exports of goods;
- consumption of stores, spares consumables and loose tools by 48.32% from ₹209 million in Fiscal 2025 to ₹310 million in Fiscal 2026 in line with increase in sales and production during Fiscal 2026; and
- subcontracted labour expenses by 21.27% from ₹141 million in Fiscal 2025 to ₹171 million in Fiscal 2026 in line with increase in production resulting from increased sales volume during Fiscal 2026.

This increase was marginally offset by a decrease in advertising and business promotion expenses by 20.42% from ₹142 million in Fiscal 2025 to ₹113 million in Fiscal 2026 due to lower discretionary spend on marketing and promotional campaigns during Fiscal 2026.

Profit before tax

For the reasons discussed above, our profit before tax increased by 76.60% from ₹3,342 million in Fiscal 2025 to ₹5,902 million in Fiscal 2026.

Total tax expense

Our tax expenses increased by 81.44% from ₹846 million in Fiscal 2025 to ₹1,535 million in Fiscal 2026 primarily due to an increase in current tax resulting from higher profit before tax.

Profit for the year

For the reasons discussed above, our profit for the year increased by 74.96% from ₹2,496 million in Fiscal 2025 to ₹4,367 million in Fiscal 2026.

Fiscal 2025 compared to Fiscal 2024

Total income

Our total income increased by 24.66% from ₹10,982 million in Fiscal 2024 to ₹13,690 million in Fiscal 2025 for the reasons discussed below.

Revenue from operations

Our revenue from operations increased by 23.84% from ₹10,859 million in Fiscal 2024 to ₹13,448 million in Fiscal 2025 primarily on account of increase in (a) sale of products by 23.66% from ₹10,006 million in Fiscal 2024 to ₹12,373 million in Fiscal 2025; and (b) sale of services by 46.31% from ₹555 million in Fiscal 2024 to ₹812 million in Fiscal 2025.

A. *Sale of products*

The increase in revenues from sale of products was driven primarily by an increase in (i) the revenue from our Global Generics business by 54.77% from ₹3,513 million in Fiscal 2024 to ₹5,437 million in Fiscal 2025 primarily due to the full-year impact of products launched in Fiscal 2025 and increased sales of existing products within this business vertical; (ii) the revenue from our Global CDMO business by 8.95% from ₹5,902 million in Fiscal 2024 to ₹6,430 million in Fiscal 2025 primarily driven by a higher offtake of existing products; and (iii) the revenue from the India Branded Formulations business by 15.01% from ₹1,146 million in Fiscal 2024 to ₹1,318 million in Fiscal 2025 due to increased sales of "*Soframycin*" products.

B. *Sale of services*

Revenue from sale of services increased by 46.31% from ₹555 million in Fiscal 2024 to ₹812 million in Fiscal 2025 which was primarily due to increase in scale up, testing, stability, technology transfer and other analytical income by 80.75% from ₹213 million in Fiscal 2024 to ₹385 million in Fiscal 2025, licensing income by 142.42% from ₹33 million in Fiscal 2024 to ₹80 million in Fiscal 2025 and share of profit income by 113.79% from ₹58 million in Fiscal 2024 to ₹124 million in Fiscal 2025.

C. *Other operating income*

Our revenue from operations was marginally offset by a decrease in our other operating income which decreased by 11.74% from ₹298 million in Fiscal 2024 to ₹263 million in Fiscal 2025 on account of decrease in freight and insurance revenue by 94.57% from ₹92 million in Fiscal 2024 to ₹5 million in Fiscal 2025 due a one-time waiver of freight costs to one of our customers.

Set out below are details of our revenues generated from our sales of products and services and other operating revenue for the years indicated:

Particulars	Fiscal			
	2025		2024	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
***Sale of products* (A)**	**12,373**	**92.01%**	**10,006**	**92.15%**
Sale of services				
Scale up, testing, stability, technology transfer and other analytical income	385	2.86%	213	1.96%
Licensing income	80	0.59%	33	0.31%
Share of profit	124	0.92%	58	0.53%
Loan and licence	138	1.03%	168	1.55%
Contract research income	85	0.63%	83	0.76%
Total (B)	**812**	**6.03%**	**555**	**5.11%**
Other operating revenue				
Proceeds from sale of scrap and raw materials	17	0.13%	20	0.18%
Export incentives	63	0.47%	37	0.34%
Government grant	136	1.01%	104	0.96%
Miscellaneous income	42	0.31%	45	0.41%
Freight and insurance	5	0.04%	92	0.85%
Total (C)	**263**	**1.96%**	**298**	**2.74%**
Total revenue from operations (D)=(A)+(B)+(C)	**13,448**	**100.00%**	**10,859**	**100.00%**

Other income

Our other income increased by 96.75% from ₹123 million in Fiscal 2024 to ₹242 million in Fiscal 2025 primarily driven by increases in (i) other non-operating income - profit on sale of investments by 194.74% from ₹19 million in Fiscal 2024 to ₹56 million in Fiscal 2025 attributable to higher realized gains on the sale of mutual fund investments; (ii) other non-operating income - net gain/(loss) on fair valuation of mutual funds by 19.15% from ₹47 million in Fiscal 2024 to ₹56 million in Fiscal 2025 due to unrealised gains arising on the fair valuation of our mutual fund investments; (iii) others - government grant & incentive income from nil in Fiscal 2024 to ₹20 million in Fiscal 2025 on account of recognition of revenue relating to a grant sanctioned for our Indore manufacturing facility; (iv) others – interest income by 300.00% from ₹6 million in Fiscal 2024 to ₹24 million in Fiscal 2025 due to interest income recorded from the investment in a biopharmaceutical entity; and (v) others - net gain on foreign currency transactions by 84.21% from ₹38 million in Fiscal 2024 to ₹70 million in Fiscal 2025 due to depreciation of Indian rupee against foreign currency rates.

Total expenses

Total expenses increased by 18.01% from ₹8,761 million in Fiscal 2024 to ₹10,339 million in Fiscal 2025 for the reasons discussed

below.

Cost of materials consumed

Our costs for materials consumed increased by 22.47% from ₹3,845 million in Fiscal 2024 to ₹4,709 million in Fiscal 2025 in line with the increase in production levels.

Purchase of stock-in-trade

Our purchase of stock-in-trade decreased by 58.97% from ₹117 million in Fiscal 2024 to ₹48 million in Fiscal 2025 primarily due to our strategic shift towards in-house production of certain hormone products, reducing the reliance on externally sourced goods.

Changes in inventories of finished goods, work in progress and stock in trade

Changes in inventories of finished goods, work in progress and stock-in-trade was ₹743 million in Fiscal 2025 as compared to ₹415 million in Fiscal 2024 primarily due to higher finished goods in line with our efforts to increase our inventory levels to meet anticipated future demand. For Fiscal 2025, we had an opening inventory of ₹956 million and a closing inventory of ₹1,699 million, as compared to Fiscal 2024, where we had an opening inventory of ₹541 million and a closing inventory of ₹956 million.

Employee benefits expense

Employee benefit expenses increased by 18.89% from ₹1,207 million in Fiscal 2024 to ₹1,435 million in Fiscal 2025. This was primarily driven by an increase in (a) salaries and wages by 16.79% from ₹1,102 million in Fiscal 2024 to ₹1,287 million in Fiscal 2025; (b) contributions to provident and other funds by 15.79% from ₹57 million in Fiscal 2024 to ₹66 million in Fiscal 2025; (c) staff welfare expenses by 30.77% from ₹26 million in Fiscal 2024 to ₹34 million in Fiscal 2025; and (d) share based payment expense by 118.18% from ₹22 million in Fiscal 2024 to ₹48 million in Fiscal 2025. These increases are primarily attributable to an increase in the number of permanent employees from 1,278 as of March 31, 2024, to 1,449 as of March 31, 2025, along with increase in annual increments, in line with the growth in our operations.

Finance costs

Finance costs increased by 11.05% from ₹172 million in Fiscal 2024 to ₹191 million in Fiscal 2025 primarily on account of increases in (i) interest on MSME by 70.00% from ₹10 million in Fiscal 2024 to ₹17 million in Fiscal 2025 due to higher interest recognised on outstanding dues payable to MSME vendors; (ii) guarantee charges by 125.00% from ₹4 million in Fiscal 2024 to ₹9 million in Fiscal 2025 due to an increase in the commission rates applicable to bank guarantees; and (iv) interest on income tax increased to ₹9 million in Fiscal 2025 due to recognition of interest on income tax liabilities.

Depreciation and amortisation expense

Depreciation and amortisation expense increased by 25.12% from ₹816 million in Fiscal 2024 to ₹1,021 million in Fiscal 2025. This was primarily driven by an increase in (a) depreciation on property, plant and equipment by 28.51% from ₹505 million in Fiscal 2024 to ₹649 million in Fiscal 2025 due to additions in property plant and equipment at our Goa Facility and a full year impact of property, plant and equipment of the Indore Facility purchased during the previous years; and (b) amortisation of intangible assets by 26.09% from ₹230 million in Fiscal 2024 to ₹290 million in Fiscal 2025 due to capitalisation of the acquired ANDAs and implementation of manufacturing execution system project at our Goa manufacturing facility.

Impairment charges

Impairment charges increased by 596.67% from ₹30 million in Fiscal 2024 to ₹209 million in Fiscal 2025. This was primarily driven by an increase in the impairment on investment, which increased from nil in Fiscal 2024 to ₹209 million in Fiscal 2025 reflecting an impairment recognised in connection with an entity in which we hold an investment through a convertible promissory note.

Other expenses

Other expense increased by 16.06% from ₹2,989 million in Fiscal 2024 to ₹3,469 million in Fiscal 2025. This was primarily due to an increase in:

- transport, freight and forwarding expenses by 35.12% from ₹598 million in Fiscal 2024 to ₹808 million in Fiscal 2025 majorly on account of increase in sale in our Global Generics business and exports of goods;

- legal and professional fees by 49.31% from ₹290 million in Fiscal 2024 to ₹433 million in Fiscal 2025 primarily due to (i) consultancy services availed for regulatory compliances; and (ii) increased professional fees associated with the development of a complex generic product;

- power and fuel expenses by 25.00% from ₹232 million in Fiscal 2024 from ₹290 million in Fiscal 2025 due to an increase in operations and production levels at our manufacturing facilities in Indore and Goa;

- advertising and business promotion expenses by 330.30% from ₹33 million in Fiscal 2024 compared to ₹142 million in Fiscal 2025 due to launch of digital and brand architecture campaigns for "*Soframycin*"; and

- subcontracted labour expenses by 31.78% from ₹107 million in Fiscal 2024 to ₹141 million in Fiscal 2025 due to an increase in operations and production levels at our manufacturing facilities in Indore and Goa.

This increase was offset by a decrease in: (i) material consumption - R&D by 42.96% from ₹277 million in Fiscal 2024 to ₹158 million in Fiscal 2025 primarily because the material procurement for a one-time, high-value R&D project was completed in Fiscal 2024, and no comparable procurement was required for this project in Fiscal 2025; (ii) licence fees by 20.99% from ₹343 million in Fiscal 2024 to ₹271 million in Fiscal 2025 on account of decrease in the number of regulatory filings; and (iii) clinical trial expenses by 31.80% from ₹239 million in Fiscal 2024 to ₹163 million in Fiscal 2025 primarily due to the temporary hold on certain ongoing clinical projects on account of shifting of R&D Unit from Marol, Mumbai to Palava, Mumbai.

Profit before tax

For the reasons discussed above, our profit before tax increased by 60.60% from ₹2,081 million in Fiscal 2024 to ₹3,342 million in Fiscal 2025. Exceptional items decreased by 97.08% from ₹137 million in Fiscal 2024 to ₹4 million in Fiscal 2025.

Total tax expense

Our tax expenses increased by 62.69% from ₹520 million in Fiscal 2024 to ₹846 million in Fiscal 2025 primarily driven by an increase in current tax on account of an increase in profit before tax.

Profit for the year

For the reasons discussed above, our profit for the year increased by 59.90% from ₹1,561 million in Fiscal 2024 to ₹2,496 million in Fiscal 2025.

Liquidity and Capital Resources

Our primary liquidity requirements have been for financing our capital expenditure, acquisitions of assets, working capital and repayment of debt needs. In recent periods, we have met these requirements through internal accruals from operations as well as term loans and working capital borrowings. As of March 31, 2026, we had ₹541 million in cash and cash equivalents and ₹2,981 million in current investment. We believe that, after taking into account the expected cash to be generated from operations and our borrowings, we will have sufficient liquidity for our present requirements and anticipated requirements for capital expenditure, working capital, interest obligations and other operating needs under our current business plans for the next 12 months. We continue to assess our liquidity requirements depending on business growth and market developments and take appropriate actions to manage the liquidity through various sources, internal and external.

Cash Flows

The following table sets forth our cash flows for the years indicated:

Particulars	Fiscals		
	2026	2025	2024
	(₹ million)		
Net cash flows generated from operating activities	3,031	2,998	1,819
Net cash flows (used in) investing activities	(2,514)	(2,643)	(2,635)
Net cash flows generated from / (used in) financing activities	(462)	(179)	174
Net increase/ (decrease) in cash and cash equivalents	55	176	(642)
Exchange difference on translation of foreign currency cash and cash equivalents	21	4	4
Cash and cash equivalents at the end	**541**	**465**	**285**

Operating Activities

Net cash inflow from operating activities was ₹3,031 million in Fiscal 2026. Our profit before tax was ₹5,902 million in Fiscal 2026, which was primarily adjusted for depreciation of property, plant and equipment of ₹722 million, amortization of intangible assets of ₹407 million, unrealized forex gain of ₹303 million and finance costs of ₹147 million. Our operating profit before working capital changes was ₹6,815 million in Fiscal 2026. Adjustments for changes in working capital primarily comprised increase in trade payables and other current and non-current liabilities of ₹211 million, offset by increase in trade receivables of ₹1,931 million,

increase in inventories of ₹341 million and increase in loans, advances and other assets of ₹189 million. Cash generated from operating activities amounted to ₹4,565 million in Fiscal 2026 and income tax paid (net of refunds) was ₹1,534 million in Fiscal 2026.

Net cash inflow from operating activities was ₹2,998 million in Fiscal 2025. Our profit before tax was ₹3,342 million in Fiscal 2025, which was primarily adjusted for depreciation of property, plant and equipment of ₹649 million, amortization of intangible assets of ₹290 million, impairment of investment of ₹209 million and finance costs of ₹162 million. Our operating profit before working capital changes was ₹4,672 million in Fiscal 2025. Adjustments for changes in working capital primarily comprised increase in trade payables and other current and non-current liabilities of ₹1,431 million, offset by increase in inventories of ₹1,538 million, increase in trade receivables of ₹578 million and increase in loans, advances and other assets of ₹224 million. Cash generated from operating activities amounted to ₹3,762 million in Fiscal 2025 and income tax paid (net of refunds) was ₹764 million in Fiscal 2025.

Net cash inflow from operating activities was ₹1,819 million in Fiscal 2024. Our profit before tax was ₹2,081 million in Fiscal 2024, which was primarily adjusted for depreciation of property, plant and equipment of ₹505 million, amortization of intangible assets of ₹230 million and finance costs of ₹164 million. Our operating profit before working capital changes was ₹3,027 million in Fiscal 2024. Adjustments for changes in working capital primarily comprised increase in trade payables and other current and non-current liabilities of ₹290 million, offset by increase in trade receivables of ₹406 million, increase in loans, advances and other assets of ₹85 million, and increase in inventories of ₹483 million. Cash generated from operating activities amounted to ₹2,346 million in Fiscal 2024, and income tax paid (net of refunds) was ₹527 million in Fiscal 2024.

Investing Activities

Net cash outflow from investing activities was ₹2,514 million in Fiscal 2026, primarily comprising purchase of current investments of ₹2,150 million and purchase of property, plant and equipment (including capital work-in-progress and intangible assets under development) of ₹2,014 million, offset by proceeds from sale of current investments of ₹1,480 million, incentive from government received of ₹158 million and interest income on bank deposits of ₹10 million.

Net cash outflow from investing activities was ₹2,643 million in Fiscal 2025, primarily comprising purchase of current investments of ₹2,795 million, purchase of property, plant and equipment (including capital work-in-progress and intangible assets under development) of ₹1,489 million and investment in non-current investment of ₹17 million, offset by proceeds from sale of current investments of ₹1,651 million and interest income on bank deposits of ₹7 million.

Net cash outflow from investing activities was ₹2,635 million in Fiscal 2024, primarily comprising purchase of property, plant and equipment (including capital work-in-progress and intangible assets under development) of ₹2,790 million and purchase of current investments of ₹921 million, offset by proceeds from sale of current investments of ₹1,070 million, and interest income on bank deposits of ₹6 million.

Financing Activities

Net cash outflow from financing activities was ₹462 million in Fiscal 2026, primarily comprising repayment of borrowings of ₹267 million, finance costs paid of ₹119 million, principal payment of lease liabilities of ₹66 million and interest payment on lease liabilities of ₹14 million.

Net cash outflow from financing activities was ₹179 million in Fiscal 2025, primarily comprising proceeds from borrowings of ₹423 million, repayment of borrowings of ₹354 million, finance costs paid of ₹146 million, principal payment of lease liabilities of ₹89 million and interest payment on lease liabilities of ₹15 million.

Net cash inflow from financing activities was ₹174 million in Fiscal 2024, primarily comprising proceeds from borrowings of ₹438 million, finance costs paid of ₹155 million, principal payment of lease liabilities of ₹76 million, interest payment on lease liabilities of ₹19 million.

Capital Expenditures

Capital expenditures consist of primarily property, plant and equipment, comprising plant and factory equipment, buildings, furniture and fixtures, roads, electrical installations and fittings, vehicles and office equipment, as well as right-of-use assets, capital work-in-progress relating to ongoing capital projects, and intangible assets and intangible assets under development. The following table sets out additions to our property, plant and equipment, right of use assets, intangible assets, net addition to capital work-in-progress and net addition to intangible assets under development for the years indicated:

Particulars	Fiscal		
	2026	2025	2024
	(₹ million)		
Addition to property, plant and equipment	885	1,788	2,602
Addition to right of use assets	127	126	16
Addition to intangible assets	689	361	435
Net addition to capital work-in-progress	759	(525)	(125)
Net addition to intangible assets under development	(193)	(158)	8
Total	**2,267**	**1,592**	**2,936**

Indebtedness

As of June 30, 2026, a brief summary of our total outstanding borrowings is set forth below:

	As of June 30, 2026
	(₹ million)
Secured borrowings	
Fund-based	2,960
Non-fund based	445
Total Borrowings	**3,405**

For further information on our indebtedness, see "*Financial Indebtedness*" on page 400.

Commitments and contingencies

a. Commitments

The following table sets forth our commitments as of March 31, 2026:

Particulars	As of March 31, 2026
	(₹ million)
Capital commitments (net of advances)	460
Other commitments	1,253
Total	**1,713**

b. Contingent Liabilities

The following sets forth the principal components of our contingent liabilities as of March 31, 2026:

	As of March 31, 2026
	(₹ million)
Sales tax liabilities	65
Income tax	8
Custom duty	8
Total	**81**

c. Financial guarantees

Set out below are details of our performance guarantees given by us as of March 31, 2026:

	As of March 31, 2026
	(₹ million)
Bank guarantees	164

d. The United States Department of Justice (DoJ) is investigating whether our Material Subsidiary, Encube Ethicals Inc, caused false claims to Medicare by shipping a product with "Rx" labelling despite the reference listed drug having switched to an over the counter "OTC" label. A civil investigate demand dated May 9, 2023, sought documents, interrogatories, and information on the labelling transition, shipments, purchasers, and public materials referring to the product as "Rx Product Only". No further action has been taken by DoJ as on date, therefore no provision has been made under Contingent Liability.

For further information, see "*Restated Consolidated Financial Information – Note 26 - Commitments and contingencies*" on page 342.

Non-GAAP Measures

EBITDA, EBITDA margin, EBITDA pre-R&D, EBITDA pre-R&D margin, material profit, material margin, profit after tax margin, return on equity, return on capital employed, adjusted return on capital employed, debt to EBITDA, debt to equity, return on net worth and working capital days (together, "**Non-GAAP Measures**"), presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, such Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Reconciliation of Non-GAAP measures

Reconciliation of EBITDA and EBITDA margin

Particulars	Fiscal		
	2026	2025	2024
	(₹ million, unless otherwise stated)		
Restated profit before tax (A)	5,902	3,342	2,081
Finance costs (B)	174	191	172
Depreciation and amortization expense (C)	1,187	1,021	816
Impairment charges (D)	1	209	30
Other income (E)	631	242	123
EBITDA (F=A+B+C+D-E)	**6,633**	**4,521**	**2,976**
Revenue from operations (G)	18,487	13,448	10,859
EBITDA Margin (H = F/G)	**35.88%**	**33.62%**	**27.41%**

Reconciliation of EBITDA Pre-R&D and EBITDA Pre-R&D Margin

Particulars	Fiscal		
	2026	2025	2024
	(₹ million, unless otherwise stated)		
Restated profit before tax (A)	5,902	3,342	2,081
Finance costs (B)	174	191	172
Depreciation and amortization expense (C)	1,187	1,021	816
Impairment charges (D)	1	209	30
Other income (E)	631	242	123
Research and development expenditure recognised as an expense (F)	1,376	929	1,200
EBITDA Pre-R&D (G=A+B+C+D-E+F)	**8,009**	**5,450**	**4,176**
Revenue from operations (H)	18,487	13,448	10,859
EBITDA Pre-R&D Margin (I=G/H)	**43.32%**	**40.53%**	**38.46%**

Reconciliation of Material Profit and Material Margin

Particulars	Fiscal		
	2026	2025	2024
	(₹ million, unless otherwise stated)		
Revenue from operation	18,487	13,448	10,859
Less: Cost of material consumed	5,820	4,709	3,845
Less: Purchases of stock-in trade	6	48	117
Less: Changes in inventories of finished goods, work-in-progress and stock-in-trade	(356)	(743)	(415)
Material Profit	**13,017**	**9,434**	**7,312**
Revenue from operations	18,487	13,448	10,859
Material Margin	**70.41%**	**70.15%**	**67.34%**

Reconciliation of Profit after Tax Margin

Particulars	Fiscal		
	2026	2025	2024
	(₹ million, unless otherwise stated)		
Revenue from operation (A)	18,487	13,448	10,859

Particulars	Fiscal		
	2026	2025	2024
	(₹ million, unless otherwise stated)		
Profit after tax (B)	4,367	2,496	1,561
Profit After Tax Margin (C = B/A)	**23.62%**	**18.56%**	**14.38%**

Reconciliation of Return on Equity

Particulars	As of March 31,		
	2026	2025	2024
	(₹ million, unless otherwise stated)		
Profit after tax (A)	4,367	2,496	1,561
Total equity (previous fiscal) (B)	14,929	12,412	10,862
Total equity (relevant fiscal) (C)	19,123	14,929	12,412
Average total equity (D=(B+C)/2)	17,026	13,671	11,637
Return on Equity (E=A/D)	**25.65%**	**18.26%**	**13.41%**

Reconciliation of Return on Capital Employed and Adjusted Return on Capital Employed

Particulars	As of March 31,		
	2026	2025	2024
	(₹ million, unless otherwise stated)		
Profit before tax (A)	5,902	3,342	2,081
Finance costs (B)	174	191	172
Earnings before interest and tax (C=A+B)	**6,076**	**3,533**	**2,253**
Total equity (D)	19,123	14,929	12,412
Intangible assets (E)	2,311	2,030	1,961
Intangible assets under development (F)	308	494	651
Deferred tax assets (G)	676	542	386
Tangible net worth (H=D-E-F-G)	**15,828**	**11,863**	**9,414**
Long-term borrowings (I)	13	231	425
Short-term borrowings (J)	2,204	2,074	1,856
Non-current lease liabilities (K)	213	147	123
Current Lease liabilities (L)	48	62	86
Total debt (M=I+J+K+L)	**2,478**	**2,514**	**2,490**
Deferred tax liability (N)	503	557	296
Capital employed (O=H+M+N)	**18,809**	**14,934**	**12,200**
Return on Capital Employed (P=C/O)	**32.30%**	**23.66%**	**18.47%**
Adjusted Capital Employed (Q=D+M)	**21,601**	**17,443**	**14,902**
Adjusted Return on Capital Employed (R=C/Q)	**28.13%**	**20.25%**	**15.12%**

Reconciliation of Debt to EBITDA

Particulars	Fiscal		
	2026	2025	2024
	(₹ million, unless otherwise stated)		
Total debt (A)	2,478	2,514	2,490
EBITDA (B)	6,633	4,521	2,976
Debt to EBITDA (times) (C = A/B)	**0.37**	**0.56**	**0.84**

Reconciliation of Debt to Equity

Particulars	Fiscal		
	2026	2025	2024
	(₹ million, unless otherwise stated)		
Total debt (A)	2,478	2,514	2,490
Total equity (B)	19,123	14,929	12,412
Debt to Equity (times) (C = A/B)	**0.13**	**0.17**	**0.20**

Reconciliation of Return on Net Worth

Particulars	As of March 31,		
	2026	2025	2024
	(₹ million, unless otherwise stated)		
Restated Profit for the year attributable to equity holders of the parent (A)	4,370	2,500	1,561
Opening net worth (B)	15,128	12,584	11,001
Closing net worth (C)	19,536	15,128	12,584

Particulars	As of March 31,		
	2026	2025	2024
	(₹ million, unless otherwise stated)		
Average net worth (D=(B+C)/2)	17,332	13,856	11,793
Return on Net Worth (E=A/D) (%)	**25.21%**	**18.04%**	**13.24%**

Reconciliation of Working Capital Days

Particulars	As of March 31,		
	2026	2025	2024
	(₹ million, unless otherwise stated)		
Inventories (A)	4,406	4,065	2,526
Trade receivables (B)	7,286	4,901	4,255
Loans (C)	2	2	1
Other financial assets (D)	76	86	53
Current tax assets (E)	6	17	22
Other current assets (F)	1,247	1,131	913
Total current assets (G=A+B+C+D+E+F)	**13,023**	**10,202**	**7,770**
Trade payables- total outstanding dues of micro and small enterprises (H)	380	196	71
Trade payables-total outstanding dues of creditors other than micro and small enterprises(I)	2,074	2,386	1,719
Other financial liabilities (J)	670	619	522
Other current liabilities (K)	651	722	419
Provision (L)	1,772	1,006	690
Current tax liabilities (M)	210	68	95
Total current liabilities (N=H+I+J+K+l+M)	**5,757**	**4,997**	**3,516**
Net working capital (O=G-N)	**7,266**	**5,205**	**4,254**
Revenue from operation (P)	18,487	13,448	10,859
Working Capital Days (O/P)*365	**143**	**141**	**143**

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that we believe have or are reasonably likely to have a current or future material effect on our financial condition, change in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include remuneration paid to our Key Managerial Personnel, lease payments, sales of goods and other transactions such as investments in associate. For further information relating to our related party transactions, see "*Restated Consolidated Financial Information- Note 33A - Related Party transactions*" on page 349.

Reservations, qualifications, matters of emphasis or adverse remarks

Except as disclosed elsewhere in this Draft Red Herring Prospectus, there are no reservations, qualifications, adverse remarks and matters of emphasis included in the Restated Consolidated Financial Information. Also see "*Risk Factors - Our Statutory Auditors have included certain observations in their audit reports relating to maintenance of audit trail features in our accounting software and matters reported under the Companies (Auditor's Report) Order, 2020. We cannot assure you that similar observations will not arise in the future, which may adversely affect our business, financial condition, cash flows and results of operations*" on page 65.

Changes in Accounting Policies in the last three Financial Years

There have been no changes in the accounting policies of our Company during the last three financial years.

Quantitative and Qualitative Disclosures about Market Risk

We are exposed to the following risks arising from financial instruments: market risk, credit risk and liquidity risk.

Our activities expose us to credit risk, liquidity risk and market risk. Our risk management assessment, policies and processes are established to identify and analyze the risks we face, to set appropriate risk limits and controls, and to monitor such risks and compliance therewith. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and our activities.

Credit Risk

Credit risk is the risk of financial loss to us if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from our receivables from customers, loans and investments. Credit risk is managed through credit approvals, establishing credit limits wherever necessary, and continuously monitoring the creditworthiness of the counterparty to which we grant credit terms in the normal course of business.

With respect to investments, we limit our exposure to credit risk by generally investing in liquid securities maintained by fund houses having a good credit rating, and we further diversify and mitigate this risk by investing with multiple fund houses. With respect to trade receivables, our exposure to credit risk is influenced mainly by the individual characteristics of each customer, including the demographics of the customer, the default risk of the industry, and the country in which the customer operates.

Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they become due. Our principal sources of liquidity are cash and cash equivalents, liquid funds and cash flows generated from operations. We have outstanding borrowings, and our current investments are sufficient to meet our current outstanding borrowings. We believe our working capital is sufficient to meet our current requirements.

Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices, or in the price of market risk-sensitive instruments as a result of such adverse changes. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables, and all short-term and long-term debt. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk, and the market value of our investments, and our exposure to market risk is a function of our investing and borrowing activities and our revenue-generating and operating activities in foreign currencies.

For further details, see "*Financial Information – Restated Consolidated Financial Information – Note 31 – Financial risk management*" on page 346.

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been subject to, and we expect it to continue to be subject, to significant economic changes. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have had or are expected to have a material adverse impact on income from our continuing operations. For further information regarding trends and uncertainties, please see "- *Significant Factors Affecting Our Financial Condition and Results of Operations*" on page 366 and "*Risk Factors*" on page 21.

New Products or Business Segments

Except as disclosed in this Draft Red Herring Prospectus, we have not publicly announced any new products or business segments. For more information regarding new products, please see "*Our Business*" on page 224.

Segment Reporting

In accordance with the requirements of Ind AS 108 – Segment Reporting, we are primarily engaged in the business of pharmaceuticals and do not have any other reportable segments. Our Board has been identified as the Chief Operating Decision Maker ("**CODM**"), which allocates resources and assesses our performance. The CODM monitors the operating results of the business as a single segment and, accordingly, no separate segment information is required to be disclosed.

For further information, see "*Restated Consolidated Financial Information – Note 36 - Segment reporting*" on page 355.

Future Relationship between Cost and Income

Except as disclosed in this Draft Red Herring Prospectus, there are no known factors that will have a material adverse impact on our operations and finances. For more information, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 21, 224 and 363, respectively.

Seasonality of Business

Our business is not subject to seasonality.

Significant Dependence on a Single or Few Customers or Suppliers

We are dependent on certain suppliers for our raw materials and packing materials. In Fiscals 2026, 2025 and 2024, our top 10 suppliers accounted for 35.40%, 31.24% and 35.02%, respectively, of our total purchases of raw materials and packaging materials. For further information, see "*Risk Factors – We rely on certain domestic and international third-party suppliers for our raw materials and packaging materials that contribute to a significant portion of our expenses (our top ten suppliers contributed to 35.40%, 31.24% and 35.02% of our total purchases of raw materials and packaging materials in Fiscals 2026, 2025 and 2024, respectively). Any inability to procure the required quality and quantity, at competitive prices could adversely affect our business, results of operations, cash flows and financial condition.*" on page 33.

We are dependent on certain customers for a significant portion of our revenue from operations. In Fiscals 2026, 2025 and 2024, our top 10 customers accounted for 59.74%, 58.79% and 61.69%, respectively, of our total revenue from operations. For further information, see "*Risk Factors – We depend on certain key customers for a significant portion of our revenue from operations (our top 10 customers contributed to 59.74%, 58.79% and 61.69% of our total revenue from operations in Fiscals 2026, 2025 and 2024, respectively). Any decrease in revenue from any of our key customers or any loss of these customers may adversely affect our business, results of operations, cash flows and financial condition.*" on page 27.

Significant Economic Changes

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations. See "*Risk Factors*" and "*—Significant Factors Affecting Our Financial Condition and Results of Operations.*"

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. See "*Risk Factors – We operate in a highly competitive industry. Our inability to respond to increased competition or pricing pressure could result in loss of market share, revenue and profitability. Any of these could adversely affect our business, results of operations, cash flows and financial condition.*" on page 34.

Significant Developments subsequent to March 31, 2026

Except as disclosed below and elsewhere in this Draft Red Herring Prospectus, no circumstances have arisen since the date of the Restated Consolidated Financial Information as disclosed in this Draft Red Herring Prospectus which materially or 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.

(a) Pursuant to the board meeting held on May 22, 2026 and shareholders' meeting held on May 22, 2026, the issued, subscribed and paid-up capital of our Company was sub-divided from ₹101,293,030 divided into 10,129,303 equity shares of face value of ₹10 each to ₹101,293,030 divided into 101,293,030 equity Shares of face value of ₹1 each; and

(b) Pursuant to the board meeting held on June 30, 2026 and shareholders' meeting held on July 6, 2026, our Company has undertaken a bonus issue of 202,589,860 Equity Shares to the existing equity shareholders, whose names appear in the list of beneficial owners on the record date, i.e., July 8, 2026, in the ratio of 2:1, which was allotted on July 13, 2026.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at March 31, 2026, derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with "*Risk Factors", "Restated Consolidated Financial Information*", "*Other Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 21, 299, 361 and 363, respectively.

(₹ in million, except ratios)

Particulars	Pre-Offer as at March 31, 2026	As adjusted for the Offer *
Borrowings		Refer to the note below
Non-Current borrowings **(A)**	13	
Current borrowings[#] **(B)**	2,204	
Total Borrowings (A) +(B) = (C)	**2,217**	
Equity		
Equity share capital **(D)**	101	
Other equity **(E)**	19,051	
Non-controlling interest (F)	(29)	
Total Equity (D) + (E) + (F) = (G)	**19,123**	
Total Borrowings/ Total Equity (C/G)	**0.12**	
Non-current borrowings /Total Equity (A/G)	**0.00**	
Current borrowings /Total Equity (B/G)	**0.12**	

** There will be no change in capital structure post the Offer since it is an initial public offering by way of an Offer for Sale by the Selling Shareholders.*

[#] Includes current maturities of non-current borrowings

Notes:

1. *Pursuant to a resolution passed by our Board on May 22, 2026, and a special resolution passed by the Shareholders dated May 22, 2026, the existing equity shares of face value of ₹10 each of our Company were sub-divided into Equity Shares of face value of ₹1 each. Consequently, the issued, subscribed and paid-up equity share capital of our Company being ₹101,293,030 comprising of 10,129,303 equity shares of face value of ₹10 each was sub-divided into ₹101,293,030 comprising of 101,293,030 Equity Shares of face value of ₹1 each. Further, pursuant to resolution passed by our Board on June 30, 2026 and a resolution passed by the Shareholders on July 6, 2026, a bonus issuance had been carried out in the ratio of 2 fully paid-up Equity Shares of face value of ₹1 each for every fully paid-up Equity Share of face value of ₹1 each held on the record date i.e. July 8, 2026.*
2. *These terms shall carry the meaning as per Schedule III of the Companies Act, 2013, as amended.*

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiaries avail credit facilities in the ordinary course of business, including for meeting working capital requirements and other business requirements. Our Board is empowered to borrow money in accordance with Sections 179 and 180 of the Companies Act, 2013, and our Articles of Association. For details regarding the borrowing powers of our Board, see "*Our Management – Borrowing powers of Board*" on page 283.

As of June 30, 2026, our outstanding borrowings on a consolidated basis aggregated to ₹ 2,358 million.

A brief summary of the financial indebtedness of our Company and our Subsidiaries on a consolidated basis as on June 30, 2026, is set forth in the table below:

(₹in million)

Category of borrowing	Sanctioned amount (to the extent applicable)	Outstanding amount
Company		
Secured borrowings		
Fund-based	950[$]	168
Non-fund based[*]	445	190
Unsecured borrowings		
Fund-based	-	-
Non-fund based	-	-
Subsidiaries		
Secured borrowing		
Fund-based	2,010	2,000
Non-fund based	-	-
Unsecured borrowings		
Fund-based	-	-
Non-fund based	-	-
Total	**3,405**	**2,358**

As certified by Manian & Rao, Chartered Accountants (FRN: 001983S), pursuant to certificate dated August 1, 2026.

*[#]Excludes a standby letter of credit ("**SBLC**") obtained by the Company to secure the term loan availed by Encube Ethicals Inc. Accordingly, the SBLC represents a non-fund-based contingent obligation of the Company and does not constitute an additional borrowing over and above Encube Ethicals Inc's fund-based indebtedness.*

[$]Includes the cash credit facility, presented net of the ₹100 million SBLC sub-limit earmarked therefrom. The SBLC referred to herein is the same SBLC described in the note above.

Further, our outstanding borrowings are not subject to any credit ratings for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024.

Principal terms of the subsisting borrowings availed by our Company and our Subsidiaries are disclosed below:

1. ***Interest:*** The applicable rate of interest for the various facilities in India availed by our Company are typically linked to benchmark rates, of a specified lender over a specific period of time plus a specified spread per annum and are subject to mutual discussions between the relevant lenders and our Company. The rate of interest for the term loan facilities availed by our Company extends up to repo rate + 130 bps per annum. For working capital facilities availed in foreign currency by our Subsidiaries interest rate ranges from 1M SOFR + 105 bps per annum to 1M SOFR + 140 bps per annum.

2. ***Tenor and repayment:*** Tenor of the term loans availed by our Company is 48 months and the tenor of the term loans availed by our Subsidiaries is 12 months. The tenor of the working capital facilities availed by our Company typically ranges approximately from six months to 60 months and that of our Subsidiaries ranges from 6 to 12 months.

3. ***Security:*** Our borrowings are typically secured by way of hypothecation of plant and machinery and other currents assets of our Company and our Subsidiaries.

   There may be additional requirements for creation of security under the various borrowing arrangements entered into by our Company and Subsidiaries.

4. ***Pre-payment:*** Our borrowings typically have pre-payment provisions which allow for pre-payment of the outstanding amount at any given point in time, subject to the conditions specified in the borrowing arrangement. Our borrowings carry a prepayment penalty at such rate as may be stipulated by the lenders which typically ranges from 2% to 4% of the amount prepaid.

5. ***Restrictive Covenants:*** As per the terms of our borrowings, certain corporate actions for which we require prior written consent of the lenders or prior intimation to be made to lenders, include:

   - effecting any change in our Company's equity, management and operating structure;

- effecting any change in the shareholding of the Company;
- effecting any material change in management of the Company; and
- for entering into borrowing arrangements with other banks, financial institutions.

6. ***Events of default:*** The borrowing arrangements entered into by us contain standard events of default, including *inter alia*:

    - failure or inability to pay any sum payable under the facilities on the due dates;
    - failure to perform or comply with any obligations or terms and conditions under the facilities by our Company;
    - change in control of the borrower;
    - representations or warranties are found to be untrue or misleading when made; and
    - any other event or material change which may have a material adverse effect on the lenders.

7. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, the following, among others, are the consequences of occurrence of events of default, whereby the lenders may:

    - accelerate the maturity of existing facilities and declare any or all amounts under the facility, either whole or in part, as immediately due and payable to the lenders;
    - have the right to review the management setup or organization of the Company and right to require the Company to restructure as it may consider necessary; and
    - exercising all other remedies as available under applicable law including initiating recovery proceedings.

This is an indicative list and there may be additional terms that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by us and the same may lead to consequences other than those stated above.

For the purpose of the Offer, our Company has obtained necessary consents from/ made timely intimation to our lenders as required under the relevant loan documentations for undertaking activities relating to the Offer.

For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see "*Risk Factors – 26. Our business is capital intensive and we have incurred indebtedness. Further, our lenders have created charges over our movable and immovable properties in respect of finance availed by us. Our inability to obtain further financing or meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations, cash flows and financial condition.*" on page 49.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings (including first information reports and police complaints even if no cognizance has been taken by any court or judicial authority); (ii) actions (including outstanding penalties, show cause notices and other outstanding notices/ orders) by regulatory authorities and statutory authorities (including any judicial, quasi-judicial, administrative authorities or enforcement authorities); (iii) claims related to direct and indirect tax matters, in a consolidated tabular manner, giving the number of cases and total amount involved, and in a descriptive manner, wherein the amount involved exceeds the Materiality Threshold (as defined below); and (iv) civil proceedings and arbitration matters as determined to be material as per the Materiality Policy, in each case involving our Company, its Subsidiaries, Promoter and Directors ("**Relevant Parties**").*

Further, except as stated in this section, there are no (a) disciplinary actions including any penalties imposed by the SEBI or Stock Exchanges against our Promoter in the last five Financial Years preceding this Draft Red Herring Prospectus, including any outstanding action; (b) pending litigation involving our Group Companies which in the view of the Board may have a material impact on our Company; (c) outstanding criminal proceedings (including first information reports and police complaints even if no cognizance has been taken by any court) involving the Key Managerial Personnel and members of the Senior Management; and (d) outstanding action (including outstanding penalties, show cause notices and other outstanding notices/ orders) by regulatory and statutory authorities (including any judicial, quasi-judicial, administrative authorities or enforcement authorities) involving the Key Managerial Personnel and members of the Senior Management.

For the purpose of identification of material litigation in (iii) and (iv) above, our Board has considered and adopted the policy on materiality with regard to outstanding litigation involving the Relevant Parties to be disclosed by our Company in this Draft Red Herring Prospectus by way of a resolution dated July 29, 2026.

Accordingly, all outstanding litigation, involving the Relevant Parties, including civil proceedings and arbitration matters, other than criminal proceedings (including first information reports and police complaints even if no cognizance has been taken by any court or judicial authority) and actions (including outstanding penalties, show cause notices and other outstanding notices/ orders) taken by regulatory authorities and statutory authorities (including any judicial, quasi-judicial, administrative authorities or enforcement authorities) and any disciplinary actions including any penalty imposed by SEBI or Stock Exchanges against our Promoter in the last five Financial Years including any outstanding actions and tax matters, would be considered 'material' if:

*(a) the value or expected impact in terms of value of such outstanding litigation exceeds the lower of the following: (i) 2% of the turnover of our Company as per the Restated Consolidated Financial Information for the last completed Financial Year, being Fiscal 2026, which amounts to ₹369 million; or (ii) 2% of the net worth of our Company as per the Restated Consolidated Financial Information as at the end of the last completed Financial Year, being Fiscal 2026, except in case the arithmetic value of the net worth is negative, which amounts to ₹382 million; or (iii) 5% of the average of the absolute value of loss or profit after tax of our Company, based on the Restated Consolidated Financial Information of the last three Financial Years, being Fiscal 2026, Fiscal 2025 and Fiscal 2024, which amounts to ₹140 million. Accordingly, ₹140 million i.e., 5% of the average of the absolute value of loss or profit after tax of our Company, based on the Restated Consolidated Financial Information of the last three Financial Years has been considered as the materiality threshold for purposes of (iii) and (iv) above ("**Materiality Threshold**"); or*

(b) the decision in one litigation is likely to affect the decision in similar litigation, even though the value or expected impact in terms of value in an individual litigation may not exceed the Materiality Threshold but where the cumulative value or expected impact in terms of value of such matters exceeds the Materiality Threshold specified above; or

(c) the value or expected impact in terms of value of such litigation does not exceed the Materiality Threshold or is not determinable or quantifiable but nonetheless, in the opinion of the Board, directly or indirectly, or together with similar other proceedings, have a material adverse effect on the business, operations, performance or financial condition, reputation, results of operations or cash flows of our Company.

It is clarified that for the purposes above, pre-litigation notices received by Relevant Parties, Key Managerial Personnel and members of Senior Management, from third parties (excluding notices issued by statutory or regulatory or governmental or tax authorities), have not be considered as litigation, unless otherwise decided by our Board, until such time that the Relevant Parties, Key Managerial Personnel or members of Senior Management are impleaded as a defendant in the litigation proceedings before any judicial/ quasi-judicial or arbitral fora. Further, in relation to tax matters involving the Relevant Parties, show cause notices (including a claim for an amount), demand notices and any claims received in writing by the Relevant Parties have been considered as litigation whereas requests for information or clarifications, if any, received without any claim amount have not been considered as litigation. Furthermore, in the event that the value or expected impact in terms of value of any tax matters exceeds the Materiality Threshold specified above in relation to each of the respective Relevant Party, individual descriptive disclosures of such tax matters have been made.

Except as stated in this section, there are no outstanding dues to material creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of outstanding dues to material creditors, by way of its resolution dated July 29, 2026.

In terms of the Materiality Policy, a creditor of our Company has been considered 'material' for the purposes of disclosure in this Draft Red Herring Prospectus, if the dues owed by our Company to such creditor is equivalent to or exceeds 5% of the consolidated trade payables of our Company as at the end of the latest financial period included in the Restated Consolidated Financial Information i.e., March 31, 2026 . The consolidated trade payables of our Company as at March 31, 2026, based on the Restated Consolidated Financial Information was ₹2,454 million. Accordingly, a creditor of our Company has been considered 'material' if the amount due to such creditor is equivalent to or exceeds ₹123 million as at March 31, 2026.

Further, for outstanding dues to MSME, the disclosure will be based on information available with the Company regarding status of the creditor as MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.

Unless otherwise specified, the terms defined in the description of a particular litigation matter pertain to such matter only.

I. Litigation involving our Company

Litigation against our Company

Material civil litigation

Incyte Corporation and Incyte Holdings Corporation ("**Plaintiffs**") filed a complaint dated January 16, 2026 (the "**Complaint**") against our Company before the United States District Court for the District of New Jersey ("**Court**"), for patent infringement under the patent laws of the United States of America, 35 U.S.C. § 100 et seq., arising from our Company's submission of ANDA No. 218765 to the USFDA, seeking approval to manufacture, use, import, distribute, offer to sell, and/or sell a generic version of Plaintiffs' branded product Opzelura® cream ("**Product**") prior to the expiration of United States Patent Nos. 10,758,543, 10,869,870, 11,219,624, 11,510,923, 11,571,425, 11,590,136, 11,590,137, and 12,226,419 (collectively, the "**Patents-in-Suit**"). The Patents-in-Suit are owned by the Plaintiffs. One of the Plaintiffs holds an approved new drug application ("**NDA**") (NDA No. 215309) under Section 505(a) of the Federal Food, Drug and Cosmetic Act for the Product. The Patents-in-Suit are listed in the USFDA's publication "Approved Drug Products with Therapeutic Equivalence Evaluations" (Orange Book), with respect to the Product, pursuant to 21 U.S.C. § 355(b)(1) and attendant FDA regulations.

On May 14, 2026, the Plaintiffs filed a first amended complaint for patent infringement, with our Company's consent, adding two more patents-in-suit and bringing the total patents to ten. Our Company answered the original and amended complaints on March 23, 2026 and May 28, 2026, respectively, denying the infringement claims and asserted counterclaims for non-infringement and invalidity, which Plaintiffs answered in turn. The Court entered a stipulated confidentiality order on May 21, 2026, and the parties are now engaged in fact discovery. The matter remains pending before the Court.

Criminal litigation

Nil

Actions taken by regulatory or statutory authorities

Nil

Material tax litigation

1. Our Company received two summons, each dated March 13, 2024 and May 13, 2024, respectively (collectively, "**Summons**"), from the Directorate General of GST Intelligence, Mumbai Zonal Unit ("**DGGI**") under Section 70 of the CGST Act, directing our Company to produce documents in relation to alleged ineligible refunds claimed by our Company under Rule 89(4) of the Central Goods and Services Tax Rules, 2017 ("**CGST Rules**"). Our Company responded to the Summons by way of letters, each dated April 5, 2024, June 20, 2024 and July 12, 2024, providing detailed workings of refunds claimed during the period between April, 2019 and January, 2024. Subsequently, our Company received an intimation of liability dated March 7, 2025 from DGGI under Section 74(5) of the CGST Act, read with Section 20 of the Integrated Goods and Services Tax Act, 2017 directing our Company to pay GST liability amounting to ₹466.50 million along with interest and penalty. Furthermore, our Company received a show cause notice cum demand notice dated April 29, 2025 ("**SCN**") issued by the DGGI under Section 74(1) of the CGST Act, and State Goods and Service Tax Act, 2017 alleging excess refund of accumulated input tax credit availed by our Company during the period between 2019-20 and 2023-24, amounting to ₹ 984.22 million. Aggrieved by the SCN, our Company filed a writ petition dated October 16, 2025 under Article 226 of the constitution of India before the High Court of Judicature at Bombay ("**High Court**"), challenging, *inter alia*, the vires of Rule 89(4B) of the CGST Rules. The High

Court, by way of an interim order dated February 20, 2026 stayed the hearing of the SCN. The matter is currently pending.

Litigation by our Company

Material civil litigation

Nil

Criminal litigation

Nil

II. Litigation involving our Subsidiaries

Litigations against our Subsidiaries

Material civil litigation

Nil

Criminal litigation

Nil

Actions taken by regulatory and statutory authorities

1. The United States Department of Justice ("**DoJ**") is investigating whether our Material Subsidiary, Encube Ethicals Inc, caused false claims to Medicare by shipping a product with "Rx" labelling despite the reference listed drug having switched to an over the counter "OTC" label. A civil investigate demand dated May 9, 2023, sought documents, interrogatories, and information on the labelling transition, shipments, purchasers, and public materials referring to the product as "Rx Product Only". No further action has been taken by DoJ as on date. The matter is currently pending.

Material tax litigation

Nil

Litigations by our Subsidiaries

Material civil litigation

Nil

Criminal litigation

Nil

III. Litigation involving our Promoter

Litigation against our Promoter

Material civil litigation

1. Ocean Deity Investment Holdings Limited, PCC and Mack Star Marketing Private Limited ("**Mack Star**") (collectively, "**Plaintiffs**") have filed a commercial suit inter alia against our Promoter, Mehul Madhusudan Shah before the Bombay High Court ("**Court**"), being commercial suit number132 of 2021. The suit has been filed inter alia seeking cancellation of the sale agreement ("**Sale Agreement**") entered into between Mehul Madhusudan Shah and Veena Developers ("**Veena**") for unit number 804 of a building named Kaledonia in Andheri (East) in Mumbai, where one of our Company's office premises is located. The Plaintiffs have also sought declaration of title and recovery of damages. The Plaintiffs' contention is that Veena had fraudulently purchased unit number 804 from Mack Star and the subsequent Sale Agreement was also fraudulent and void ab initio. The matter is currently pending.

Criminal litigation

Nil

Actions taken by regulatory or statutory authorities

Nil

Material tax litigation

Nil

Disciplinary action including penalties imposed by SEBI or Stock Exchanges in the last five Financial Years including outstanding actions

There have been no disciplinary actions including penalties imposed by SEBI or Stock Exchanges initiated against our Promoter in the last five Financial Years preceding the date of this Draft Red Hearing Prospectus, including outstanding actions.

Litigation by our Promoter

Material civil litigation

Nil

Criminal litigation

Nil

IV. Litigation involving our Directors

Litigation against our Directors

Material civil litigation

For details in relation to a commercial suit filed by Ocean Deity Investment Holdings Limited, PCC and Mack Star Marketing Private Limited, against Mehul Madhusudan Shah, our Promoter, please see *"- Litigation involving our Promoter –Litigation against our Promoter – Material civil litigation*" on page 404.

Criminal litigation

Sudarshan Jain

1. Sudarshan Jain, the Independent Director of our Company, in his capacity as a former official of another entity, along with others ("**Accused**") was impleaded as a party in a complaint dated January 13, 2015 filed by the office of Food and Drugs through its inspector ("**Complainant**") before the Chief Judicial Magistrate, Nashik for offences under section 420, 468, 471 of the Indian Penal Code, 1860 and Section 18 (b), 18 (c) and Section 27(d) and 28A of the Drugs and Cosmetics Act. 1940. The complaint pertains to alleged diversion of cough syrups for misuse and fabrication of invoices. Subsequently, a criminal revision petition dated April 20, 2016 was filed by the Accused before the Additional Sessions Judge, Nashik ("**Court**") pursuant to which an order dated was passed by the Court to further investigate the matter. The matter is currently pending.

2. Sudarshan Jain, the Independent Director of our Company, in his capacity as a former official of another entity, along with others ("**Accused**") was impleaded as a party in a complaint before the Chief Judicial Magistrate, Nashik, under Section 21 of the Drugs and Cosmetics Act, 1940, alleging, inter alia, violations relating to drug quality, testing and cosmetic safety under the provisions of the Drugs and Cosmetics Act, 1940. The matter is currently pending.

3. Sudarshan Jain, the Independent Director of our Company, in his capacity as a former official of another entity, along with others ("**Accused**") was impleaded as a party in a first information report ("**FIR**") for alleged offences under sections 420, 468, 471 and 34 of the Indian Penal Code, 1860 filed by a former employee without any specific allegations against him pursuant to which the Accused filed a petition under section 528 of the Bhartiya Nagrik Suraksha Sanhita, 2023 before the High Court of Patna, *inter alia*, seeking quashing of an FIR. The matter is currently pending.

4. Sudarshan Jain, the Independent Director of our Company, in his capacity as a former official of another entity, along with others ("**Accused**") was impleaded as a party in an alleged contraventions of Section 18(c) and Section 18(a)(vi) of the Drugs and Cosmetics Act, 1940 (read with the Drugs and Cosmetics Rules, 1945) and Section 22(1)(cca) of the Drugs and Cosmetics Act, 1940, arising from an investigation into alleged issue related to drug quality, testing, and cosmetic safety

pursuant to which a petition was filed before the High court for the State of Telangana at Hyderabad by the Accused and others seeking quashing of the FIR. An order dispensing with the personal appearance of certain Accused has been obtained. The matter is currently pending.

Actions taken by regulatory or statutory authorities

Nil

Material tax litigation

Nil

Litigation by our Directors

Material civil litigation

Nil

Criminal litigation

Nil

V. Litigation involving our Key Managerial Personnel

Litigation against our Key Managerial Personnel

Criminal litigation

Chinnadharavaram Sundaresan Muralidharan

1. Chinnadharavaram Sundaresan Muralidharan ("**Accused**"), the Chief Financial Officer of our Company, in his capacity as a former official of another entity, along with others was impleaded as a party in a complaint dated December 20, 2022 filed by the Central Drugs Standard Control Organisation ("**Complainant**") before the Chief Metropolitan Magistrate Court, Ahmedabad ("**Court**") for the offence under section 16(1)(a), 18(a)(i) read with section 32 of the Drugs and Cosmetic Act, 1940. The complaint pertains to alleged non-compliance with quality standards with respect to dissolution parameters for a pharmaceutical product. Subsequently, a petition dated June 21, 2024 was filed by the Accused and others before the High Court of Gujarat at Ahmedabad *inter alia* seeking quashing of the complaint filed before the Court. The matter is currently pending.

Actions taken by regulatory or statutory authorities

Nil

Litigation by our Key Managerial Personnel

Criminal litigation

Nil

VI. Litigation involving members of our Senior Management

Litigation against members of our Senior Management

Criminal Litigation

For details in relation to a petition filed by Central Drugs Standard Control Organisation, against Chinnadharavaram Sundaresan Muralidharan, our the Chief Financial Officer please see "- *Litigation involving our Key Managerial Personnel –Litigation against our Key Managerial Personnel – Criminal Litigation*" on page 406.

Actions taken by regulatory or statutory authorities

Nil

Litigation by* members of *our Senior Management

Criminal Litigation

Nil

VII. Litigation involving our Group Companies

As on the date of this Draft Red Herring Prospectus, there are no outstanding legal proceedings involving any of our Group Companies that have a material impact on our Company.

VIII. Claims related to direct and indirect taxes

Except as disclosed below, there is no outstanding litigation involving claims related to direct and indirect taxes involving our Company, Subsidiaries, Promoter, and Directors.

Nature of case	Number of cases	Amount involved (in ₹ million)[#]
Litigation involving our Company		
Direct tax	26	47
Indirect tax	11	1,084
Litigation involving our Subsidiaries		
Direct tax	1	Negligible
Indirect tax	Nil	Nil
Litigation involving our Promoter		
Direct tax	2	1
Indirect tax	Nil	Nil
Litigation involving our Directors (excluding our Promoter)		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil

As certified by Manian & Rao, Chartered Accountants (FRN: 001983S) pursuant to their certificate dated August 1, 2026.
[#] To the extent quantifiable.

IX. Outstanding dues to creditors

As of March 31, 2026, our Company had 914 creditors (on a consolidated basis), and the aggregate outstanding dues to these creditors by us was ₹2,454 million. As per the Materiality Policy, a creditor of our Company has been considered to be material, for the purposes of disclosure in this Draft Red Herring Prospectus, if the amounts due to such a creditor is equivalent to or exceeds 5% of the total trade payables of our Company as at March 31, 2026 based on the Restated Consolidated Financial Information of our Company (i.e., to whom our Company owes an amount having a monetary value exceeding an amount of ₹ 123 million as at March 31, 2026).

Details of outstanding dues owed to micro, small and medium enterprises, material creditors and other creditors as at March 31, 2026, are set out below:

Types of creditors	Number of creditors	Amount involved (in ₹ million)
Micro, small and medium enterprises^	410	559
Material creditors	Nil	Nil
Other creditors	504	1,895
Total	**914**	**2,454**

As certified by Manian & Rao, Chartered Accountants (FRN: 001983S) pursuant to their certificate dated August 1, 2026.
[^] As defined under the Micro, Small and Medium Enterprises Development Act, 2006.

As of March 31, 2026, there are no outstanding overdues towards our material creditors.

X. Material Developments

Except as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Developments after March 31, 2026 that may affect our future results of operations*" on page 398 and as otherwise disclosed in this Draft Red Hearing Prospectus, there have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our Company and our Material Subsidiary require various licenses, consents, registrations, permits and approvals issued by relevant governmental, statutory and regulatory authorities of the respective jurisdictions under applicable rules and regulations for the purposes of undertaking their respective businesses and operations.

*We have set out below an indicative list of such approvals, licenses, consents, permits and registrations obtained by our Company and Material Subsidiary from various governmental and regulatory authorities, as applicable, which are considered material and necessary for carrying out our present business activities and for undertaking the Offer ("**Material Approvals**") and except as disclosed herein, we have obtained all Material Approvals for undertaking the current business activities and operations of our Company and our Material Subsidiary.*

Unless otherwise stated, these Material Approvals are valid as of the date of this Draft Red Herring Prospectus.

In addition, certain Material Approvals may have expired or may expire in the ordinary course of business, from time to time, and we have either already made applications to the appropriate authorities for renewal of such Material Approvals or are in the process of making such renewal applications, in accordance with applicable law. Further, the Material Approvals disclosed in this section may, from time to time, be required to be applied for renewal or amendment to relevant authorities, on account of change in the name of our Company or our Material Subsidiary or changes of location of our premises. Pursuant to the conversion of our Company into a public limited company, we are also in the process of applying to various regulatory authorities for change of our Company's name in the approvals obtained by us.

For details in relation to risks associated with expiry and not obtaining or delay in obtaining the requisite approvals or renewal of expired approvals and Material Approvals required but not applied for, see, "Risk Factors - 19. We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our business, results of operations, cash flows and financial condition." on page 44. For further details in connection with the applicable regulatory and legal framework within which we operate, see "Key Regulations and Policies" on page 254.

I. Approvals in relation to the Offer

For the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 417.

II. Incorporation details of our Company

1. Certificate of incorporation dated September 7, 1995, issued to our Company, under the name '*Encube Ethicals Private Limited*' by the Additional Registrar of Companies, Maharashtra;

2. Fresh certificate of incorporation dated June 29, 2026, issued to our Company, consequent upon conversion from private limited company to public limited company and change of name from '*Encube Ethicals Private Limited*' to '*Encube Ethicals Limited'* by the Registrar of Companies, Central Processing Centre; and

3. The CIN of our Company is U24230MH1995PLC092485.

For details of incorporation of our Company and the Material Subsidiary, see, "*History and Certain Corporate Matters – Brief history of our Company*" and "*History and Certain Corporate Matters – Our Subsidiaries*" on pages 268 and 272 respectively.

III. Material Approvals in relation to our Company

(a) Material Approvals in relation to the business and operations of our Company

Our Company is required to obtain approvals and licenses under various laws, rules and regulations in order to operate our two manufacturing facilities situated at (i) Goa ("**Goa Facility**"), and (ii) Indore, Madhya Pradesh ("**Indore Facility**", and both together, the "**Manufacturing Facilities**") and (iii) a research and development unit in Palava, Maharashtra ("**R&D Unit**").

Goa Facility

1. Factory license issued by the Inspectorate of Factories and Boilers, Government of Goa under the Factories Act, 1948;

2. Occupancy certificates issued by the Goa Industrial Development Corporation;

3. Consent to establish issued by the Goa State Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974, and the Air (Prevention and Control of Pollution) Act, 1981;

4. Consent to operate and authorisation issued by the Goa State Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, and the Hazardous and Other Wastes (Management and Transboundary Movement) Amended Rules, 2018;

5. Authorisation for operating a facility for generation, collection, reception, treatment, storage, transport and disposal of biomedical waste issued by the Goa State Pollution Control Board under the Bio-Medical Waste Management Rules, 2016;

6. Certificate of verification issued by the Office of the Legal Metrology Officer under the Legal Metrology (General) Rules, 2011;

7. License to manufacture cosmetics issued by the Directorate of Food & Drugs Administration, Goa under the Drugs and Cosmetics Act, 1940;

8. License to manufacture drugs issued by the Food & Drug Administration, Goa under the Drugs and Cosmetics Act, 1940;

9. Licenses to import drugs for examination, test or analysis issued by the Central Drugs Standard Control Organisation under the Drugs and Cosmetics Act, 1940;

10. Good laboratory practices certificate issued by the Directorate of Food & Drug Administration, Government of Goa under the Drugs and Cosmetics Act 1940;

11. Good manufacturing practice certificates issued by the regional and international authorities;

12. Manufacturing, marketing and production certificate issued by the Directorate of Food & Drug Administration, Government of Goa under the Drugs and Cosmetics Act, 1940;

13. Licenses to manufacture for sale or distribution of drugs issued by the Directorate of Food & Drug Administration, Goa under the Drugs and Cosmetics Act, 1940;

14. License to manufacture drugs for examination, test or analysis issued by the Directorate of Food & Drug Administration, Goa under the Drugs and Cosmetics Act, 1940;

15. Registration for manufacture, distribution, sale, purchase, possession, storage, consumption, of controlled substances issued by Zonal Director, Narcotics Control Bureau, Mumbai Zonal Unit under the Narcotic Drugs and Psychotropic Substances Act, 1985;

16. Approval of electricity load issued by the Office of the Executive Engineer, Electricity Department, Division III, Goa under the Electricity Act, 2003;

17. License to import and store petroleum issued by the Joint Chief Controller of Explosives, WC, Mumbai under the Petroleum Rules, 2002;

18. Certificates of registration of an existing well and permission for its continuous use in a scheduled area issued by the Water Resources Department, Government of Goa, under the Goa Ground Water Regulation Act, 2002;

19. No-objection certificate issued by the Directorate of Fire & Emergency Services, Goa;

20. Permit for possession of rectified spirit/ ethanol for the purpose of consumption in the preparation of medicinal products, issued by the Officer of Commissioner of Excise, Government of Goa under the Goa Excise Duty Act, 1964; and

21. Certificate for pharmaceutical products issued by the Food & Drug Administration, Goa under the Drugs and Cosmetics Act, 1940.

Indore Facility

1. Factory license issued by the Chief Inspector of Factories, Madhya Pradesh under the Factories Act, 1948;

2. Consent to establish issued by the Madhya Pradesh Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974, and the Air (Prevention and Control of Pollution) Act, 1981;

3. Consent to operate issued by the Madhya Pradesh Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974, and the Air (Prevention and Control of Pollution) Act, 1981;

4. Environmental clearance certificate issued by the Madhya Pradesh Pollution Control Board.

5. Authorization issued by the Madhya Pradesh Control Board under the Hazardous and other Wastes (Management & Transboundary Movement) Rules, 2016 and the Bio-Medical Waste Management Rules, 2016.

6. License to manufacture cosmetics for sale or distribution issued by the Office of the Controller, Food & Drug Administration, Madhya Pradesh under the Drugs and Cosmetics Act, 1940;

7. License to manufacture for sale or distribution of drugs issued by the Food & Drug Administration, Madhya Pradesh under the Drugs and Cosmetics Act, 1940;

8. Licenses to import drugs for examination, test or analysis issued by the Central Drugs Standard Control Organisation under Drugs and Cosmetics Act, 1940;

9. No-objection certificates for import issued by the Central Drugs Standard Control Organisation under Drugs and Cosmetics Act, 1940;

10. Good laboratory practices certificate issued by the Office of the Controller, Food & Drug Administration, Madhya Pradesh under Drugs and Cosmetics Act, 1940;

11. Good manufacturing practice certificates issued by the Office of the Controller, Food & Drug Administration, Madhya Pradesh under Drugs and Cosmetics Act, 1940;

12. Registration for manufacture, distribution, sale, purchase, possession, storage, consumption, of controlled substances issued by Zonal Director, Narcotics Control Bureau Indore Zonal Unit under the Narcotic Drugs and Psychotropic Substances Act, 1985;

13. Approval of electrical installation issued by the Superintendent (Electrical Safety) and Deputy Electrical Inspector, Madhya Pradesh under the Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010;

14. License to import and store petroleum issued by the Joint Chief Controller of Explosives, Bhopal under the Petroleum Rules, 2002;

15. Fire safety certificate issued by the Office of Joint Director/ Fire Officer, Indore;

16. Certificates for pharmaceutical products issued by the Food & Drug Administration, Madhya Pradesh under the Drugs and Cosmetics Act, 1940; and

17. DG set charging permission issued by the Electrical Inspectorate, Madhya Pradesh under Electricity Act, 2003.

R&D Unit

1. Factory registration and operating license issued by the Government of Maharashtra under the Factories Act, 1948;

2. Occupancy certificate issued by the Town Planning & Valuation Department, Maharashtra;

3. Consent to operate and authorization issued by the Maharashtra Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, Hazardous and Other Wastes (Management and Transboundary) Rules, 2016;

4. Consent to establish issued by the Maharashtra Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, and the Hazardous and Other Wastes (Management and Transboundary) Rules, 2016;

5. Licenses to import drugs for examination, test or analysis issued by the Central Drugs Standard Control Organisation under the Drugs and Cosmetics Act 1940;

6. Permission to conduct bioavailability or bioequivalence study of new or investigational new drug issued by the Central Drugs Standard Control Organisation under the Drugs and Cosmetics Act 1940;

7. Certificate of registration by the Department of Scientific and Industrial Research, Ministry of Science and Technology;

8. Letter of recognition issued by the Department of Scientific and Industrial Research, issued by the Ministry of Science and Technology;

9. Final fire safety approval issued by the Directorate of Maharashtra Fire Services;

10. Registration for operation of x-ray differentiator issued by the Atomic Energy Regulatory Board, Radiation Applications Safety Division, Government of India under the Atomic Energy Act, 1962;

11. Electrical installation charging permission issued by the Office of the Electrical Inspector, Industries, Energy and Labour Department; and

12. Certificate of registration-cum-membership by the Pharmaceuticals Export Promotion Council of India.

IV. Tax and trade related approvals

1. The permanent account number of our Company is AAACE1408R;

2. The tax deduction account number of our Company is MUME02391E;

3. The legal entity identifier code of our Company is LEI 3358001KK9HNVQEQLX52;

4. GST registrations under applicable central and state goods and service tax laws for the Registered and Corporate Office, Manufacturing Facilities and R&D unit;

5. Professional tax registrations under the applicable state-specific laws for the Registered and Corporate Office, and Indore Facility;

6. Certificate of registration (Three Star Export House), issued by the Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India; and

7. Certificate of importer-exporter code issued by the Foreign Trade Development Officer, Office of Joint Director General of Foreign Trade, Ministry of Commerce and Industry.

V. Labour and employment related approvals

1. Certificate of registration obtained under Employees' Provident Fund and Miscellaneous and Provisions Act, 1952;

2. Certificate of registration of establishment for our Registered and Corporate Office, issued by the Brihanmumbai Municipal Corporation, under the Maharashtra Shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017;

3. Certificate of registration obtained under Employees' State Insurance Act, 1948;

4. Certificates of registration issued for contract labour under the Contract Labour (Regulation and Abolition) Act, 1970 issued by the Office of the Labour Commissioner and Registering Officer, Government of Goa;

5. Certificates of registration issued for contract labour under the Contract Labour (Regulation and Abolition) Act, 1970 issued by the Office of the Registering Officer, District Labour Office, Government of Madhya Pradesh;

6. Certificate of registration issued for contract labour under the Contract Labour (Regulation and Abolition) Act, 1970 issued by the Office of the Labour Commissioner and Registering Officer, Government of Maharashtra;

7. Certificate of registration under the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act 1979, issued by the Office of the Registering Officer Goa;

8. Certificate of registration under the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) MP Rules, 1981, issued by the Labour Department, Government of Madhya Pradesh; and

9. Certificates of registration of employers and persons, issued by the Office of the Controller of Food & Drugs Administration, Madhya Pradesh.

VI. Material Approvals in relation to our Material Subsidiary

In order to operate our business and operations where our Material Subsidiary is located, the required approvals under various applicable laws have been obtained, including the following:

Name of the location for which Approvals has been granted	Details of the Approvals
Alabama	Controlled substance registration certificate issued by the Alabama State Board of Pharmacy under the provisions of Act #205, General Acts of Alabama, 1966 Special Session, and rules and regulations of the Alabama State Board of Pharmacy.
Arkansas	Wholesale distributor license issued by the Arkansas State Board of Pharmacy under the Arkansas Pharmacy Practice Act, other Arkansas statutes, and Arkansas Pharmacy Regulations.
Arizona	Manufacturer – virtual permit issued by the Arizona State Board of Pharmacy under A.R.S. § 32-1908(A); A.A.C. R4-23-601 And A.A.C. R4-23-607.
Georgia	Wholesaler pharmacy license issued by the Georgia Board of Pharmacy under the laws of Georgia.
Idaho	Virtual manufacturer registration issued by the Idaho Division of Occupational and Professional Licenses under the Idaho Board of Pharmacy Statutes and/or rules and regulations.
Iowa	Limited distributor licence issued by the Iowa Board of Pharmacy under the laws of Iowa.
Kansas	Manufacturer certificate of renewal of permit issued by the Kansas State Board of Pharmacy under the laws of Kansas.
Louisiana	Distributor of legend drugs or legend devices license issued by the Louisiana Board of Drug and Device Distributors under LA. R.S. 37:3461 through 3482 and LAC 46:xxxiv.101 through 1503.
Arkansas (second entry)	Wholesale distributor license issued by the Arkansas State Board of Pharmacy under the Arkansas Pharmacy Practice Act, other Arkansas statutes, and Arkansas Pharmacy Regulations.
Arizona (second entry)	Manufacturer – virtual permit issued by the Arizona State Board of Pharmacy under A.A.C. R4-23-201(a), A.A.C. R4-23-301(a) or A.A.C. R4-23-1101(a).
Maryland	Distributor registration issued by the Maryland Board of Pharmacy under the Health Occupations Articles of Annotated Code of Maryland.
Maine	Prescription drug manufacturer license issued by the State of Maine, Department of Professional and Financial Regulation, under Title 32 MRS Chapter 117.
Michigan	Wholesale distributor license) issued by the Michigan Department of Licensing and Regulatory Affairs under the laws of the state of Michigan.
Michigan (controlled substances)	Controlled substance license issued by the Michigan Department of Licensing and Regulatory Affairs under the laws of the state of Michigan.
Montana	Wholesale drug distributor license issued by the state of Montana, Employment Standards Division, Board of Pharmacy under the laws of Montana.
New York	Registered manufacturer of drugs and/or devices issued by the New York State Board of Pharmacy under the NY state education law.
Ohio	License to distribute dangerous drugs issued by the Ohio Board of Pharmacy under the laws of Ohio.
Oklahoma	Pharmaceutical manufacturer registration issued by the Bureau of Narcotics and Dangerous Drugs Control, Oklahoma, under section 304 (63 OS 3-304) of the Uniform Controlled Dangerous Substances Act.
Oregon	Manufacturer with controlled substance registration issued by the Oregon Board of Pharmacy under the laws of Oregon.
Tennessee	Board of pharmacy manufacturer license issued by the state of Tennessee, Department of Health under the laws of Tennessee.
Texas	Out of state wholesale distributor of prescription drugs license issued by the Texas Department of State Health Services under the Health and Safety Code, Chapter 431 (Food, Drug, Device, and Cosmetic Act) and Title 25 of the Texas Administrative Code.
Utah	Pharmacy – Class C license issued by the state of Utah, Division of Occupational and Professional Licensing under the laws of Utah.
Vermont	Non-resident manufacturer license issued by the state of Vermont Pharmacy under the laws of Vermont.
Washington	Pharmaceutical wholesaler license issued by the Washington State Department of Health.
Minnesota	Manufacturer license issued by the Minnesota Board of Pharmacy under the laws of Minnesota.
Mississippi	Drug facility – virtual manufacturer permit issued by the Mississippi Board of Pharmacy under the laws of Mississippi.
	Controlled substance registration issued by the Mississippi Board of Pharmacy under the laws of Mississippi.
North Carolina	Virtual manufacturer registration issued by the North Carolina Department of Agriculture under the laws of North Carolina.

Name of the location for which Approvals has been granted	Details of the Approvals
North Dakota	Virtual manufacturer registration issued by the North Dakota State Board of Pharmacy under the laws of North Dakota
New Hampshire	Manufacturer / distributor / wholesaler / broker license issued by the state of New Hampshire, Office of Professional Licensure and Certification, under RSA 310:8.
New Jersey	Drug and medical device certificate of registration issued by the New Jersey Department of Health under N.J.S.A. 24:6B.
New Mexico	Virtual manufacturer license issued by the New Mexico Board of Pharmacy under Chapter 61-11-14, 26, 30 NMSA 1978 COMP., Laws Of New Mexico.
Oklahoma (Board of Pharmacy)	Manufacturer license issued by the Oklahoma State Board of Pharmacy under the laws of Oklahoma.
South Carolina	Non-resident virtual manufacturer license issued by the South Carolina Department of Labor, Licensing and Regulation, Board of Pharmacy.
South Dakota	Wholesale or other drug distributor license issued by the South Dakota Board of Pharmacy under the laws of South Dakota.
West Virginia	Drug manufacturer permit issued by the West Virginia Board of Pharmacy under the laws of West Virginia.

V. Material Approvals or renewals applied for but not received

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no Material Approvals, including renewal applications, which have been applied for and have not been received by our Company:

Name of the plant	Name of the license	Authority issuing the license	Application date
Goa Facility	Good Manufacturing Practices Clearance certificate	Therapeutic Goods Administration, Australia	Date of the application cannot be ascertained

VI. Material Approvals that have expired and renewal is to be applied for

As on the date of this Draft Red Herring Prospectus, there are no Material Approvals that have expired or have not been renewed by our Company and our Material Subsidiary.

VII. Material Approvals required but not applied for

As on the date of this Draft Red Herring Prospectus, there are no Material Approvals which our Company and our Material Subsidiary were required to apply for, but which have not been applied for.

VIII. Intellectual property rights related approvals

1. In relation to our Company:

   As on the date of this Draft Red Herring Prospectus, our Company has (a) 12 registered trademarks in India and two registered trademarks in the United States; and (b) one granted patent in India.

   Further, as on the date of this Draft Red Herring Prospectus: (a) one international application designating India is pending, one trademark application is pending examination by the Trademarks Registry, and one international trademark application designated to Canada, Germany and United Kingdom is pending examination; and (b) one trademark application in the United States has been accepted and published in the concerned journal in the United States.

2. In relation to our Material Subsidiary:

   As on the date of this Draft Red Herring Prospectus, our Material Subsidiary has no registered intellectual property.

   For further details in relation to our intellectual property, see "*Our Business – Intellectual Property*" on page 247.

SECTION VII: GROUP COMPANIES

In terms of the SEBI ICDR Regulations and for the purpose of identification and disclosures in this Draft Red Herring Prospectus, 'group companies' include:

(a) the companies (other than the promoters and subsidiaries) with which there were related party transactions, during the period for which financial information will be disclosed in the offer documents, as covered under the applicable accounting standards; and

(b) such other companies as considered material by the board of the issuer company.

Accordingly, for the purposes of (a) above, all such companies (other than our Subsidiaries, as on the date of this Draft Red Herring Prospectus) with which our Company had related party transactions during any of the financial periods for which the Restated Consolidated Financial Information is included in this Draft Red Herring Prospectus, as covered under the applicable accounting standards, shall be considered as Group Companies.

Further, for the purposes of (b) above, in accordance with the Materiality Policy, a company has been considered 'material' and disclosed as a Group Company in this Draft Red Herring Prospectus if such companies (other than our Subsidiaries, as on the date of this Draft Red Herring Prospectus and such companies categorized under (a) above) are a part of the Promoter Group and have entered into one or more transactions with our Company during the most recent Fiscal for which the Restated Consolidated Financial Information is included in this Draft Red Herring Prospectus, which individually or in the aggregate, exceeds 10% of the total restated consolidated revenue from operations of our Company for the most recent full Fiscal (i.e., Fiscal 2026).

Accordingly, based on the parameters outlined above and in terms of the Materiality Policy, as on the date of this Draft Red Herring Prospectus, our Company has identified the following companies as our Group Companies:

1. Confira Laboratories Private Limited;
2. Intact Therapeutics Inc; and
3. Relief Pharmaceuticals Private Limited

Details of our Group Companies

In accordance with the SEBI ICDR Regulations, the details of our Group Companies have been set out below and certain financial information in relation to these entities i.e., (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of such Group Companies, extracted from their respective standalone financial statements for the last three fiscals, as applicable are available at the websites as indicated below. Such financial information our Group Companies does not form part of this Draft Red Herring Prospectus and should not be considered as part of information that any investor should consider before making any investment decision. Our Company is providing links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations.

1. Confira Laboratories Private Limited

Registered office

The registered office of Confira Laboratories Private Limited is situated at 804, 8th Floor, B Wing, HDIL Kaledonia, Sahar Road, Andheri (East), Mumbai 400 069, Maharashtra, India.

Financial information

Certain financial metrics (as set out above) derived from the audited standalone financial statements of Confira Laboratories Private Limited for financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, as required under the SEBI ICDR Regulations, are available on the website of our Company at https://www.encubeethicals.com/investors.

2. Intact Therapeutics Inc

Registered office

The registered office of Intact Therapeutics Inc is situated at 640 Masonic Way #5205, California 94002.

Financial information

Certain financial metrics (as set out above) derived from the unaudited standalone financial statements of Intact Therapeutics Inc for financial years ended March 31, 2026, March 31, 2025, and March 31, 2024, as required under the SEBI ICDR Regulations, are available on the website of our Company at https://www.encubeethicals.com/investors.

3. Relief Pharmaceuticals Private Limited

Registered office

The registered office of Relief Pharmaceuticals Private Limited is situated at 23, Steelmade Industrial Estate, Marol Maroshi, Marol, Andheri (East), Mumbai 400 059, Maharashtra, India.

Financial information

Certain financial metrics (as set out above) derived from the audited standalone financial statements of Relief Pharmaceuticals Private Limited for financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, as required under the SEBI ICDR Regulations, are available on the website of our Company at https://www.encubeethicals.com/investors.

Nature and extent of interest of Group Companies

In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company, as on the date of this Draft Red Herring Prospectus.

In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

None of our Group Companies are interested in the properties acquired by our Company in the three years preceding the date of filing this Draft Red Herring Prospectus. Further, none of our Group Companies are interested in the properties proposed to be acquired by our Company, as on the date of this Draft Red Herring Prospectus.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

None of our Group Companies are interested in any transactions for acquisition of land, construction of building or supply of machinery by our Company.

Common pursuits among our Group Companies and our Company

Except to the extent Confira Laboratories Private Limited is authorised through its constitutional documents to engage in a similar line of business as that of our Company, there are no common pursuits between our Group Companies and our Company, as on the date of this Draft Red Herring Prospectus. Further, as on the date of this Draft Red Herring Prospectus, there is no conflict of interest with Confira Laboratories Private Limited as Confira Laboratories Private Limited is currently engaged in the business of marketing and distribution of cosmetics while our Company is a global pharmaceutical formulations platform. Our Company will adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict of interests if and when they arise. Pursuant to a tri-partite agreement dated July 5, 2024, read with amendment agreements dated February 4, 2025, and February 24, 2026, entered into among our Company, Confira Laboratories Private Limited and one of our customers, our Company supplies products to Confira Laboratories Private Limited, which in turn supplies products to the aforementioned customer. For further details, see "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note* 33A *– Related party transactions*" on page 349.

Related business transactions with our Group Companies and its significance on the financial performance of our Company

Except as disclosed in *"Summary of Related Party Transactions"* and "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 33A – Related party transactions*" on pages 89 and 349, respectively, there are no related business transactions between our Company and the Group Companies which will impact the financial performance of our Company.

Litigation involving our Group Companies

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

Business interest of Group Companies

As on the date of this Draft Red Herring Prospectus, except in the ordinary course of business and as stated in *"Summary of Related Party Transactions"* and "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 33A – Related party transactions*" on pages 89 and 349, none of our Group Companies have any business interest in our Company.

Conflict of interest

There is no conflict of interest between suppliers of raw materials and third-party service providers of our Company (crucial for the operations of our Company) and our Group Companies and its directors.

There is no conflict of interest between lessors of immovable properties of our Company (crucial for the operations of our Company) and our Group Companies and its directors.

Other confirmations

As on the date of this Draft Red Herring Prospectus, none of our Group Companies have their securities listed on any stock exchange in India or abroad. Further, none of our Group Companies have made any public, rights or composite issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus.

SECTION VIII: OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has authorized the Offer pursuant to its resolution dated July 13, 2026. Further, our Board has pursuant to its resolution dated August 1, 2026 taken on record the consent/ authorization of each of the Selling Shareholders to, severally and not jointly, participate in the Offer for Sale.

This Draft Red Herring Prospectus has been approved pursuant to a resolution passed by our Board and the IPO Committee on August 1, 2026.

The Draft Abridged Prospectus has been approved pursuant to a resolution passed by our Board and the IPO Committee on August 1, 2026.

Authorisation by the Selling Shareholders

Each of the Selling Shareholders have, severally and not jointly, authorised their respective participation in the Offer for Sale as set out below:

Sr. No.	Selling Shareholder	Aggregate number of Equity Shares being offered in the Offer for Sale	Date of corporate approval/ authorisation	Date of consent letter
1.	Mehul Madhusudan Shah	Up to [●] Equity Shares of face value ₹1 each aggregating up to 20,000 million	NA	August 1, 2026
2.	Frontier Investment Holdings Pte. Ltd.	Up to [●] Equity Shares of face value ₹1 each aggregating up to 10,000 million	July 31, 2026	July 31, 2026
Total		**Up to [●] Equity Shares of face value ₹1 each aggregating up to 30,000 million**		

Each of the Selling Shareholders have, severally and not jointly, confirmed that their respective portion of the Offered Shares are eligible for being offered for sale in the Offer in accordance with the provisions of Regulation 8 of the SEBI ICDR Regulations.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by SEBI, the RBI or other Governmental Authorities

Our Company, Directors, Promoter, members of the Promoter Group, Selling Shareholders and person(s) in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/ court.

Our Directors and Promoter are not directors or promoters of any other company which has been debarred from accessing the capital market under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/ court.

Neither our Company, nor our Promoter and Directors have been declared as Wilful Defaulters or Fraudulent Borrowers in accordance with the SEBI ICDR Regulations.

Neither our Promoter nor our Directors have been declared as Fugitive Economic Offenders.

Directors associated with the securities market

None of our Directors are associated with the securities market, in any manner. There have been no outstanding actions initiated by SEBI against our Directors, who have been associated with the securities market, in the five years preceding the date of this Draft Red Herring Prospectus.

Directors associated with struck-off companies

One of our Independent Directors, Pallavi Pratap Gokhale, was on the board of directors of (i) Victory Exim Private Limited; and (ii) VG Kelkar Investments Private Limited which companies have been voluntarily struck off from the rolls of the register of companies by the MCA in 2018 and 2016, respectively.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoter, members of the Promoter Group and each of the Selling Shareholders, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them in relation to their respective shareholding in our Company, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024, of which not more than 50% are held in monetary assets;

- Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three full Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024, with operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹10 million in each of the preceding three full Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024, calculated on a restated and consolidated basis; and

- Our Company has not changed its name in the last one year prior to the date of this Draft Red Herring Prospectus other than deletion of the word "Private" from the name of our Company pursuant to conversion to a public limited company.

Our Company's net tangible assets, operating profit, net worth, as restated and derived from the Restated Consolidated Financial Information, as at and for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024, is set forth below:

(₹ in million, unless otherwise stated)

Particulars	As at and for the Financial Years ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Net tangible assets, as restated	16,504	12,405	9,800
Pre-tax operating profit, as restated	5,445	3,291	2,130
Average operating profit, as restated	3,622		
Net worth, as restated	19,536	15,128	12,584

Notes:

(1) The net tangible assets are defined as sum of total assets excluding intangible assets, intangible assets under development, deducted by sum of total non-current liabilities and total current liabilities as per the Restated Consolidated Financial Information of our Company as at the respective year end.

(2) Pre-tax operating profit is defined as profit before "tax", "finance costs" and "Other income"

(3) Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits which are available for distribution as dividend, securities premium account and debit or credit balance of profit and loss account i.e., retained earnings as per Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Accordingly, we have calculated net worth as aggregate of Equity Share capital, securities premium, retained earnings, general reserve, share based payment reserve.

We are currently eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulation 6(1) of the SEBI ICDR Regulations. Accordingly, in terms of Regulation 32(1) of the SEBI ICDR Regulations we are required to allocate: (i) not more than 50% of the Net Offer to QIBs, 5% of which shall be allocated to Mutual Funds exclusively; (ii) not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion; and (iii) not less than 35% of the Net Offer to RIBs, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

Our Company confirms that it is eligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations and fulfils the requirements set out in Regulation 7(1) of the SEBI ICDR Regulations. The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

- Our Company, Promoter, members of the Promoter Group, Directors and Selling Shareholders are not debarred from accessing the capital market by SEBI;

- The companies with which our Promoter or Directors are associated as a promoter or director are not debarred from accessing the capital market by SEBI;

- None of our Company, Promoter or Directors are declared as a Wilful Defaulter or Fraudulent Borrower;

- None of our Promoter or Directors have been declared as a Fugitive Economic Offender;

- Except for the employee stock options granted pursuant to ESOP 2020, there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus;

- Our Company along with Registrar to the Offer has entered into tripartite agreements with NSDL and CDSL, each dated July 30, 2026, for dematerialisation of the Equity Shares;

- The Equity Shares of our Company held by our Promoter, members of the Promoter Group, Directors, Key Managerial Personnel, members of Senior Management, QIBs, employees, shareholders holding SR equity shares, entities regulated by the financial sector regulators and each of the Selling Shareholders, to the extent applicable, are in dematerialised form;

- All 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; and

- There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING, JM FINANCIAL LIMITED, AXIS CAPITAL LIMITED AND KOTAK MAHINDRA CAPITAL COMPANY LIMITED ("BRLMs"), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. 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, SEVERALLY AND NOT JOINTLY, WILL BE RESPONSIBLE ONLY TO THE EXTENT OF STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS SOLELY IN RELATION TO ITSELF AND ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 1, 2026 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE 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 applicable 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. All applicable legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies including in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, Promoter, Directors, Selling Shareholders and BRLMs

Our Company, Promoter, Directors, each of the Selling Shareholders and the BRLMs accept no responsibility for statements made

otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website at www.encubeethicals.com, or the respective websites of any affiliate of our Company would be doing so at his or her own risk.

Further, the Investor Selling Shareholder (including its directors, partners, designated partners, officers and affiliates) accepts no responsibility for any statements made in this Draft Red Herring Prospectus other than those specifically made or confirmed by such Selling Shareholder in relation to itself as a Selling Shareholder and in relation to its respective portion of the Offered Shares.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement, and as will be provided for in the Underwriting Agreement.

All information, to the extent required in relation to the Offer, shall be made available by our Company and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, partners, designated partners, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters, Selling Shareholders and their respective directors, officers, agents, partners, designated partners, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates (as defined in the SEBI Merchant Bankers Regulations) and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, each of the Selling Shareholders and our Group Companies, and their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage in commercial banking and investment banking activities with our Company and Selling Shareholders for which they have received, and may in the future, receive compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Equity Shares in the Offer shall, under any circumstances, create any implication that there has been no change in the affairs of the Company or the Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Life Insurance Companies, Pension Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, public financial institutions as specified under Section 2(72) of the Companies Act, venture capital funds, permitted insurance companies registered with IRDAI, provident funds with minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with minimum corpus of ₹ 250 million registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, Systemically Important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction, including India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India only. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

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.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons, 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 in the United States. Our Company has not registered and does not intend to register under the U.S. Investment Company Act in reliance on Section 3(c)(7) of the U.S. Investment Company Act, and investors will not be entitled to the benefits of the U.S. Investment Company Act. Accordingly, the Equity Shares are only being offered and sold (i) to persons in the United States or to or for the account or benefit of, U.S. Persons, in each case to investors that are both "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs" and, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") and "qualified purchasers" (as defined under the U.S. Investment Company Act and referred to in this Draft Red Herring Prospectus as "QPs") in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on Section 3(c)(7) of the U.S. Investment Company Act; or (ii) outside the United States to investors that are not U.S. Persons nor persons acquiring for the account or benefit of U.S. Persons in "offshore transactions" as defined in, and in reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares may not be re-offered, re-sold, pledged or otherwise transferred except in an "offshore transaction" as defined in, and in reliance on, Regulation S to a person outside the United States and not known by the transferor to be a U.S. Person by pre-arrangement or otherwise (such permitted transactions including, for the avoidance of doubt, a bona fide sale on the BSE or NSE).

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any offshore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act, if such an offer or sale is made otherwise than in compliance with the available exemptions from the registration requirements of the U.S. Securities Act and in accordance with applicable securities laws of any state or other jurisdiction of the United States.

Eligible Investors

The Equity Shares are being offered and sold:

(i) in the United States or to, or for the account or benefit of, U.S. Persons, in each case to investors that are both U.S. QIBs and QPs, in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on Section 3(c)(7) the U.S. Investment Company Act; and

(ii) outside the United States to investors that are not U.S. Persons, nor persons acquiring for the account or benefit of U.S. Persons, in "offshore transactions" as defined in, and 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 in each case who are deemed to have made the representations set forth immediately below.

Equity Shares Offered and Sold within the United States

Eligibility and Transfer Restrictions

The offer and sale of the Equity Shares offered in the Offer have not been, and will not be, registered under the United States 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, the

Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act, unless made pursuant to Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act and in accordance with applicable state securities laws in the United States**.**

Eligible Investors

The Equity Shares are being offered and sold:

(a) within the United States to investors that are U.S. QIBs in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act; and

(b) outside the United States in "offshore transactions" as defined in, and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur;

and in each case on the basis that each such purchaser is deemed to have made the representations set forth immediately below.

Equity Shares Offered in the Offer within the United States

Each purchaser that is acquiring the Equity Shares offered in the Offer within the United States, by submitting a Bid cum Application Form, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, the Selling Shareholders and each of the Book Running Lead Managers that it has received a copy of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and such other information as it deems necessary to make an informed investment decision and that:

(a) the purchaser is authorised to consummate the purchase of the Equity Shares offered in the Offer in compliance with all applicable laws and regulations;

(b) the purchaser acknowledges that the offer and sale of the Equity Shares in the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and accordingly, may not be offered or sold within the United States except in an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

(c) the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;

(d) the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

(e) if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred, only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act, or (ii) in an "offshore transaction" complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act; and (B) in accordance with all applicable laws, including the state securities laws in the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

(f) the purchaser acknowledges that the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resales of any such Equity Shares;

(g) the purchaser will not deposit or cause to be deposited such Equity Shares into any unrestricted depositary receipt facility established or maintained by a depositary bank, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

(h) neither the purchaser, nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), is acquiring the Equity Shares as a result of any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares or any form of "general solicitation" or "general advertising" (as defined in Regulation D under the U.S. Securities Act) in connection with any offer or sale of the Equity Shares;

(i) the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

"THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED 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 AND ACCORDINGLY, THE EQUITY SHARES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED (1) WITHIN THE UNITED STATES, SOLELY TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT OR ANOTHER EXEMPTION FROM, OR TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT, OR (2) OUTSIDE THE UNITED STATES IN AN "OFFSHORE TRANSACTION" AS DEFINED IN AND IN COMPLIANCE WITH REGULATION S UNDER THE U.S. SECURITIES ACT, AND THE APPLICABLE LAWS OF THE JURISDICTIONS WHERE THOSE OFFERS AND SALES OCCUR."

(j) the purchaser acknowledges that our Company will not recognise any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

(k) the purchaser acknowledges that our Company, the Selling Shareholders, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company and the Book Running Lead Managers, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All Other Equity Shares Offered and Sold in the Offer

Each purchaser that is acquiring the Equity Shares offered in the Offer outside the United States, by submitting a Bid cum Application Form, will be deemed to have acknowledged, represented to and agreed with our Company, the Selling Shareholders and each of the Book Running Lead Managers that it has received a copy of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and such other information as it deems necessary to make an informed investment decision and that:

(a) the purchaser is authorised to consummate the purchase of the Equity Shares offered in the Offer in compliance with all applicable laws and regulations;

(b) the purchaser acknowledges that the offer and sale of the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of or other jurisdiction of the United States and accordingly, may not be offered, resold, pledged or transferred 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;

(c) the purchaser is purchasing the Equity Shares offered in the Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the U.S. Securities Act;

(d) the purchaser was located outside the United States at the time (i) the offer for such Equity Shares was made to it, and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States;

(e) the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

(f) if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A, or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the

securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

(g) neither the purchaser nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), is acquiring the Equity Shares as a result of any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

(h) the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

"THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES."

(i) the purchaser acknowledges that our Company will not recognise any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

(j) the purchaser acknowledges that our Company, the Selling Shareholders, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company and the Book Running Lead Managers, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Our Company, the Selling Shareholders, the Book Running Lead Managers and their affiliates will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior filing with the RoC.

Listing

The Equity Shares offered through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] shall be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

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 three Working Days from the Bid/ Offer

Closing Date or such period as may be prescribed by SEBI.

If our Company does not allot Equity Shares pursuant to the Offer within three 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 as may be prescribed by SEBI.

Each Selling Shareholder, severally and not jointly, undertakes to provide such reasonable support, information and documentation solely in relation to itself and its respective Offered Shares and extend reasonable cooperation as may be required by our Company, as required under Applicable Law, to facilitate the process of listing the Equity Shares on the Stock Exchanges. All refunds made, interest borne, by our Company, on behalf of any of the Selling Shareholders, will be adjusted or reimbursed by the Selling Shareholders to our Company, as agreed among our Company and the Selling Shareholders in writing, in accordance with the Offer Agreement and Applicable Law, provided that the Selling Shareholders shall not be responsible or liable for payment of such interest, unless such delay is solely and directly attributable to an act or omission of the Selling Shareholders in relation to its respective portion of the Offered Shares.

Consents

Consents/ authorizations in writing of (a) the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, legal counsel to our Company as to Indian law, Banker(s) to our Company, the BRLMs, the Registrar to the Offer, F&S, Statutory Auditor, Independent Chartered Accountant, Independent Chartered Engineer, Intellectual Property Consultant and Practising Company Secretary, have been obtained; and (b) consents in writing of the Syndicate Members, Escrow Collection Bank(s)/ Refund Bank(s)/ Public Offer Account Bank(s)/ Sponsor Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act. Further, such consents as mentioned under (a) hereinabove have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Experts to the Offer

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

Our Company has received written consent dated August 1, 2026 from Walker Chandiok & Co LLP, Chartered Accountants (FRN: 001076N/ N500013), holding a valid peer review certificate from the ICAI to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditor and in respect of their (i) examination report dated July 29, 2026 on our Restated Consolidated Financial Information; and (ii) report dated August 1, 2026 on the statement of special tax benefits available to our Company and Shareholders, included in this Draft Red Herring Prospectus. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated August 1, 2026, from Manian & Rao, Chartered Accountants, (FRN: 001983S), holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act in respect of various certifications issued by them in their capacity as an independent chartered accountant to our Company in connection with the Offer. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated July 31, 2026, from KNAV Advisory Inc., to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act in respect of report dated July 31, 2026 on the statement of special tax benefits included in this Draft Red Herring Prospectus with respect to our Material Subsidiary, Encube Ethicals Inc. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated August 1, 2026 from S Majumdar & Co., intellectual property consultant to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in respect of the certificate dated August 1, 2026 on the (i) patent and trademark filings and registrations; and (ii) product filings and registrations of the Company in India and certain other jurisdictions, and such consent has not been withdrawn as on the date of this DRHP. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated August 1, 2026 from Sharjeel Aslam Faiz, chartered engineer, having membership number M164524-7 to include his name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in his capacity as an Independent Chartered Engineer, in relation to his certificate dated August 1, 2026 certifying

production capacity, actual capacity and extent of utilisation of manufacturing facilities for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024 and such consent has not been withdrawn as on the date of this DRHP. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated August 1, 2026 from Mehta & Mehta, Company Secretaries, practising company secretaries, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in respect of the certifications issued by them in their capacity as a practising company secretary to our Company in connection with the Offer. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Particulars regarding capital issues by our Company and listed group companies, subsidiaries or associates during the last three years

- Other than as disclosed in "*Capital Structure – Notes to capital structure – Equity share capital of our Company*" on page 99, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

- As on the date of this Draft Red Herring Prospectus, our Company does not have any listed group companies, listed subsidiaries or listed associates.

Commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the last five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects of any public/ rights issue of our Company during the last five years

Our Company has not undertaken any public issue or rights issue (as defined in the SEBI ICDR Regulations) in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects of any public/ rights issue of the listed subsidiaries/ listed promoters of our Company

As on the date of this Draft Red Herring Prospectus, none of the equity shares of our Subsidiaries are listed on any stock exchanges. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have a corporate promoter.

Price information of past issues handled by the BRLMs

I. JM Financial

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by JM Financial:

Sr. No.	Issue Name	Issue Size (₹ *in million*)	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.	SBI Funds Management Limited*10	97,953.21	574.00	July 21, 2026	613.30	Not Applicable	Not Applicable	Not Applicable
2.	Turtlemint Fintech Solutions Limited *	8,826.70	152.00	June 29, 2026	134.90	-19.84% [0.16%]	Not Applicable	Not Applicable
3.	OnEMI Technology Solutions Limited*	9,259.20	171.00	May 8, 2026	190.00	57.81% [-3.35%]	Not Applicable	Not Applicable
4.	Aye Finance Limited*	10,100.00	129.00	February 16, 2026	129.00	-20.71% [-8.18%]	-2.89% [-7.94%]	Not Applicable
5.	Shadowfax Technologies Limited*	19,072.69	124.00	January 28, 2026	112.60	-2.26% [0.61%]	26.02% [- 4.93%]	72.97% [-6.22%]
6.	ICICI Prudential Asset Management Company Limited*	1,06,026.50	2,165.00	December 19, 2025	2,600.00	35.59% [-1.05%]	39.49% [- 8.43%]	49.90% [-7.61%]
7.	Corona Remedies Limited*9	6,553.71	1,062.00	December 15, 2025	1,470.00	34.92% [-1.13%]	44.88% [-11.05%]	62.74% [-9.24%]
8.	Aequs Limited*8	9,218.12	124.00	December 10, 2025	140.00	15.61% [0.46%]	5.33% [-6.72%]	50.77% [-9.28%]
9.	Capillary Technologies India Limited#7	8,775.01	577.00	November 21, 2025	560.00	16.51% [-0.88%]	-7.59% [-2.09%]	-10.06% [-11.77%]
10.	Tenneco Clean Air India Limited*	36,000.00	397.00	November 19, 2025	505.00	18.35% [-0.91%]	38.04% [-1.42%]	51.71% [-9.25%]

Source: www.nseindia.com; www.bseindia.com
BSE as designated stock exchange
** NSE as designated stock exchange*
Notes:

1. *Opening price information as disclosed on the website of the designated stock exchange.*
2. *Change in closing price over the issue/offer price as disclosed on designated stock exchange.*
3. *For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of Rs. 52 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
8. *A discount of Rs. 11 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
9. *A discount of Rs. 54 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
10. *A discount of Rs. 54 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial:

Financial Year	Total no. of IPOs	Total amount of funds raised (*₹ in 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%
2026-2027	3	1,16,039.11	-	-	1	1	-	-	-	-	-	-	-	-
2025-2026	27	6,75,324.16	1	1	10	-	6	9	-	4	8	6	2	6
2024-2025	13	2,55,434.10	-	-	5	5	2	1	1	3	1	4	1	2

II. Axis

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Axis:

Sr. No.	Issue Name	Issue Size (₹ *in million*)	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.	Indo MIM Limited(1)@@	38,121.15	485.00	30-July-26	700.00	-	-	-
2.	SBI Funds Management Limited(1)***	97,953.21	574.00	21-July-26	613.30	-	-	-
3.	Kusumgar Limited (1)*	6,500.00	419.00	15-July-26	569.00	-	-	-
4.	SEDEMAC Mechatronics Limited(1)@	10,873.50	1,352.00	11-Mar-26	1,535.00	+21.13%, [-0.38%]	+75.05%, [-3.12%]	-
5.	Clean Max Enviro Energy Solutions Ltd(1)^	30,838.26	1053.00	2-Mar-26	960.00	-26.90%, [-10.19%]	+5.40%, [-5.30%]	-
6.	Aye Finance Limited(1)	10,100.00	129.00	16-Feb-26	129.00	-20.71%, [-8.18%]	-2.89%, [-7.94%]	-
7.	Fractal Analytics Limited(1)%	28,339.00	900.00	16-Feb-26	876.00	-11.52%, [-8.18%]	+4.44%, [-7.94%]	-
8.	ICICI Prudential Asset Management Company Limited(1)	106,026.53	2165.00	19-Dec-25	2600.00	+35.59%, [-1.05%]	+39.49%, [-8.43%]	+49.90%, [-7.61%]
9.	Wakefit Innovation Limited(1)	12,888.00	195.00	15-Dec-25	195.00	-9.64%, [-1.13%]	-16.93%, [-11.05%]	-41.15%, [-9.24%]
10.	Meesho Limited(1)	54,212.04	111.00	10-Dec-25	162.50	+48.56%, [+0.46%]	+29.14%, [-6.72%]	+49.50%, [-9.28%]

Source: www.nseindia.com and www.bseindia.com
(1) NSE as Designated Stock Exchange
@ Offer Price was ₹ 1,224.00 per equity share to Eligible Employees
^ Offer Price was ₹ 953.00 per equity share to Eligible Employees
% Offer Price was ₹ 815.00 per equity share to Eligible Employees
*** Offer Price was ₹ 99.00 per equity share to Eligible Employees*
** Offer Price was ₹ 380.00 per equity share to Eligible Employees*
**** Offer Price was ₹ 520.00 per equity share to Eligible Employees*
@@ Offer Price was ₹ 440.00 per equity share to Eligible Employees
Notes:
a. Issue Size derived from Prospectus/final post issue reports, as available.
b. The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
c. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.
Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Axis:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ *in 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%
2026-2027*	3	1,42,574.36	-	-	-	-	-	-	-	-	-	-	-	-
2025-2026	25	1,003,425.37	-	1	6	1	6	11	-	1	7	7	2	4
2024-2025	20	445,928.65	-	1	2	7	6	4	-	3	3	9	1	4

** 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.

III. Kotak

2. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Kotak:

Sr. No.	Issue Name	Issue Size (₹ *in million*)	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.	INDO-MIM Limited^	38,121.15	485.00[1]	July 30, 2026	700.00	Not applicable	Not applicable	Not applicable
2.	SBI Funds Management Limited^	97,953.21	574.00[2]	July 21, 2026	613.30	Not applicable	Not applicable	Not applicable
3.	Fractal Analytics Limited^	28,339.00	900.00[3]	February 16, 2026	876.00	-11.52%, [-8.18%]	+4.44%, [-7.94%]	Not applicable
4.	Amagi Media Labs Limited#	17,886.19	361.00	January 21, 2026	317.00	+13.23%, [+0.72%]	+1.80%, [-4.14%]	+55.76%, [-4.59%]
5.	ICICI Prudential Asset Management Company Limited^	106,026.50	2,165.00	December 19, 2025	2,600.00	+35.59%, [-1.05%]	+39.49%, [-8.43%]	+49.90%, [-7.61%]
6.	CORONA Remedies Limited^	6,553.71	1,062.00[4]	December 15, 2025	1,470.00	+34.92%, [-1.13%]	+44.88%, [-11.05%]	+62.74%, [-9.24%]
7.	Meesho Limited^	54,212.04	111.00	December 10, 2025	162.50	+48.56%, [+0.46%]	+29.14%, [-6.72%]	+49.50%, [-9.28%]
8.	Aequs Limited^	9,218.12	124.00[5]	December 10, 2025	140.00	+15.61%, [+0.46%]	+5.33%, [-6.72%]	+50.77%, [-9.28%]
9.	Physicswallah Limited^	34,800.00	109.00[6]	November 18, 2025	145.00	+22.76%, [-0.35%]	-1.53%, [-1.69%]	+4.45%, [-8.75%]
10.	Emmvee Photovoltaic Power Limited^	29,000.00	217.00	November 18, 2025	217.00	-18.14%, [-0.35%]	-3.09%, [-1.69%]	+18.89%, [-8.75%]

Source: www.nseindia.com; www.bseindia.com
^ NSE as designated stock exchange
BSE as designated stock exchange
Notes:
1. *In INDO-MIM Limited, the issue price to eligible employees was ₹ 440 after a discount of ₹ 45 per equity share*
2. *In SBI Funds Management Limited, the issue price to eligible employees was ₹ 520 after a discount of ₹ 54 per equity share*
3. *In Fractal Analytics Limited, the issue price to eligible employees was ₹ 815 after a discount of ₹ 85 per equity share*
4. *In CORONA Remedies Limited, the issue price to eligible employees was ₹ 1,008 after a discount of ₹ 54 per equity share*
5. *In Aequs Limited, the issue price to eligible employees was ₹ 113 after a discount of ₹ 11 per equity share*
6. *In Physicswallah Limited, the issue price to eligible employees was ₹ 99 after a discount of ₹ 10 per equity share*
7. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
8. *The 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days.*
9. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.*
10. *Restricted to last 10 equity initial public issues.*

3. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Kotak:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ *in 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%
2026-27	2	136,074.36	-	-	-	-	-	-	-	-	-	-	-	-
2025-26	19	758,159.20	-	-	6	1	4	8	-	1	4	4	2	7
2024-25	18	999,474.0	-	-	3	2	7	6	1	1	5	4	3	4

Financial Year	Total no. of IPOs	Total amount of funds raised (*₹ in 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%
		7												

Notes:

1. *The information is as on the date of this Draft Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

Track record of the BRLMs

For details regarding the track record of the BRLM(s), as specified under circular reference CIR/MIRSD/1/2012 dated January 10, 2012, issued by SEBI, see the websites of the BRLM(s) mentioned below.

S. No.	Name of BRLM	Website
1.	JM Financial	www.jmfl.com
2.	Axis	www.axiscapital.co.in
3.	Kotak	https://investmentbank.kotak.com/regulatory/track-record

For further details in relation to the BRLMs, please see "*General Information – Book Running Lead Managers*" on page 90.

Stock Market Data of Equity Shares

This being an initial public offer of Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related 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 or the UPI ID (for UPI Bidders who make the payment of Bid Amount), 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. For offer related grievances, investors may contact the BRLMs, details of which are given in *"General Information – Book Running Lead Managers"* on page 90.

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 with whom the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Pursuant to the SEBI ICDR Master Circular, SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

In terms of the SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI ICDR Master Circular in the events of delayed unblock for cancelled/ withdrawn/ deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/ partially allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the post-Offer BRLM shall also compensate the investors at the rate higher of ₹100 or 15% per annum of the Bid Amount for the period of such delay. Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/ withdrawn/ deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/ withdrawal/ deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount and ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLM shall be liable to compensate the investor at the rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the BRLMs, each of the Selling Shareholders, severally and not jointly, and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of SEBI ICDR Regulations.

For helpline details of the BRLMs pursuant to the SEBI ICDR Master Circular, see "*General Information – Book Running Lead Managers*" on page 90.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Bidders can contact our 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 intimations and non-receipt of funds by electronic mode.

Disposal of Investor Grievances by our Company

Our Company shall, after filing this Draft Red Herring Prospectus, obtain authentication on the SEBI SCORES platform in terms of the SEBI circular bearing number SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022, read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023, and shall comply with the SEBI circulars in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Each of the Selling Shareholders, severally and not jointly, have authorized the Company Secretary and Compliance Officer, to redress, on its behalf, any investor grievances received in the Offer in relation to statements specifically made or confirmed or undertaken by the Selling Shareholders in the Offer Documents solely in relation to itself and its respective portion of the Offered Shares.

Our Company has not received any investor grievances in the three years prior to the filing of this Draft Red Herring Prospectus, and accordingly, there are no pending investor grievances in relation to our Company as on the date of this Draft Red Herring Prospectus.

Our Company has appointed Parineeta S Poonja, Company Secretary and Compliance Officer, as the compliance officer for the Offer. For details, see "*General Information*" on page 90.

Our Company has constituted a Stakeholders' Relationship Committee, which is, *inter alia*, responsible for redressal of grievances of security holders of our Company, comprising of Manoj Kumar (Independent Director), Sudarshan Jain (Independent Director) and Pratik Haresh Kamani (Executive Director and Chief Executive Officer). For details, see "*Our Management – Committees of the Board – Stakeholders' Relationship Committee*" on page 286.

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

As on the date of this Draft Red Herring Prospectus, our Company has not applied for or received any exemption from SEBI from complying with any provisions of securities laws including the SEBI ICDR Regulations.

Other confirmations

No person connected with the Offer, except for (i) fees or commission for services rendered in relation to the Offer; and (ii) Employee Discount, if any, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

SECTION IX: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, the Memorandum of Association, the Articles of Association, SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Draft Abridged Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital, offer for sale, and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/ or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/ or any other governmental, statutory or regulatory authorities while granting their approval for the Offer, to the extent and for such time as these continue to be applicable.

The Offer

The Offer is by way of an Offer for Sale by the Selling Shareholders. For details in relation to the sharing of Offer expenses between our Company and the Selling Shareholders, see "*Objects of the Offer – Offer Expenses*" on page 123.

Ranking of the Equity Shares

The Equity Shares being offered and Allotted/ transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, Memorandum of Association and Articles of Association and shall rank *pari passu* with the existing Equity Shares in all respects including voting, right to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" beginning on pages 298 and 468, respectively.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the dividend distribution policy of our Company, provisions of the Companies Act, the Memorandum of Association and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines, regulations or directions which may be issued by the Government or any other regulatory authority in this regard. Dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 298 and 468, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share of our Company is ₹1 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Offer Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band, Employee Discount (if any) and the minimum Bid Lot size for the Offer will be decided by our Company in accordance with the SEBI ICDR Regulations, 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 [●] edition of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/ Offer Closing Date on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or "e-voting", in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association and other applicable laws.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission, consolidation or sub-division, see "*Description of Equity Shares and Terms of Articles of Association*" beginning on page 468.

Allotment of Equity Shares only in dematerialised form

Pursuant to Section 29 of the Companies Act, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, and the SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated July 30, 2026, amongst our Company, NSDL and Registrar to the Offer; and
- Tripartite agreement dated July 30, 2026, amongst our Company, CDSL and Registrar to the Offer.

For details in relation to the Basis of Allotment, see "*Offer Procedure*" beginning on page 446.

Employee Discount

Employee Discount, if any, will be offered to Eligible Employees bidding in the Employee Reservation Portion. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount (net of Employee Discount, if any), at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid.

Market Lot and Trading Lot

Since trading of the Equity Shares on the Stock Exchanges is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will only be in dematerialised and electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares of face value of ₹1 each. For further details on the Basis of Allotment, see "*Offer Procedure*" beginning on page 446.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/ authorities in Mumbai, Maharashtra, India.

Period of operation of subscription list

See "– *Bid/ Offer Programme*" on page 438.

The offer and sale of the Equity Shares offered in the Offer have not been and will not be registered under the United States

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, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, or (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares who made the nomination, by giving a notice of such cancellation or variation to our Company. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar and Share Transfer Agent of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Collecting Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Collecting Depository Participant.

Bid/ Offer Programme

BID/OFFER OPENS ON	[●][(1)]
BID/OFFER CLOSES ON	[●][(2)(3)]

(1) Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

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

(3) UPI mandate end time and date shall be at 5.00 pm on Bid/ Offer Closing Date, i.e. [●].

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to dematerialized accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15%*

per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidders shall be compensated in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable, issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/ unblocking of funds. The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular, which has also prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, shall use UPI. RIBs, Eligible Employees Bidding under the Employee Reservation Portion for up to ₹ 500,000 and individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (three in one type accounts), provided by certain brokers.

The above timetable other than the Bid/ Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders or the BRLMs.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by SEBI to this effect.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/ Offer Period by our Company and the Selling Shareholders, in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit confirmation to the BRLMs and the Registrar on the daily basis. To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/ batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

SEBI *vide* the SEBI ICDR Master Circular has reduced the post issue timeline for initial public offerings. Accordingly, the Offer will be made under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by SEBI from time to time, including with respect to the SEBI ICDR Master Circular.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Pursuant to Regulation 17(2) of the SEBI ICDR Regulations notified on March 21, 2026, and the subsequent operating circulars issued by Central Depository Services (India) Limited ("**CDSL**") (Circular No. CDSL/OPS/RTA/CAIPO/2026/104 dated April 6, 2026) and National Securities Depository Limited ("**NSDL**") (Circular No. NSDL/CIR/II/19/2026 dated April 7, 2026), our Company is required to ensure that all its pre-issue equity share capital, including shares that are pledged or under freeze status, are brought under lock-in for the period applicable, and where lock-in of such equity shares held by shareholders other than promoters cannot be directly created due to pledge/ freeze or safe keep status prior to commencement of the lock-in period, such securities shall be marked as "non-transferable" for the balance lock-in period in the records of the concerned depository.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/ Offer Closing Date	
Submission of electronic applications (online ASBA through 3-in-1 accounts) for RIBs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic application (bank ASBA through online channels like internet banking, mobile banking and syndicate ASBA	Only between 10.00 a.m. and up to 4.00 p.m. IST

applications through UPI as a payment mechanism where Bid Amount is up to ₹500,000)	
Submission of electronic applications (syndicate non-retail, non-individual applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (syndicate non-retail, non-individual applications where Bid Amount is more than ₹500,000)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/ Cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories[#]	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST

[*] *UPI mandate end time shall be 5:00 p.m. on the Bid/Offer Closing Date*

\# *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids*

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion

On Bid/ Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIBs and Eligible Employees Bidding in the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and in any case no later than 12:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days during the Bid/Offer Period and revision shall not be accepted on Saturdays and public holidays. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/ Offer Period till 5.00 pm on the Bid/ Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Bidders may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006, and letter no. NSE/IPO/25101-6 dated July 6, 2006, issued by BSE and NSE, respectively, Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company, in consultation with the BRLMs reserves the right to revise the Price Band during the Bid/ Offer Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholders, in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book *vis-a-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

As this is an offer for sale by the Selling Shareholders, the requirement of minimum subscription of 90% of the Offer under the SEBI ICDR Regulations is not applicable to the Offer. However, if our Company does not receive the subscription in the Offer as specified under Rule 19(2)(b) of SCRR, including through devolvement of Underwriters, if any, in accordance with applicable law,

or if the subscription level falls below the thresholds mentioned above after the Bid/ Offer Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, our Company and Selling Shareholders shall, to the extent applicable, refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular. If there is a delay in refunding beyond the prescribed period, our Company and every Director of our Company, who are officers in default, shall pay interest at the applicable rate in accordance with the Companies Act, the UPI Circulars and any other applicable law.

In the event of under-subscription in the Offer, subject to compliance with Rule 19(2)(b) of the SCRR, Allotment for the valid Bids shall be made on a pro-rata basis in respect of each Selling Shareholder proportionate to their respective portion of the Offered Shares being tendered for sale by each Selling Shareholder as will be disclosed in the Red Herring Prospectus.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will not be less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

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.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Withdrawal of the Offer

Our Company and the Selling Shareholders, in consultation with the BRLMs and subject to applicable law, reserves the right not to proceed with the Offer for Sale, in whole or in part thereof, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges simultaneously. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. Our Company shall also promptly inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. In terms of the UPI Circulars, in relation to the Offer, the BRLMs will submit reports of compliance with applicable listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

If our Company and the Selling Shareholders, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus 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 shall apply for after Allotment and within three Working Days of the Bid/ Offer Closing Date or such other time period as prescribed under applicable law; and (ii) the final RoC approval of the Prospectus after it is filed and/ or submitted with the RoC and the Stock Exchanges. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of our Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 98 and except as provided under the Articles of Association and under SEBI ICDR Regulations, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and Terms of Articles of Association"* on page 468.

OFFER STRUCTURE

The Offer is by way of an Offer for Sale of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹30,000 million by the Selling Shareholders, the details of which are set forth below:

Sr. No.	Selling Shareholder	Aggregate number of Equity Shares being offered in the Offer for Sale	Date of corporate approval/ authorisation	Date of consent letter
1.	Mehul Madhusudan Shah	Up to [●] Equity Shares of face value ₹1 each aggregating up to 20,000 million	NA	August 1, 2026
2.	Frontier Investment Holdings Pte. Ltd.	Up to [●] Equity Shares of face value ₹1 each aggregating up to 10,000 million	July 31, 2026	July 31, 2026
Total		**Up to [●] Equity Shares of face value ₹1 each aggregating up to 30,000 million**		

The Offer includes an Employee Reservation Portion of up to [●] Equity Shares of face value of ₹1 each, aggregating up to ₹[●] million (constituting up to 5% of the post-Offer paid-up Equity Share capital), for subscription by Eligible Employees The Offer less the Employee Reservation Portion is the Net Offer.

The Offer and Net Offer shall constitute [●]% and [●]% of the post-Offer paid-up Equity Share capital of our Company, respectively.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulations 6(1) and 31 of the SEBI ICDR Regulations.

Particulars	Eligible Employees[(5)]	QIBs[(1)]	NIBs	RIBs
Number of Equity Shares available for Allotment/ allocation* [(2)]	Up to [●] Equity Shares of face value of ₹ 1 each	Not more than [●] Equity Shares of face value of ₹1 each subject to the allocation/ allotment of not more than 50% of the Net Offer	Not less than [●] Equity Shares of face value of ₹1 each available for allocation or Net Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares of face value of ₹1 each available for allocation or Net Offer less allocation to QIB Bidders and NIBs
Percentage of Offer Size available for Allotment/allocation	The Employee Reservation Portion does not exceed [●]% of the Post-Offer paid-u Equity Share capital	Not more than 50% of the Net Offer size shall be available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Offer or Net Offer less allocation to QIBs and RIBs subject to the following: a) One third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹200,000 and up to ₹1 million; and b) two third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹1 million. Provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price.	Not less than 35% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders will be available for allocation.
Basis of Allotment/ allocation if respective category is oversubscribed	Proportionate. In the event, the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000 and the unsubscribed portion would	Proportionate as follows (excluding the Anchor Investor Portion): a) up to [●] Equity Shares of face value of ₹1 each shall be available for allocation on a proportionate basis to	The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following: a) one third of the portion available to NIBs being [●] Equity	The allotment to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For

Particulars	Eligible Employees[5]	QIBs[1]	NIBs	RIBs
	be Allocated on a proportionate basis, to Eligible Employees Bidding in the Employee Reservation Portion in excess of ₹200,000, subject to total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). In the event the Employee Reservation Portion is oversubscribed, then Allocation to Eligible Employees would be carried out on a proportionate basis with all the Bids received capped at ₹200,000 (net of Employee Discount, if any). In all the above cases, the Allocation would be subject to the minimum Bid Lot and subject to availability of Equity Shares in the Employee Reservation Portion.	Mutual Funds only; and b) up to [●] Equity Shares of face value of ₹1 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. up to 60% of the QIB Portion (of up to [●] equity shares of face value of ₹1 each) may be allocated on a discretionary basis to Anchor Investors of which 40% shall be reserved as under (i) 33.33% for domestic Mutual Funds; and (ii) 6.67% for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. Any under-subscription in the reserved category specified in clause (ii) above may be allocated to domestic Mutual Funds.	Shares of face value of ₹1 each are reserved for Bidders Biddings more than ₹200,000 and up to ₹1 million; and b) two third of the portion available to NIBs being [●] Equity Shares of face value of ₹1 each are reserved for Bidders Bidding more than ₹1 million. Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub-category of NIBs. The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. For details, see "*Offer Procedure*" beginning on page 446.	further details, see "*Offer Procedure*" beginning on page 446.
Minimum Bid	[●] Equity Shares of face value of ₹1 each.	Such number of Equity Shares of face value of ₹1 each in multiples of [●] Equity Shares of face value of ₹1 each such that the Bid Amount exceeds ₹200,000	For Non-Institutional Bidder applying under: a) One - third of the Non-Institutional Category such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹200,000 For Non-Institutional Bidder applying under: Two - thirds of the Non-Institutional Category such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹1 million.	[●] Equity Shares of face value of ₹1 each
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹1 each, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹500,000 (net of Employee Discount, if any).	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹1 each not exceeding the size of the Net Offer, (excluding the Anchor portion) subject to applicable limits to each Bidder	For NIBs applying under one-third of the Non-Institutional Portion (with application size of more than ₹200,000 and up to ₹1 million) such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹1 each, such that the Bid Amount does not exceeds ₹1 million.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹1 each so that the Bid Amount does not exceed ₹200,000

Particulars	Eligible Employees[5]	QIBs[1]	NIBs	RIBs
			For NIBs applying under two-thirds of the Non-Institutional Portion (with application size of more than ₹1 million) such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹1 not exceeding the size of the Net Offer, (excluding the QIB Portion) subject to limits applicable to the Bidder.	
Mode of Bidding^	Through ASBA Process only (including the UPI Mechanism)	Through ASBA process only (excluding the UPI Mechanism) (except in case of Anchor Investors)	Through ASBA process only (including the UPI Mechanism for Bids up to ₹500,000)	Through ASBA Process only (including the UPI Mechanism)
Bid Lot	[●] Equity Shares of face value of ₹1 each and in multiples of [●] Equity Shares of face value of ₹1 each thereafter			
Mode of Allotment	Compulsorily in dematerialised form			
Allotment Lot	A minimum of [●] Equity Shares of face value of ₹1 each and in multiples of one Equity Share thereafter of face value of ₹1 each thereafter for QIBs, RIBs and Eligible Employees. For NIBs allotment shall not be less than the minimum non-institutional application size.			
Trading Lot	One Equity Share			
Who can apply[3][4]	Eligible Employees who can apply such that the Bid amount does not exceed ₹ 500,000 (net of Eligible Discount)	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DD-II dated November 23, 2005, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are re-categorised as Category II FPIs and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta) applying for Equity Shares such that the Bid amount does not exceed ₹ 200,000 in value.
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[3]			

Particulars	Eligible Employees[(5)]	QIBs[(1)]	NIBs	RIBs
	In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for RIBs or individual investors bidding under the Non –Institutional Portion for an amount of more than ₹200,000 and up to ₹500,000, using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form			

* *Assuming full subscription in the Offer.*

^ *Anchor Investors are not permitted to participate in the Offer through the ASBA process. Further, pursuant to the SEBI ICDR Master Circular, the SEBI has mandated that ASBA applications in the Offer will be processed only after the Bid Amounts are blocked in the bank accounts of the Anchor Investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIBs and RIBs and all modes through which the Bid cum Application Forms are processed, accept ASBA Forms in their electronic book building platform only with a mandatory confirmation on the Bid Amounts blocked.*

(1) Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the shares allocated to Anchor Investors. 40% of the Anchor Investor Portion shall be reserved as under: (i) 33.33% for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the price at which Equity Shares will be allocated to the Anchor Investors, in accordance with the SEBI ICDR Regulations. Any under-subscription in the reserved category specified in clause (ii) above, may be allocated to domestic Mutual Funds. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added back to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" beginning on page 446. Allocation to all categories shall be made in accordance with the SEBI ICDR Regulations.

(2) Subject to valid Bids being received at or above the Offer Price. This Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations.

(3) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN. For details of terms of payment of applicable to Anchor Investors, see General Information Document available on the website of the Stock Exchanges and the BRLMs.

(4) In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder is required in the Bid cum Application Form and such First Bidder will be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, partners, designated partners, trustees, associates, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares. Further, Eligible *Employees Bidding in the Employee Reservation Portion can also Bid in the NIB or the RIB Portion and such Bids will not be treated as multiple Bids.*

(5) The Employee Reservation Portion shall not exceed 5% of the post Offer Equity Share capital of our Company. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer. For details see "Offer Structure" on page 442. Eligible Employees Bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹ 500,000 (net of Employee Discount, if any). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount, if any). Our Company, in consultation with the BRLMs, may offer a discount of [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion which shall be announced two Working Days prior to the Bid/Offer Opening Date.

Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories. Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price (net of Employee Discount, if any), at the time of making a Bid.

The Bids by FPIs with certain structures as described under "*Offer Procedure – Bids by FPIs*" on page 453 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" beginning on page 436.

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

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders. The Bidders should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) interest in case of delay in Allotment or refund.

*The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 (read with the SEBI ICDR Master Circular), had introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. Further, SEBI vide the SEBI ICDR Master Circular had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to ICDR Master Circular, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism.*

*Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 read with the SEBI ICDR Master Circular, the time period for listing of equity shares pursuant to a public issue has been reduced from six Working Days to three Working Days, and as a result, the final reduced timeline of T+3 days has been made effective using the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**"). The SEBI ICDR Master Circular consolidated a chapter-wise framework for compliance with various obligations under the SEBI ICDR Regulations. Accordingly, subject to any circulars, clarification or notification issued by the SEBI from time to time, this Offer will be undertaken pursuant to the processes and procedures prescribed under the SEBI ICDR Master Circular, subject to any circulars, clarifications or notifications which may be issued by the SEBI.*

Pursuant to SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed by the Registrar along with the SCSBs only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI ICDR Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated, in accordance with applicable law, at a uniform rate of ₹100 per day or 15% per annum of the application amount for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular and SEBI RTA Master Circular, in case of delays in resolving investor grievances in relation blocking/ unblocking of funds. The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/Offer Opening Date.

*SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/55 dated May 24, 2024 ("**AV Circular**") has introduced the disclosure of audiovisual presentation of disclosures made in Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online*

websites/social media platforms/micro-blogging platforms by finfluencers.

Our Company, the Selling Shareholders and members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Further, our Company, the Selling Shareholders and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

This Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process and is in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations, of which 40% shall be reserved as under: (i) 33.33% for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the price at which Equity Shares will be allocated to the Anchor Investors, in accordance with the SEBI ICDR Regulations. Any under-subscription in the reserved category specified in clause (ii) above may be allocated to domestic Mutual Funds. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹500,000 and up to ₹1 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1 million , provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to RIBs 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, aggregating up to ₹[●] million, for subscription on a proportionate basis by Eligible Employees. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital, subject to valid Bids being received at or above the Offer Price, net of Employee Discount, if any.

Subject to applicable laws and valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories.

Further, in the event of an under-subscription in the Employee Reservation Portion, 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 (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any).

In accordance with Rule 19(2)(b) of the SCRR, the Offer will constitute at least [●]% of the post-Offer paid-up Equity Share capital of our Company.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020, and press release dated June 25, 2021 and September 17, 2021, CBDT Circular no. 7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.

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, PAN and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

All potential Bidders (except Anchor Investors) are required to mandatorily utilize the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable.

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia,* equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to three Working Days. The SEBI in its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, has reduced the time period for listing of equity shares pursuant to a public issue from six Working Days to three Working Days. This Offer will be undertaken pursuant to the processes and procedures prescribed under UPI Phase III, subject to any circulars, clarifications or notifications which may be issued by the SEBI.

Pursuant to the UPI Circulars read with the SEBI ICDR Master Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars read with the SEBI ICDR Master Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as BRLMs will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make applications using UPI. Our Company will be required to appoint Sponsor Banks to act as conduits between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the UPI Bidders using the UPI. Further, pursuant to the SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use UPI and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

a. syndicate member;

b. a stock broker recognised with a registered stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);

c. a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity); and

d. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time. Further, in accordance with the SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/Offer Opening Date. Further, the Bid cum Application Form will have the QR code and link to access the Abridged Prospectus and Red Herring Prospectus. The Bid Cum Application Forms for Eligible Employees Bidding in the Employee Reservation Portion will be available only at our offices and branches in India.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected.

Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) UPI Bidders using UPI Mechanism may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) RIBs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and Non-Institutional Bidders (other than Non-Institutional Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI ICDR Master Circular.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders shall Bid in the Offer through UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs.. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders).

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, NIBs, RIBs and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including Eligible NRIs, FPIs, FVCIs and registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors	[●]
Eligible Employees Bidding in the Employee Reservation Portion	[●]

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) *Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).*

(2) *Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.*

(3) *Bid cum Application Forms for Eligible Employees shall be available at the Registered Office of our Company*

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges, and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. NSE circular dated July 22, 2022, with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, has mandated that Trading Members, Syndicate Member(s), RTA and Depository Participants shall submit Syndicate ASBA bids above ₹0.5 million and NII & QIB bids above ₹0.2 million through SCSBs only.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate the UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s),

NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability.

In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI ICDR Master Circular. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time. The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settle three-way and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/ unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance with SEBI ICDR Master Circular and any subsequent circulars or notifications issued by SEBI in this regard.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a. Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.
b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.
c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.
d. Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by Investor/ Client.

The offer and sale of the Equity Shares offered in the Offer have not been and will not be registered under the United States 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, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, or (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.

b) On the Bid/ Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries are given until 5:00 pm IST for RIBs and Eligible Employees and 4:00 pm for Non-Institutional Bidders and QIBs, on 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.

d) QIBs and NIBs can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by our Promoter, members of the Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Member and the persons related to Promoter, Promoter Group, BRLMs and the Syndicate Member.

The BRLMs and the Syndicate Members shall not be allowed to purchase/ subscribe to the Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

The BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs) or pension funds sponsored by entities which are associates of the BRLMs shall not apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

Further, except for the sale of Equity Shares by the Promoter Selling Shareholder in the Offer and as permitted under applicable law, our Promoter and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer.

Furthermore, persons related to our Promoter and members of the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of our Promoter or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to our Promoter or members of the Promoter Group.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares of face value of ₹1 each and in multiples of [●] Equity Shares of face value of ₹1 each thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000 (net of Employee Discount, if any).

However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any). Allotment in the Employee Reservation Portion will be as detailed in the section "*Offer Structure*" on page 442.

However, Allotments to Eligible Employees in excess of ₹200,000 (net of Employee Discount, if any) shall be considered on a proportionate basis, in the event of under-subscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). Subsequent under-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer.

Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

(i) Made only in the prescribed Bid cum Application Form or Revision Form (i.e. [●] colour form).
(ii) Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Offer under the Employee Reservation Portion.
(iii) In case of joint bids, the Sole Bidder or the First Bidder shall be the Eligible Employee.
(iv) Bids by Eligible Employees may be made at Cut-off Price.
(v) Only those Bids, which are received at or above the Offer Price (net of Employee Discount, if any), would be considered for allocation under this portion.
(vi) The Bids must be for a minimum of [●] Equity Shares of face value of ₹1 each and in multiples of [●] Equity Shares of face value of ₹1 each thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹500,000 (net of Employee Discount, if any).
(vii) Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism
(viii) If the aggregate demand in this portion is less than or equal to [●] Equity Shares of face value of ₹1 each at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.
(ix) Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall 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.
(x) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any).

If the aggregate demand in this portion is greater than [●] Equity Shares of face value of ₹1 each at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Offer Procedure*" beginning on page 446.

Bids by Eligible Non-resident Indians ("NRIs")

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non- Resident External ("**NRE**") accounts, or FCNR accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Participation of Eligible NRIs in the Offer shall be subject to compliance with the FEMA NDI Rules. In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Our Company has, pursuant to a Board resolution dated July 13, 2026, and Shareholders' resolution dated July 15, 2026, increased the limit of investment of NRIs and OCIs from 10% to up to 24% of the paid-up equity share capital of our Company, provided however that the shareholding of each NRI in our Company shall not exceed 5% of the Equity Share capital or such other limit as may be stipulated by RBI in each case, from time to time.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

For further details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 466.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA NDI Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment. By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made, in the individual name of the *Karta*. The Bidder/ Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/ Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/ Applications by HUFs may be considered at par with Bids/ Applications from individuals.

Bids by FPIs

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/ or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA NDI Rules, the total holding by each FPI (or a group) shall be less than 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis.

In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

As specified in the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI

registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN)

To ensure compliance with the above requirement, SEBI, pursuant to its master circular for foreign portfolio investors, designated depository participants and eligible foreign investors with reference number SEBI/HO/AFD/AFD-PoD/P/CIR/2024/70 dated May 30, 2024 and the SEBI RTA Master Circular, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 21(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus*."

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the 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.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations as amended, *inter alia*, prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA NDI Rules, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in an investee company directly or through investment in the units of other AIF. A Category III AIFs cannot invest more than 10% of the investible funds in an investee company directly or through investment in the units of other AIF. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA NDI Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders and the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**") and the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's 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 cannot exceed 20% of the bank's paid-up share capital and reserves.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company; (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate investment by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company's paid-up share capital and reserves.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make investment in a (i) subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI ICDR Master Circular. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the IRDAI (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024, as amended ("**IRDAI Investment Regulations**") read with the Master Circular on Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment) Regulations, 2024, as amended, and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates.

Insurance companies are entitled to invest only in other listed insurance companies and insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations, for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/ pension funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to 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, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Accredited Investors

In case of Bids made by accredited investors (as defined under Regulation 2(1)(ab) of the AIF Regulations, for the limited purpose of their investment in Angel Funds registered with SEBI, under the AIF Regulations), copies of: (i) certificate of accreditation by an accreditation agency as provided in Regulation 2(1)(ab) of the AIF Regulations, as applicable; and (ii) a certificate from a chartered accountant confirming the annual income of the accredited investors subject to the category of the accredited investor. However, a certificate of accreditation was not required to be obtained by the Central Government and the State Governments, developmental agencies set up under the aegis of the Central Government or the State Governments, funds set up by the Central Government or the State Governments, QIBs as defined under SEBI ICDR Regulations, Category I FPIs, sovereign wealth funds and multilateral agencies and any other entity as may be specified by SEBI from time to time, which were deemed to be an accredited investor. Failing this, our Company in consultation with the BRLMs reserved the right to reject any Bid without assigning any reason thereof, subject to applicable law. Accredited investors participating in the Offer were required to comply with all applicable regulations, guidelines and circulars issued from time to time.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below:

1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid

cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

3) Of the 40% of the Anchor Investor Portion, (i) 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds; and (ii) 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. Any under-subscription in the reserved category specified in clause (ii) above may be allocated to domestic Mutual Funds.

4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date, and will be completed on the same day.

5) Our Company, in consultation with the BRLMs will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 15 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9) Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% Equity Shares allotted to Anchor Investors shall be locked–in for a period of 90 days from the date of Allotment, whereas the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

10) The BRLMs or any associate of the BRLMs (other than mutual funds sponsored by entities which are associate of the BRLMs or insurance companies promoted by entities which are associate of the BRLMs or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLMs or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLMs) or pension fund sponsored by entities which are associate of the BRLMs shall not apply under the Anchor Investors category.

11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

The information set out above 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 to applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Red Herring Prospectus and the Prospectus. **In accordance with RBI regulations, OCBs cannot participate in the Offer**

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/ Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he/ she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and

other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

QIB Bidders and Non-Institutional Bidders are not allowed 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. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date.

***Do's*:**

1. Ensure that your PAN is linked with Aadhaar and you are in compliance with the notification of the Central Board of Direct Taxes dated February 13, 2020 and press release dated June 25, 2021;

2. 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. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

5. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number) in the Bid cum Application Form if you are not an UPI Bidder and if you are an UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. UPI Bidders through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the GID;

8. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

9. If the First Bidder 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 in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders);

10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

11. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

12. The ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;

13. 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. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

14. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

15. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

16. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

17. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

18. Ensure that you have correctly signed the authorisation/ undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

19. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

20. Ensure that the Demographic Details are updated, true and correct in all respects;

21. 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;

22. 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;

23. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

24. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

25. UPI Bidders who wish to Bid should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

26. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

27. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

28. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 p.m. IST of the Bid/ Offer Closing Date;

29. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

30. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment

managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

31. Bids by Eligible NRIs for a Bid Amount of less than ₹200,000 would be considered under the retail category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the non-institutional category for allocation in the Offer;

32. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form;

33. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) 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 www.sebi.gov.in);

34. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Bank(s) issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner; and

35. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned on the list available on the website of SEBI and updated from time to time and at such other websites as may be prescribed by SEBI from time to time is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

4. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

6. Do not submit the Bid for an amount more than funds available in your ASBA account;

7. 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 a Bidder;

8. In case of ASBA Bidders, do not submit more than one ASBA Form ASBA Account;

9. If you are an UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;

10. Anchor Investors should not Bid through the ASBA process;

11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

13. Do not submit the General Index Register (GIR) number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

15. 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;

16. 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);

17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

18. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

19. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

20. Do not Bid for Equity Shares more than what is specified for each category;

21. If you are a QIB, do not submit your Bid after 3 p.m. IST on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications);

22. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/ or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs and Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder, do not submit the ASBA Form directly with SCSBs;

25. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

26. Do not Bid if you are an OCB;

27. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;

28. Do not submit the Bid cum Application Forms to any non-SCSB bank;

29. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidder);

30. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by RIBs and ₹500,000 (net of Employee Discount, if any) for Bids by Eligible Employees Bidding in the Employee Reservation Portion;

31. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders; and

32. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

(a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

(b) Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

(c) Bids submitted on a plain paper;

(d) Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

(e) Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s));

(f) Anchor Investors should submit Anchor Investor Application Form only to the BRLMs;

(g) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

(h) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;

(i) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

(j) Bids submitted without the signature of the First Bidder or Sole Bidder;

(k) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

(l) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

(m) GIR number furnished instead of PAN;

(n) Bids by RIBs with Bid Amount of a value of more than ₹200,000;

(o) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

(p) Bids accompanied by stock invest, money order, postal order, or cash; and

(q) Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Offer Closing Date and by Non-Institutional Bidders and Bids by RIBs and Eligible Employees uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/ Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIBs and Eligible Employees Bidding in the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Further, in case of any pre-Offer or post-Offer related issues regarding demat credit/refund orders/unblocking etc., investors can reach out the Company Secretary and Compliance Officer. For further details of the Company Secretary and Compliance Officer, see "*General Information*" and "*Our Management*" beginning on pages 90 and 277, respectively.

For helpline details of the BRLMs pursuant to the SEBI ICDR Master Circular, see "*General Information - Book Running Lead Managers*" on page 90.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; and (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked.

The BRLMs shall be the nodal entity for any issues arising out of the public issuance process.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/ unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchanges, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange.

The allotment of Equity Shares to applicants other than to the RIBs, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The allotment of Equity Shares to each RIBs shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to NIBs. The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹200,000 and up to ₹1 million and (ii) two-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹1 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of NIBs. The allotment to each NIB shall not be less than ₹200,000, subject to the availability of Equity Shares in the Non -Institutional Portion, and the remaining Equity Shares if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the BRLMs will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process, instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Account(s). For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Escrow Banks and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer and Price Band advertisement, in the form prescribed under the SEBI ICDR Regulations, in [●] editions of [●], a widely circulated English national daily newspaper and in [●] editions of [●], a widely circulated Hindi national daily newspaper and [●] edition of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation.

In the pre-Offer and Price Band advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

The Allotment advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, before 9 p.m.

IST, on the date of receipt of the final listing and trading approval from the Stock Exchanges, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from the Stock Exchanges is received post 9:00 p.m. IST on that date, then the Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in [●] editions of [●], a widely circulated English national daily newspaper and in [●] editions of [●], a widely circulated Hindi national daily newspaper and [●] edition of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation.

The information set out above is given for the benefit of the Bidders/ Applicants. 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/ Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and filing with the RoC

(a) Our Company, the Selling Shareholders, the Registrar to the Offer and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price, but prior to filing of the Prospectus.

(b) After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

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). For more information, see "*Terms of the Offer*" beginning on page 436.

Undertakings by our Company

Our Company undertakes the following:

- the complaints received in respect of the Offer shall be attended to by our Company satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law or listing and trading approvals are not obtained, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within three Working Days from the Bid/ Offer Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two Working Dats 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 be informed promptly;
- that if the Offer is withdrawn after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the Offer subsequently; and

Undertakings by the Selling Shareholders

Each Selling Shareholder severally and not jointly in respect of itself as a Selling Shareholder and its respective portion of the Offered Shares offered by it in the Offer, undertakes the following in respect of itself and its respective portion of the Offered Shares:

- its portion of the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- it shall transfer its portion of the Offered Shares to an escrow demat account in accordance with the Share Escrow Agreement;
- it is the legal and beneficial owner of its portion of the Offered Shares and that such Offered Shares shall be transferred in the Offer, free from any encumbrances; and
- it shall not have recourse to the proceeds of the Offer for Sale until the final approval for listing and trading of the Equity Shares has been received from the Stock Exchanges where listing is sought.

Utilisation of Offer Proceeds

Our Company will not receive any proceeds from the Offer since the Offer is by way of an Offer for Sale by the Selling Shareholders. Our Company specifically confirms that all monies received out of the Offer shall be credited/ transferred to a separate bank account in a scheduled bank, within the meaning of sub-section (3) of Section 40 of the Companies Act.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act which is reproduced below:

"*Any person who –*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or 1% of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. DPIIT issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**FDI Policy**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

Subject to conditions specified in the FDI Policy, up to 100% foreign investment under the automatic route is currently permitted in "pharmaceuticals" for greenfield investments, while up to 74% foreign investment under the automatic route is currently permitted in "pharmaceuticals" for brownfield investments. Foreign investment beyond 74% in "pharmaceuticals" for brownfield investments is permissible through the government approval route. Further, foreign investment in brownfield pharmaceuticals, irrespective of entry route, is further subject to additional conditions in relation to the production level of NLEM drugs and research and development expenses. For further details, see "*Key Regulations and Policies*" beginning on page 254.

On October 17, 2019, the Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. In terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the FDI Policy and the FEMA (Non-debt Instruments) Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Subsequently, *vide* Press Note No. 2 (2026 Series), dated March 15, 2026 issued by the DPIIT, the FDI Policy has been further amended to, *inter alia*, define the expression "beneficial owner" and to provide that prior approval of the Government of India shall be required only where citizen(s) and/or entity(ies) of a country sharing a land border with India hold, directly or indirectly, individually or cumulatively, more than 10% of the shares, capital or profits of the investor entity, or exercise control over such investor entity, or exercise ultimate effective control over the investee entity. The amendments under Press Note No. 2 (2026 Series) have come into effect from May 2, 2026. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Further, in accordance with the amendment to the Companies (Share Capital and Debentures) Rules, 2014 vide notification dated May 4, 2022 issued by Ministry of Corporate Affairs, a declaration shall be inserted in the share transfer form stipulating whether government approval shall be required to be obtained under Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares, as applicable. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/ RBI.

Foreign Exchange Laws

The foreign investment in our Company is governed by inter alia the FEMA, the FEMA Rules and the FDI Policy issued and amended by way of press notes.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. Accordingly, our Company has, pursuant to a Board resolution dated July 13, 2026, and Shareholders' resolution dated July 15, 2026, increased the limit of investment of NRIs and OCIs from 10% to up to 24% of the

paid-up equity share capital of our Company, provided however that the shareholding of each NRI in our Company shall not exceed 5% of the Equity Share capital or such other limit as may be stipulated by RBI in each case, from time to time.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible Non-resident Indians*" and "*Offer Procedure – Bids by FPIs*" on page 452 and 453 respectively. As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The offer and sale of the Equity Shares offered in the Offer have not been and will not be registered under the United States Securities Act of 1933, as amended ("U.S. Securities Act"), as amended 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, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, or (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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 the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION X: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section shall have the meaning ascribed to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below. The Articles of Association has been adopted pursuant to a special resolution passed by the Shareholders of our Company in their meeting held on July 29, 2026.

*These Articles consist of two parts, Part A and Part B which parts shall, unless the context otherwise required, co-exist with each other until listing and commencement of trading of equity shares of the Company on the stock exchanges pursuant to the Company's initial public offering (the "**Listing**"). The provisions of Part A shall apply to all the matters to which they pertain, to the extent, and only in so far, as they are not inconsistent with the provisions of Part B.*

In the event of any inconsistency between the provisions of Part A and the provisions of Part B, the provisions of Part B shall prevail over the provisions of Part A. Part B shall stand automatically terminated on the date of Listing or an earlier date as may be prescribed or suggested by the Securities and Exchange Board of India, not having any force and shall be deemed to be removed from the Articles of Association and the provisions of the Part A shall continue to be in force, without any further corporate or other action by the Company or its shareholders, unless specified otherwise in these Articles.

Except as disclosed in this section, no material clause of Part A of the Articles of Association has been left out that has bearing on the Offer and the disclosures required in this Draft Red Herring Prospectus.

PART A

DEFINITIONS AND INTERPRETATION

1. In these Articles, unless the context otherwise requires:

(a) "**Act**" shall mean the Companies Act, 2013 and includes any rules, regulations, circulars and notifications framed and issued thereunder and any statutory modification or re-enactment thereof for the time being in force as amended from time to time and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable;

(b) "**Articles of Association**" or "**Articles**" means these articles of association of the Company as altered from time to time in accordance with the Act;

(c) "**Auditor**" means the statutory auditor of the Company;

(d) "**Board" or "Board of Directors"** means the board of directors of the Company duly called and constituted;

(e) "**Beneficial Owner(s)**" means a beneficial owner as defined in Section 2(1)(a) of the Depositories Act;

(f) "**Chairman**" or "**Chairperson**" means a Director designated as the Chairman or Chairperson of the Company by the Board of Directors for the time being;

(g) "**Company**" shall mean Encube Ethicals Limited, a company incorporated under the laws of India**;**

(h) "**Director**" shall mean a director of the Company in office at the applicable time, appointed in accordance with the Act, other applicable laws and the provisions of these Articles;

(i) **"Depositories Act"** shall mean the Depositories Act, 1996 as amended and the rules framed thereunder;

(j) **"Depository"** shall mean a depository as defined in Section 2(1)(e) of the Depositories Act;

(k) "**Equity Shares"** or **"Shares**" shall mean the issued, subscribed and fully paid-up equity shares of the Company having the face value set out in the Memorandum of Association;

(l) **"Financial Year"** means the period from 1 April of a calendar year to 31 March of the following calendar year;

(m) "**Member**" or "**Shareholder**" means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the Beneficial Owners whose names are recorded as such with the Depository;

(n) "**Memorandum of Association**" or "**Memorandum**" means the memorandum of association of the Company, as may be altered from time to time;

(o) "**Office**" means the registered office of the Company;

(p) "**Officer**" shall have the meaning assigned thereto by Section 2(59) of the Act;

(q) "**Ordinary Resolution**" and "**Special Resolution**" shall have the same meaning as specified under Section 114 of the Act;

(r) "**Meeting**" or "**General Meeting**" means a general meeting of the members held in accordance with provisions of Section 96 and Section 100 of the Act;

(s) "**Person**" means any natural person, limited or unlimited liability company, corporation, partnership (whether limited or unlimited), proprietorship, Hindu undivided family, trust, union, association, Central Government or State Government or any agency or political subdivision thereof or any other entity that may be treated as a person under applicable law;

(t) "**Relative**" shall mean a relative as defined under the Act;

(u) "**Register of Members**" means the register of members to be kept in pursuance to the provisions of the Act;

(v) **"Rules**" means the applicable rules for the time being in force as prescribed under relevant sections of the Act;

(w) **"Seal"** shall mean the common seal of the Company;

(x) **"SEBI**" shall mean the Securities and Exchange Board of India;

(y) "**Security(ies)**" means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956;

(z) "**Shareholders**" or "**Members**" shall mean the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a depository, the Beneficial Owners whose names are recorded as such with the depository;

(aa) **"Subsidiary**" shall mean a subsidiary of the Company and have the meaning assigned to such term in section 2(87) of the Act.

Except as provided above and unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act. Words importing the singular number include also the plural number and vice versa, and words importing the masculine gender include also the feminine gender and vice versa. Words importing persons shall include the Central or State Government, corporations, firms, individuals, trusts, societies, associations and other bodies whether incorporated or not.

SHARE CAPITAL AND VARIATION OF RIGHTS

2. The authorised share capital of the Company is as stated in Clause V of the Memorandum of Association of the Company, with the power to increase its capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, convertible, deferred, qualified or special rights, privileges or conditions or restrictions as may be determined by or in accordance with the Articles and to vary, modify or commute or abrogate any such rights, privileges or conditions only in such manner as may for the time being be provided by these Articles or the Act. The rights of the shareholders shall be determined at the time of issue thereof.

3. Any shares of the original or increased capital may, from time to time, be issued with any such guarantee or any right of preference, whether in respect of dividend or of repayment of capital or both or any such other special privilege or advantage over any shares previously issued or then about to be issued or with such deferred or qualified rights as compared with any shares previously issued or subject to any such approvals or conditions and with any special right or limited right or without any right of voting and generally on such terms as the Company may, from time to time, determine.

4. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future, or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by applicable law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound up, be varied with consent in writing of the holders

of 3/4th (three-fourths) of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate Meeting, the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least 1/3rd (one-third) of the issued shares of the class in question.

(iii) Subject to the provisions of the Act and other applicable laws, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any Shares or debentures of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for Shares or debentures of the Company, 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.

(iv) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act.

(v) The Company may also, in any issue, pay such brokerage as may be lawful.

(vi) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in the one way and partly in the other in accordance with applicable law.

6. 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.

7. Subject to the provisions of the Act, the Company shall have the power, by means of a special resolution to be passed at a General Meeting of the Company, to issue sweat equity shares of a class of shares already issued.

8. Subject to the provisions of Section 55 and other applicable provisions of the Act, any preference shares may be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

DEMATERIALIZATION OF SHARES

9. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its shares and to offer shares in a dematerialized form pursuant to the Depositories Act.

10. Notwithstanding anything contained in these Articles, and subject to the provisions of law for the time being in force, the Company shall on a request made by a Beneficial Owner, re-materialize the shares, which are in dematerialized form.

11. Subject to the provisions of the Act, either the Company or the investor shall issue (in case of the Company only), deal in, hold the securities (including Shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other applicable law.

12. Every person subscribing to the shares offered by the Company, shall have the option to receive share certificates or to hold the shares with a depository. Such a person who is the Beneficial Owner of the shares can at any time opt out of a depository, if permitted by the law, in respect of any shares in the manner provided by the Depositories Act and the Company shall in the manner and within the time prescribed, issue to the Beneficial Owner the required certificate of shares. If a person opts to hold his shares with a depository, the Company shall intimate such depository the details of allotment of the share, and on receipt of the information, the depository shall enter in its record the name of the allottee as the Beneficial Owner of the share.

13. All shares held by a depository shall be dematerialized and shall be in a fungible form.

14. (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of shares on behalf of the Beneficial Owners.

(ii) Save as otherwise provided in 16(i) above, the depository as the registered owner of the shares shall not have any voting rights or any other rights in respect of shares held by it.

(iii) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the depository shall be deemed to be the owner of such shares and shall also be deemed to be the member of

the Company. The Beneficial Owner of the Shares shall be entitled to all the liabilities in respect of his shares which are held by a depository.

15. The Company shall cause to be kept a register and index of members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of Beneficial Owner maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of the Act. The Company shall have the power to keep in any state or country outside India, a register of members, resident in that state or country. Notwithstanding anything in the Act or these Articles to the contrary, where shares are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or disks or any other mode as prescribed by law from time to time.

16. Nothing contained in these Articles (pertaining to production of instrument of transfer for transfer of securities and related matters) shall apply to a transfer of securities effected by a transferor and transferee both of who are entered as Beneficial Owners in the records of a depository.

17. Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

18. Nothing contained in the Act or these Articles regarding the necessity to have distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

ISSUE OF CERTIFICATES

19. Every Member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, or within two (2) months from the date of allotment, unless the conditions of issue thereof provide, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within such other period as any other legislation for time being in force may provide or within a period of six (6) months from the date of allotment in the case of any allotment of debenture or within such other period as any other legislation for time being in force may provide. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one (1) certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

Every certificate of shares shall be under the Seal of the Company and shall specify the number of shares in respect of which it is issued, the amount paid-up thereon and shall be in such form as the Directors may prescribe and approve.

Every certificate shall be signed by two (2) Directors or by a Director and the company secretary, wherever the company has appointed a company secretary and the common seal, if any, shall be affixed in the presence of the persons required to sign the certificate.

ISSUE OF DUPLICATE CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

20. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a duplicate certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a duplicate certificate in lieu thereof shall be given. Every certificate under this Article shall be issued without payment of such fees, or on payment of such fees for each certificate in accordance with the law applicable at that time and as the Directors shall prescribe. Provided that no fee shall be charged for issue of duplicate certificates in replacement of those which are old, defaced or worn out or where there is not further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of shares. Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf.

The provision of this Article shall *mutatis mutandis* apply to debentures issued by the Company.

SHARES AT THE DISPOSAL OF THE BOARD OF DIRECTORS

21. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such person(s) or employees (under an employee stock option scheme passed by special resolution), in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of

section 53 of the Act) and at such time as they may from time to time think fit and, with the sanction of the Company in General Meeting, give to any person(s) the option or right to call for any shares either at par or premium during such time and for such consideration as the Board of Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call shares shall not be given to the person or persons without the sanction of the Company in the General Meeting. As regards all allotments, from time to time made, the Directors shall duly comply with the Act, as the case may be.

TERMS OF ISSUE OF DEBENTURES

22. Any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at General Meetings, appointment of Directors and otherwise; debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting accorded by a special resolution and further be governed by relevant provisions of the Act and these Articles.

TRANSFER AND TRANSMISSION OF SHARES

23. The Company, by itself or through its registrar and share transfer agent, shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer.

Transfer of shares

(i) The members of the Company shall transfer securities only in a dematerialized form;

(ii) No fee shall be charged for registration of transfer or transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other documents.

(iii) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. The instrument of transfer of any share shall be in writing and all the provisions of the Act including Section 56, 57 and 58, and any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.

(iv) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the registrar of members in respect thereof.

(v) The transferor and the transferee of the securities shall comply with the requirements under the applicable laws.

(vi) The securities or other interest of any Member shall be freely transferable. Provided that, subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may, subject to the right of appeal conferred by the Act, and after providing sufficient cause, decline to register or acknowledge (a) the transfer of a share, whether fully paid share or not, to a person of whom they do not approve; or (b) any transfer of shares on which the Company has a lien, within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company.

(vii) The Board may decline to recognize any instrument of transfer unless— (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56 of 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.

(viii) On giving not less than seven days' previous notice in accordance with section 91 of the Act and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

(ix) Such right to refusal 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 fifteen days 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 giving reasons for such refusal 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 a lien on shares.

(x) Transfer of shares/ debentures in whatever lot shall not be refused.

(xi) The transfer of shares/ debentures shall be in compliance with applicable laws including the Act and the rules made thereunder and applicable regulations issued by Securities and Exchange Board of India.

Transmission of shares

(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.

(ii) Nothing in clause (i) above 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.

(iii) 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. 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.

(iv) 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. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(v) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

(vi) 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.

(vii) The provisions of these Articles, shall, mutatis mutandis, apply to the transfer of or the transmission by law of any securities including, debentures of the Company.

LIEN

24. (i) The Company shall have a first and paramount lien:

(a) on all shares/debentures (other than fully paid shares/debentures) standing registered in the name of a member (whether solely or jointly with others), and

(b) on every share/debenture (other than fully paid shares/debentures), 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/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures.

Provided that the Board may at any time declare any share/debenture to be wholly or in part exempt from the provisions of this article.

(ii) The Company's lien, if any, on a share/ debenture shall extend to all dividends payable and bonuses declared from time to time in respect of such shares/ debentures.

(iii) Fully paid shares/ debentures shall be free from all lien and in the case of partly paid shares, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares/ debentures.

25. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 (fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien

26. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

27. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

28. (i) The Board may, from time to time, make calls upon the Members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times; Provided that no call shall exceed 1/4th (one-fourth) of the nominal value of the share or be payable at less than 1 (one) month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least 14 (fourteen) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

29. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

30. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

31. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at 10 (ten) percent, per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

32. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these 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.

(ii) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

33. The Board:

(i) may, if it thinks fit and subject to the provisions of the Act, 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 beyond the sums actually called for;

(ii) any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared; and

(iii) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in General Meeting shall otherwise direct, 12 (twelve) percent per annum, as may be agreed upon between the Board and the member paying the sum in advance provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced. The member shall not be entitled to any voting rights in respect of the monies so paid by him, until the same would, but for such payment, become presently payable.

(iv) The provisions of these Articles shall *mutatis mutandis* apply to any calls on debentures issued by the Company.

FORFEITURE OF SHARES

34. (i) 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 judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Members or their legal representatives requiring the payment of such part of the call or instalment or other money as is unpaid, together with any interest which may have accrued thereon. Upon failure to comply with the terms of the notice, the Company reserves the right to forfeit such shares.

(ii) The notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

(iii) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

(iv) A forfeited share in accordance with these Articles, shall be deemed to be the property of the Company and may be sold, re-issued or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

(v) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

(a) 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. 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.

(b) The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles expressly saved.

(vi) (a) A duly verified declaration in writing that the declarant is a Director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(b) The Company may receive the consideration, if any, given for the share on any sale, re-issuance or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(c) The transferee shall thereupon be registered as the holder of the share; and

(d) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

The provisions as to forfeiture in this Article shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified

(vii) The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including debentures, issued by the Company.

ALTERATION OF CAPITAL

35. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

36. Subject to the provisions of Section 61 of the Act, the Company may by ordinary resolution, in a General Meeting may, from time to time, alter its Memorandum for all or any of the following purposes:

(a) To increase or reclassify its authorised share capital by such amount as it thinks expedient;

(b) To consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

(c) To convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(d) To sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum, so, however, that in the sub-division, the proportion between the amount paid and the amount, if any unpaid, on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(e) To cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any persons and diminish the amount of its share capital by the amount of the shares so cancelled. The cancellation of shares in pursuance of this sub-clause shall not be deemed to be a reduction of the capital of the Company within the meaning of the Act.

37. Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and shareholders, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable laws.

38. Where shares are converted into stock:

(i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; Provided that, the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

(ii) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage; and

(iii) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those articles shall include “stock” and “stock-holder” respectively.

39. Subject to the Act, and after obtaining the sanction of the Company in a general meeting by special resolution, the shares in the capital of the Company may be allotted or otherwise disposed of by the Board by way of a preferential offer of shares on a private placement basis.

40. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law:

(i) its share capital;

(ii) any capital redemption reserve account; or

(iii) any share premium account;

and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid up; (ii) either with or without extinguishing or reducing

liability on any of its shares, (a) cancel paid up share capital which is lost or is unrepresented by available assets; or (b) pay off any paid up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

FURTHER ISSUE OF SHARE CAPITAL

41. (i) Where at any time, it is proposed to increase the subscribed capital of the Company by issue of further shares, whether out of unissued share capital or out of increased share capital, then such shares shall be offered, subject to the provisions of Section 62 of the Act, and the rules made thereunder:

(a) to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:

1) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or such lesser number of days as may be prescribed under applicable law, and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

2) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in sub-clause (1) shall contain a statement of this right;

3) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the shareholders and the Company;

(b) to employees under any scheme of employees' stock option, subject to special resolution passed by the shareholders of the Company and subject to the applicable rules and such other conditions as may be prescribed under applicable law; or

(c) notwithstanding anything contained in sub-clause (a), the further shares aforesaid may be offered to any persons whether or not those persons include the persons referred to in clause (a) or clause (b), if it is authorised by a special resolution), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer, subject to the compliance with the applicable provisions of the Act and any other conditions as may be prescribed under applicable law.

(ii) The notice referred to in (i)(a)(1) above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue or any such time period as may be prescribed under applicable law.

(iii) Nothing in (i)(a)(2) above shall be deemed:

(a) To extend the time within which the offer should be accepted; or

(b) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(iv) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the Company. Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting and further be governed as per applicable provisions of the Act.

(v) Notwithstanding anything contained in sub-Article (iv), where any debentures have been issued, or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest to do so, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order or such number of days as may be prescribed under

applicable law, appeal to the National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

(vi) In determining the terms and conditions of conversion under sub-Article (v), the Government shall have due regard to the financial position of the Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.

(vii) Where the Government has, by an order made under sub-Article (v), directed that any debenture or loan or any part thereof shall be converted into shares in a Company and where no appeal has been preferred to the National Company Law Tribunal under sub-Article (v) or where such appeal has been dismissed, the memorandum of such company shall, where such order has the effect of increasing the authorised share capital of the company, stand altered and the authorized share capital of such company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

The Company may as per the applicable provisions of the Act, issue shares under preferential basis and private placement.

CAPITALISATION OF PROFITS

42. (i) The Company in General Meeting may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; and

(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).

(iii) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares; and

(iv) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

43. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and

(b) generally, do all acts and things required to give effect thereto.

(ii) The Board shall have power:

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, 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 capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

44. Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 of the Act and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

GENERAL MEETINGS

45. An annual general meeting shall be held in each calendar year within 6 (six) months following the end of the previous financial year of the Company or such extended time in accordance with the Act. The Board of Directors shall issue the notice of the annual general meeting together with the annual financial statement, auditors report and other annexures as required under the Act to all members and others entitled to receive such notice in accordance with the provisions of the Act to approve and adopt the audited financial statements.

46. All General Meetings other than the annual general meeting shall be called extraordinary general meetings.

47. The Board may, whenever it thinks fit, call an extraordinary general meeting. If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board. The Board shall, on the requisition of members of the Company, convene an extraordinary general meeting of the Company in the circumstances and in the manner provided under the Act. The annual general meeting and extraordinary general meeting may be called after giving shorter notice as per the Act.

48. General Meetings, other than the annual general meeting (which shall be held at any place within the city, town or village in which the registered office of the Company is situated) may be held at any place, and subject to the Act for any general meeting where the Company makes arrangements, the shareholders may attend by way of, video conference or through any other medium as may be permitted under the Act.

49. 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. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 of the Act.

50. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.

51. If there is no such chairperson, or if such Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be chairperson of the meeting.

52. If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their members to be Chairperson of the meeting.

53. At any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded or the voting is carried out electronically, be decided on a show of hands. Subject to any rights or restrictions for the time being attached to any class or classes of shares (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

54. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.

55. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

56. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

57. 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.

58. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

59. Any member of a company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf. Such proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll. Further a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

An instrument appointing a proxy shall be in the form as prescribed under Section 105 of the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorised in writing or if appointed by a body corporate either under its common seal, if any, or under the hand of its officer or attorney duly authorised in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

60. 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.

61. The instrument appointing a proxy and power-of-attorney or other authority, (if any), under which it is signed or a notarised copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

62. On a poll taken at a Meeting of a Company, a member entitled to more than 1 (one) vote, or his proxy or other person entitled to vote for him, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

63. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

BOARD OF DIRECTORS

64. The Directors shall not be required to hold any qualification share(s) in the Company.

65. (i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them:

(a) in attending and returning from meetings of the Board or any committee thereof or General Meetings of the Company; or

(b) in connection with the business of the Company.

66. The number of Directors shall not be less than 3 (three) at any time, and may exceed 15 (fifteen) only on receipt of sanction from the members by way of a special resolution in this regard.

The following were first Directors of the Company at the time of incorporation of the Company:

1. Mehul Madhusudan Shah

2. Madhusudan Nyalchand Shah

67. The Board shall have the power to appoint any person as a Director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement.

68. The Company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those sections of the Act) make and vary such Articles as it may think fit with respect to keeping of any such register.

69. Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

70. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

71. (i) Subject to the provisions of Section 149 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 in Article 68.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.

(iii) Subject to the provisions of Section 161 of the Act, the Board may appoint an alternate director to act for a Director (hereinafter in this Article called "the **Original Director**") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provision of the Act. An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he so returns to India the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the alternate director.

72. At the annual general meeting of the Company to be held every year, one third of such of the Directors, as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election.

73. A retiring Director shall be eligible for re-election and the Company, at the annual general meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto.

74. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

APPOINTMENT OF DIRECTORS TO FILL CASUAL VACANCY

75. If the office of any Director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting. The Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated.

DIRECTORS MAY REFUSE TO REGISTER TRANSFER

76. Subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company. The Company shall within a period of thirty (30) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.

PROCEEDINGS OF THE BOARD

77. (i) The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A Director may, and the manager or secretary or any person authorized by the Board on this behalf, on the requisition of a Director shall, at any time, summon a meeting of the Board.

78. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.

79. 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.

80. (i) The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such chairperson is elected, or if at any meeting the chairperson is not present within 15 (fifteen) minutes after the time appointed for holding the meeting, the Directors present may choose 1 (one) of their number to be chairperson of the meeting.

81. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

82. (i) A committee may elect a chairperson of its meetings;

(ii) If no such chairperson is elected, or if at any meeting the chairperson is not present within 15 (fifteen) minutes after the time appointed for holding the meeting, the members present may choose 1 (one) of their members to be chairperson of the meeting;

(iii) A committee may meet and adjourn as it thinks fit; and

(iv) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

83. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

84. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

BORROWING POWERS

85. Subject to the provisions of the Act and these Articles, the Directors may, from time to time, at their discretion, raise or borrow or secure the payment of any sum or sum of money for the purpose of the Company's business and in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities.

86. To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.

87. Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and may be issued on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, drawing, allotment of shares, attending (but not voting at) the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the consent of the Company in General Meeting accorded by a Special Resolution and subject to the provisions of the Act.

88. Subject to the Articles, any bonds, debentures/ stock or other securities issued by the Company shall be under the control of the Directors who may issue them upon terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.in accordance with Act and other applicable laws, if any

MANAGING DIRECTOR / WHOLE-TIME DIRECTOR

89. Subject to the provisions of the Act, the Board may from time to time appoint 1 (one) or more directors to be managing directors and/or whole-time directors for such terms, and at such remuneration (whether by way of salary or commission or participation in profits or partly in 1 (one) way and partly in another) as it may think fit. But his appointment shall be subject to determination *ipso facto* if he ceases from any case to be a Director of the Company or General Meeting resolves that his tenure of office of managing director / whole time director be determined.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

90. Subject to the provisions of the Act:

(i) chief executive officer(s), manager, company secretary and/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(s), manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the managing Director or chief executive officer of the Company at the same time.

91. A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

COMMON SEAL

92. The Board shall provide for the safe custody of the Seal;

93. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two Directors and of the secretary or such other person as the Board may appoint for the purpose; and those two Directors and the secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

94. The Company shall also be at liberty to use the Seal in any territory, district or place outside India.

DIVIDENDS AND RESERVE

95. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. Further, no dividend shall be declared unless carried over previous losses and depreciation not provided in previous year or years are set off against profit of the Company for the current year.

96. Subject to the provisions of Section 123 of the Act, the Board may from time to time pay to the members such interim dividends, as appear to it to be justified by the profits of the Company.

97. (i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

98. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

99. 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.

100. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who, is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

101. Any 1 (one) of 2 (two) or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

102. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

103. No dividend shall bear interest against the Company.

104. Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the Unpaid Dividend Account ("**Unpaid Dividend Account**").

Any money transferred to the Unpaid Dividend Account of the Company in pursuance of these Articles which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to the fund known as Investor Education and Protection Fund established under Section 125(1) of the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.

No unclaimed or unpaid dividend shall be forfeited by the Board before it becomes barred by law.

ACCOUNTS

105. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors.

(ii) No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board or by the Company in General Meeting.

SECRECY

106. Every Director, manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall observe strict secrecy in respect of all transaction of the Company with the customers and the state of accounts with individuals and in matters relating thereto and shall not reveal in the discharge of his duties except when required to do so by the Directors as such or by any meeting or by court of law or by the person to whom such matters relate and except so for as may be necessary in order to comply with any of the provisions in these presents contained.

107. Subject to the applicable law no Member shall be entitled to inspect the Company's works without the permission of the managing director/Directors or to require discovery of any information respectively and detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the managing director/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.

WINDING UP

108. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets, shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up as at the commencement of the winding up, on the shares held by them respectively. If in a winding up the assets available for distribution among the member is more than sufficient to repay the whole of the capital at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid up or which

ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holder of shares issued upon special terms and conditions.

109. (i) If the Company shall be wound up whether voluntary, or otherwise, the liquidators may with the sanction of a special resolution and with such other consents required under the Act and other applicable law, divide amongst the members in specie or kind any part of the assets of the Company as the liquidators, with the like sanction, shall think fit.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

(iv) Further, provisions in this article shall be subject to compliance with Chapter XX of the Act and rules made thereunder.

INDEMNITY AND INSURANCE

110. Subject to the provisions of the Act every Director of the Company, officer (whether managing director, manager, secretary or other officer) or employee or any person employed by the Company as auditor shall be indemnified by the Company against liability in respect of matters which arise from acts or omissions of the relevant person in the ordinary course of discharging his or her authorized duties other than liability which arises as a result of that persons dishonesty, fraud or negligence. 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. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favor, they are acquitted, or relief is granted to them by the Court or Tribunal.

INVESTMENT

111. The Board may from time to time at its discretion subject to the provisions of the act give any loan to anybody corporate(s)/ person(s) ; give any guarantee or provide security in connection with a loan to anybody corporate(s) / persons(s) ; acquire by way of subscription, purchase or otherwise , securities of anybody corporate from time to time in one or more trenches; and invest surplus moneys of the Company not immediately required, in immovable properties, shares, stock, bonds, debentures, obligations, mutual funds or other securities or in current or deposit account/s with Banks and to hold, sell or otherwise deal with such investments."

LOCK-IN OF EQUITY SHARES IN CONNECTION WITH INITIAL PUBLIC OFFERING OF THE COMPANY

112. Notwithstanding anything to the contrary contained in these Articles, where any Equity Shares held by persons other than promoters are required to be locked in under Regulation 17 of SEBI ICDR Regulations and such lock-in cannot be created or recorded by Depositories for any reason whatsoever including where such Equity Shares are (i) subject to pledge; or (b) under "freeze balance" or "safe balance", on a day prior to the commencement of the Lock-in Period, the Company shall have the power to issue instructions to the Depositories, directing them to record such Equity Shares as "locked-in" or "non-transferable" in the demat account of the pledgee immediately upon invocation, or in the demat account of the pledgor upon release, for the balance duration of the applicable Lock-in Period. The aforementioned Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations.

113. In the event of invocation of the pledge of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so transferred or received by the pledgee upon such invocation shall continue to remain locked-in in the demat account of the pledgee for the balance Lock-in Period. The transfer of Equity Shares upon invocation of the pledge shall not exempt the Equity Shares from the lock-in requirements as specified under the SEBI ICDR Regulations

114. No transfer of such locked-in Equity Shares shall be recognized by the Company or the registrar and share transfer agent if such transfer is in violation of the SEBI ICDR Regulations or these Articles or applicable law.

For the purposes of this Article, (a) "**Lock-in Period**" means the period for which the entire pre-issue capital of the Company held by persons other than the promoters, in case of the initial public offering, is locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations; and (b) "**SEBI ICDR Regulations**" shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

GENERAL POWER

115. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

116. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 and any subordinate legislation framed thereunder, which are administered by any appropriate authority, then the provisions of such applicable law shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the applicable law, from time to time.

PART B

Part B of the Articles of Association provides for, inter alia, the rights and obligations of certain Shareholders pursuant to Shareholder agreement dated May 26, 2021, as amended by the Waiver Cum Amendment Agreement dated July 31, 2026. For further details, see "*History and Certain Corporate Matters – Shareholders; agreements and other material agreements - Shareholders' agreements*" on page 270.

SECTION XI: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company) 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 which will be filed with the RoC, and also the documents for inspection referred to hereunder may be inspected at our Registered and Corporate Office, from 10.00 a.m. to 5.00 p.m. IST on Working Days and on the website of our Company at https://www.encubeethicals.com/investors, from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date (except for such documents or agreements executed after the Bid/ Offer Closing Date).

A. Material contracts for the Offer

1. Offer Agreement dated August 1, 2026 between our Company, the Selling Shareholders and the BRLMs.

2. Registrar Agreement dated August 1, 2026 between our Company, the Selling Shareholders and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank Agreement dated [●] between our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Banker(s) to the Offer.

4. Share Escrow Agreement dated [●] between our Company, the Selling Shareholders and the Share Escrow Agent.

5. Syndicate Agreement dated [●] between our Company, the Selling Shareholders, Registrar to the Offer, the BRLMs and the Syndicate Members.

6. Underwriting Agreement dated [●] between our Company, the Selling Shareholders, the Registrar to the Offer and the Underwriters.

B. Material documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, as amended from time to time.

2. Certificate of incorporation dated September 7, 1995, in the name of 'Encube Ethicals Private Limited' issued by the Registrar of Companies, Maharashtra.

3. Fresh certificate of incorporation dated June 29, 2026, issued by the Registrar of Companies, Central Processing Centre consequent upon conversion from private limited company to public limited company.

4. Resolutions of the Board of Directors dated July 13, 2026 approving the Offer and other related matters.

5. Resolutions of the Board of Directors and the IPO Committee dated August 1, 2026 approving this Draft Red Herring Prospectus and the Draft Abridged Prospectus.

6. Resolution of the Board of Directors dated August 1, 2026 taking on record the participation in the Offer for Sale by each of the Selling Shareholders.

7. Consent letters and authorisations from each of the Selling Shareholders, as applicable, authorising its respective participation in the Offer for Sale to the extent of its respective portion of Offered Shares.

8. Consent letter dated August 1, 2026 from F&S for the F&S Report.

9. The report titled "*Independent Market Assessment of the Global Topical Pharma Market and Contract Services*" dated August 1, 2026 prepared by F&S, which has been commissioned by and paid for by our Company, exclusively for the purposes of the Offer.

10. The examination report of the Statutory Auditor dated July 29, 2026 on Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus.

11. The report on statement of special tax benefits for our Company and Shareholders dated August 1, 2026 from the Statutory Auditor.

12. Consent of the Directors, the BRLMs, the Syndicate Members, legal counsel to our Company as to Indian law, Registrar to the Offer, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s), Sponsor Bank(s), Bankers to our

Company and Company Secretary and Compliance Officer as referred to in their specific capacities.

13. Certificates each dated August 1, 2026, issued by Manian & Rao, Chartered Accountants (FRN: 001983S) with respect to the (a) basis for Offer price; (b) the weighted average price, average cost of acquisition and price at which Equity Shares were acquired; (c) financial indebtedness; (d) outstanding dues to creditors; (e) capitalization (f) ESOP 2020; and (g) tax litigation.

14. Certificate dated August 1, 2026 issued by Manian & Rao, Chartered Accountants (FRN: 001983S) with respect to the KPIs.

15. Resolution dated August 1, 2026 passed by the Audit Committee approving the KPIs for disclosure.

16. Consent dated August 1, 2026 from Walker Chandiok & Co LLP, Chartered Accountants (FRN: 001076N/ N500013), holding a valid peer review certificate from the ICAI to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditor and in respect of their (i) examination report dated July 29, 2026 on our Restated Consolidated Financial Information; and (ii) report dated August 1, 2026 on the statement of special tax benefits available to our Company and Shareholders, included in this Draft Red Herring Prospectus. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

17. Consent dated August 1, 2026, from Manian & Rao, Chartered Accountants, (FRN: 001983S), holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act in respect of various certifications issued by them in their capacity as an independent chartered accountant to our Company in connection with the Offer. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

18. Consent dated August 1, 2026, from KNAV Advisory Inc., to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act in respect of report dated July 31, 2026 on the statement of special tax benefits included in this Draft Red Herring Prospectus with respect to our Material Subsidiary, Encube Ethicals Inc.

19. The report on statement of special tax benefits for our Material Subsidiary, Encube Ethicals Inc, dated July 31, 2026 from KNAV Advisory Inc.

20. Consent dated August 1, 2026 from S. Majumdar & Co., intellectual property consultant to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in respect of the certificate dated August 1, 2026 on the (i) patent and trademark filings and registrations; and (ii) product filings and registrations of the Company in India and certain other jurisdictions, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

21. Consent dated August 1, 2026 from Sharjeel Aslam Faiz, chartered engineer, having membership number M164524-7 to include his name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in his capacity as an independent chartered engineer, in relation to his certificate dated August 1, 2026 certifying production capacity, actual capacity and extent of utilisation of manufacturing facilities for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

22. Consent dated August 1, 2026 from Mehta & Mehta, Company Secretaries, practising company secretaries, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in respect of the certifications issued by them in their capacity as a practising company secretary to our Company in connection with the Offer. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

23. Asset purchase agreement dated December 1, 2021 between Sanofi and our Company and the Indian local asset purchase agreement dated December 1, 2021 between our Company and Sanofi India Limited.

24. Purchase price allocation report dated December 1, 2021, issued by CA Priyesh Karia, in relation to asset purchase agreement dated December 1, 2021 between Sanofi and our Company read with Indian local asset purchase agreement dated December 1, 2021 between our Company and Sanofi India Limited.

25. Scheme of arrangement between Confira Laboratories Private Limited and our Company and their respective shareholders

as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated September 29, 2021.

26. Valuation report dated February 8, 2022, issued by Rashmi Shah, a registered valuer, in relation to the scheme of arrangement between Confira Laboratories Private Limited and our Company and their respective shareholders as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated September 29, 2021.

27. Shareholders' agreement dated May 26, 2021 amongst our Company, Mehul Madhusudan Shah, Niti Mehul Shah, Madhusudan Shah, Chandra Madhusudan Shah and Frontier Investment Holdings Pte. Ltd., as amended by the waiver cum amendment agreement dated July 31, 2026.

28. Share purchase agreement dated May 26, 2021 amongst Frontier Investment Holdings Pte Ltd., Plenty Private Equity Fund I Limited, Multiples Private Equity Fund II LLP and our Company.

29. Share subscription and share purchase agreement dated May 26, 2021, amongst Mehul Madhusudan Shah, Madhusudan Shah, Chandra Shah, Niti Shah, Frontier Investment Holdings Pte. Ltd. and our Company.

30. Waiver cum amendment agreement dated July 31, 2026 to the Shareholders' agreement dated May 26, 2021 amongst our Company, Mehul Madhusudan Shah, Niti Mehul Shah, Madhusudan Shah and Frontier Investment Holdings Pte. Ltd.

31. Board resolution dated June 30, 2026 and shareholders' resolution dated July 6, 2026 approving the terms of remuneration of Mehul Madhusudan Shah, our Chairman and Managing Director.

32. Employment agreement dated July 6, 2026 entered into between Mehul Madhusudan Shah, our Chairman and Managing Director and our Company.

33. Board resolution dated June 30, 2026 and shareholders' resolution dated July 6, 2026 approving the terms of remuneration of Pratik Haresh Kamani, our Executive Director and Chief Executive Officer.

34. Employment agreement dated April 29, 2026 entered into between Pratik Haresh Kamani, our Executive Director and Chief Executive Officer and our Company.

35. Due diligence certificate dated August 1, 2026 addressed to SEBI from the BRLMs.

36. Tripartite agreement dated July 30, 2026, among our Company, NSDL and the Registrar to the Offer.

37. Tripartite agreement dated July 30, 2026, among our Company, CDSL and the Registrar to the Offer.

38. In-principle listing approvals dated [●] and [●], issued by BSE and NSE, respectively.

39. SEBI final observation letter bearing number [●] 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 notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act, 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 SCRA, the SCRR and the SEBI Act, each as amended, or rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Mehul Madhusudan Shah

Chairman and Managing Director

Date: August 1, 2026

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act, 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 SCRA, the SCRR and the SEBI Act, each as amended, or rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Pratik Haresh Kamani

Executive Director and Chief Executive Officer

Date: August 1, 2026

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act, 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 SCRA, the SCRR and the SEBI Act, each as amended, or rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Dr. Amit Varma

Non-Executive Director

Date: August 1, 2026

Place: Alibaug

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act, 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 SCRA, the SCRR and the SEBI Act, each as amended, or rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Pallavi Pratap Gokhale

Independent Director

Date: August 1, 2026

Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act, 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 SCRA, the SCRR and the SEBI Act, each as amended, or rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sudarshan Jain

Independent Director

Date: August 1, 2026

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act, 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 SCRA, the SCRR and the SEBI Act, each as amended, or rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Manoj Kumar

Independent Director

Date: August 1, 2026

Place: Manchester

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act, 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 SCRA, the SCRR and the SEBI Act, each as amended, or rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Chinnadharavaram Sundaresan Muralidharan

Chief Financial Officer

Date: August 1, 2026

Place: Mumbai

DECLARATION

I, Mehul Madhusudan Shah, acting as the Promoter Selling Shareholder hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, severally and not jointly as a Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures or undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

_____

Name: Mehul Madhusudan Shah

Date: August 1, 2026

Place: Mumbai

DECLARATION

We, Frontier Investment Holdings Pte. Ltd., acting as an Investor Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, severally and not jointly, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures or undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF THE INVESTOR SELLING SHAREHOLDER

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Signed for and on behalf of Frontier Investment Holdings Pte. Ltd.

Name: Ewan Stewart Davis

Designation: Director

Date: August 1, 2026

Place: Singapore