



(Please scan this QR code to view the Draft Red Herring Prospectus)

**DRAFT RED HERRING PROSPECTUS**  
Dated July 3, 2025  
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**



## SAFEX CHEMICALS (INDIA) LIMITED

**Corporate Identity Number: U72411DL1991PLC042652**

| REGISTERED AND CORPORATE OFFICE                                                          | CONTACT PERSON                                                         | EMAIL AND TELEPHONE                                                 | WEBSITE                |
|------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------|------------------------|
| 4th & 5th Floor, Block-A, NDM-1, Netaji Subash Place, North West, Delhi – 110 034, India | Manju Pathak Khulbe<br><i>Company Secretary and Compliance Officer</i> | <b>Email:</b> cs@safexchemicals.com<br><b>Tel:</b> +91 11 6610 5000 | www.safexchemicals.com |

**OUR PROMOTERS: NEERAJ KUMAR JINDAL, PIYUSH JINDAL, RAJESH KUMAR JINDAL AND SURINDER KUMAR CHAUDHARY**

### DETAILS OF THE OFFER TO THE PUBLIC

| TYPE                           | SIZE OF FRESH ISSUE <sup>^</sup>                                                   | SIZE OF THE OFFER FOR SALE                                                             | TOTAL OFFER SIZE <sup>^</sup>                                                   | ELIGIBILITY AND RESERVATIONS                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|--------------------------------|------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Fresh Issue and Offer for Sale | Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹ 4,500 million | Up to 35,734,818 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million | Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million | The Offer is being made pursuant to 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 468. For details in relation to share reservation among QIBs, NIBs and RIBs (as defined hereinafter) see “Offer Structure” on page 490. |

### DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION

| NAME OF SELLING SHAREHOLDER <sup>(1)</sup> | TYPE                         | NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹1 OFFERED                                    | WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)* |
|--------------------------------------------|------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------|
| Surinder Kumar Chaudhary                   | Promoter Selling Shareholder | Up to 1,151,088 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million  | Nil <sup>#</sup>                                              |
| Rajesh Kumar Jindal                        | Promoter Selling Shareholder | Up to 748,198 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million    | Nil <sup>#</sup>                                              |
| Neeraj Kumar Jindal                        | Promoter Selling Shareholder | Up to 499,098 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million    | 1.64                                                          |
| Piyush Jindal                              | Promoter Selling Shareholder | Up to 499,098 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million    | 1.64                                                          |
| Sarcoline Limited                          | Investor Selling Shareholder | Up to 29,105,996 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million | 62.11                                                         |
| Anchor Partners                            | Investor Selling Shareholder | Up to 1,088,234 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million  | 83.48                                                         |
| Sage Investment Trust                      | Investor Selling Shareholder | Up to 605,770 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million    | 83.48                                                         |
| Nivedita Jindal <sup>(5)</sup>             | Other Selling Shareholder    | Up to 500,000 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million    | Nil <sup>#</sup>                                              |
| Karishma Jindal <sup>(5)</sup>             | Other Selling Shareholder    | Up to 500,000 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million    | Nil <sup>#</sup>                                              |
| Garima Chaudhary <sup>(5)</sup>            | Other Selling Shareholder    | Up to 264,000 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million    | Nil <sup>#</sup>                                              |

\*As certified by P N A M & Co. LLP, Chartered Accountants having a firm registration number as 001092N/N500395, by way of their certificate dated July 3, 2025.

<sup>#</sup> As the Equity Shares were acquired through gifts and bonus issuance.

For further details, see “The Offer” on page 67.

### RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹1 each. The Floor Price, Cap Price and Offer Price, determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for Offer Price” on page 113 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 or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISK

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

### ISSUER’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, 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 of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus, to the extent such statements are solely in relation to such Selling Shareholder and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. No Selling Shareholder assumes responsibility for any other statement, disclosure or undertaking in this Draft Red Herring Prospectus, including, *inter alia*, any of the statements, disclosures or undertakings made or confirmed by or relating to our Company or our Company's business or any other person(s) or any other Selling Shareholders.

#### LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on 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

| NAMES AND LOGOS OF THE BRLMS                                                      |                             | CONTACT PERSON            | EMAIL AND TELEPHONE                                                  |
|-----------------------------------------------------------------------------------|-----------------------------|---------------------------|----------------------------------------------------------------------|
|  | Axis Capital Limited        | Harish Patel/Simran Gadh  | <b>E-mail:</b> safex.ipo@axiscap.in<br><b>Tel:</b> +91 22 4325 2183  |
|   | JM Financial Limited        | Prachee Dhuri             | <b>E-mail:</b> safex.ipo@jmfl.com<br><b>Tel:</b> +91 22 6630 3030    |
|  | SBI Capital Markets Limited | Kristina Dias /Manas Jain | <b>E-mail:</b> safex.ipo@sbicaps.com<br><b>Tel:</b> +91 22 4006 9807 |

#### REGISTRAR TO THE OFFER

| NAME OF THE REGISTRAR     | CONTACT PERSON    | E-MAIL AND TELEPHONE                                                              |
|---------------------------|-------------------|-----------------------------------------------------------------------------------|
| KFin Technologies Limited | M. Murali Krishna | <b>E-mail:</b> safex.ipo@kfintech.com<br><b>Tel:</b> +91 40 6716 2222/18003094001 |

#### BID/OFFER PERIOD

|                              |                     |
|------------------------------|---------------------|
| ANCHOR INVESTOR OFFER PERIOD | [●] <sup>(2)</sup>  |
| BID/OFFER OPENS ON           | [●]                 |
| BID/OFFER CLOSES ON          | [●] <sup>(3)*</sup> |

<sup>(1)</sup> Please note that this includes the top 10 Selling Shareholders

<sup>(2)</sup> By the quantum of Equity Shares offered for sale pursuant to the Offer. For details in relation to all the Selling Shareholders, please see "Other Regulatory and Statutory Disclosures - Authorisation by the Selling Shareholders" on page 467.

<sup>(3)</sup> 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.

<sup>(4)</sup> Our Company, 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.

<sup>(5)</sup> Also a member of the Promoter Group.

<sup>^</sup> Our Company, in consultation with the Book Running Lead Managers may consider a further issue of specified securities for an amount up to ₹900.00 million, prior to filing of the Red Herring Prospectus with the RoC ("Pre-IPO Placement"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. The proceeds of the Pre-IPO Placement, if undertaken, will be adjusted towards the general corporate purposes portion of the Objects of the Offer, unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific Objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Pre-IPO Placement shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).

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



## SAFEX CHEMICALS (INDIA) LIMITED

Our Company was incorporated as 'Safex Chemicals (India) Private Limited' as a private limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated January 8, 1991, issued by the Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"). Our Company was subsequently converted into a public limited company pursuant to the Board resolution dated December 12, 1994 and special resolution passed by our Shareholders on January 12, 1995 and the name of our Company was changed to 'Safex Chemicals (India) Limited'. A fresh certificate of incorporation dated March 2, 1995 was accordingly issued by the RoC. For further details, see "History and Certain Corporate Matters – Brief History of our Company" on page 255.

**Registered and Corporate Office:** 4th & 5th Floor, Block-A, NDM-1, Netaji Subash Place, North West Delhi – 110 034, India

**Tel:** +91 11 6610 5000; **Website:** www.safexchemicals.com; **Contact person:** Manju Pathak Khulbe, Company Secretary and Compliance Officer; **E-mail:** cs@safexchemicals.com;

**Corporate Identity Number:** U72411DL1991PLC042652

## OUR PROMOTERS: NEERAJ KUMAR JINDAL, PIYUSH JINDAL, RAJESH KUMAR JINDAL AND SURINDER KUMAR CHAUDHARY

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH ("EQUITY SHARES") OF SAFEX CHEMICALS (INDIA) LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION, COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹4,500 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 35,734,818 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY THE SELLING SHAREHOLDERS, CONSISTING OF UP TO 1,151,088 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY SURINDER KUMAR CHAUDHARY, UP TO 748,198 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY RAJESH KUMAR JINDAL, UP TO 499,098 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY NEERAJ KUMAR JINDAL, UP TO 499,098 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY PIYUSH JINDAL (COLLECTIVELY, THE "PROMOTER SELLING SHAREHOLDERS"), UP TO 29,105.99% EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY SARCOLINE LIMITED, UP TO 1,088,234 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY ANCHOR PARTNERS, UP TO 605,770 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY SAGE INVESTMENT TRUST (COLLECTIVELY, THE "INVESTOR SELLING SHAREHOLDERS"), UP TO 100,000 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY RACHNA CHAUDHARY, UP TO 264,000 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY GARIMA CHAUDHARY, UP TO 125,900 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY KIRAN JINDAL, UP TO 250,000 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY ISHAN JINDAL, UP TO 250,000 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY VEENA JINDAL, UP TO 500,000 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY NIVEDITA JINDAL, UP TO 500,000 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY KARISHMA JINDAL AND UP TO 47,436 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY RAGHUNATHAN HARIHARAN ("COLLECTIVELY THE "OTHER SELLING SHAREHOLDERS") (THE PROMOTER SELLING SHAREHOLDERS, THE INVESTOR SELLING SHAREHOLDERS AND OTHER SELLING SHAREHOLDERS ARE COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS", SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES" AND SUCH "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER").

THIS OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹1 EACH, AGGREGATING TO ₹[●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A FURTHER ISSUE OF SPECIFIED SECURITIES FOR AN AMOUNT UP TO ₹900.00 MILLION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER, OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. THE PROCEEDS OF THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE ADJUSTED TOWARDS THE GENERAL CORPORATE PURPOSES PORTION OF THE OBJECTS OF THE OFFER, UNLESS AUDITOR CERTIFIED DISCLOSURES ARE MADE WITH REGARDS TO ITS UTILIZATION TOWARDS THE DISCLOSED SPECIFIC OBJECTS OF THE OFFER. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS. THE PRE-IPO PLACEMENT SHALL BE REPORTED TO THE STOCK EXCHANGE(S), WITHIN TWENTY-FOUR HOURS OF SUCH PRE-IPO TRANSACTIONS (IN PART OR IN ENTIRETY). THE FACE VALUE OF EQUITY SHARES IS ₹1 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER (HINDI ALSO BEING THE REGIONAL LANGUAGE OF DELHI, 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 may, in consultation with the BRLMs, 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 the Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Bank(s), as applicable.

This is an Offer in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 ("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 available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs"), and 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 at least one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation 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 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 Non-institutional Bidders ("NIBs") out of which (a) one-third of such portion shall be reserved for Bidders with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-third of such portion shall be reserved for Bidders with application size of more than ₹1.00 million provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in other sub-category of the NIBs in accordance with SEBI ICDR Regulations and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders ("RIB") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. 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 (defined herein) 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" on page 494.

## RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹1 each. The Floor Price, Cap Price and Offer Price, determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Offer Price" on page 113, in accordance with the SEBI ICDR Regulations, 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 active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

## GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares 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 investors is invited to "Risk Factors" on page 31.

## ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, 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 of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus, to the extent such statements are solely in relation to such Selling Shareholder and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. No Selling Shareholder assumes responsibility for any other statement, disclosure or undertaking in this Draft Red Herring Prospectus, including, inter alia, any of the statements, disclosures or undertakings made or confirmed by or relating to our Company or our Company's business or any other person(s) or any other Selling Shareholders.

## LISTING

The Equity Shares to 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 [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be delivered 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" on page 548.

## BOOK RUNNING LEAD MANAGERS TO THE OFFER

## REGISTRAR TO THE OFFER

|                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
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| <b>Axis Capital Limited</b><br>1st Floor, Axis House<br>Pandurang Budhkar Marg, Worli<br>Mumbai 400 025<br>Maharashtra, India<br><b>Tel:</b> +91 22 4325 2183<br><b>E-mail:</b> safex.ipo@axiscap.in<br><b>Website:</b> www.axiscapital.co.in<br><b>Investor Grievance E-mail:</b> complaints@axiscap.in<br><b>Contact Person:</b> Harish Patel/Simran Gadh<br><b>SEBI Registration No:</b> INM000012029 | <b>JM Financial Limited</b><br>7th Floor, Cnergy<br>Appasaheb Marathe Marg, Prabhadevi<br>Mumbai 400 025<br>Maharashtra, India<br><b>Tel:</b> +91 22 6630 3030<br><b>E-mail:</b> safex.ipo@jmfml.com<br><b>Website:</b> www.jmfml.com<br><b>Investor Grievance E-mail:</b> grievance.ibd@jmfml.com<br><b>Contact Person:</b> Prachee Dhuri<br><b>SEBI Registration No.:</b> INM000010361 | <b>SBI Capital Markets Limited</b><br>1501, 15th Floor, A & B Wing<br>Parinee Crescenzo Building,<br>G Block, Bandra Kurla Complex, Bandra (East)<br>Mumbai 400 051<br>Maharashtra, India<br><b>Tel:</b> +91 22 4006 9807<br><b>E-mail:</b> safex.ipo@sbicaps.com<br><b>Website:</b> www.sbicaps.com<br><b>Investor Grievance E-mail:</b> investor.relations@sbicaps.com<br><b>Contact Person:</b> Kristina Dias/Manas Jain<br><b>SEBI Registration No.:</b> INM000003531 | <b>KFin Technologies Limited</b><br>Selenium, Tower B, Plot No. 31 and 32<br>Gachibowli, Financial District<br>Nanakramguda, Serilingampally<br>Hyderabad 500 032<br>Telangana, India<br><b>Tel:</b> +91 40 6716 2222/18003094001<br><b>E-mail:</b> safex.ipo@kfintech.com<br><b>Website:</b> www.kfintech.com<br><b>Investor Grievance E-mail:</b> einward.ris@kfintech.com<br><b>Contact Person:</b> M. Murali Krishna<br><b>SEBI Registration No.:</b> INR000000221 |

## BID/ OFFER PERIOD

|                                     |                    |
|-------------------------------------|--------------------|
| <b>ANCHOR INVESTOR OFFER PERIOD</b> |                    |
| <b>BID/ OFFER OPENS ON</b>          | [●] <sup>(1)</sup> |
| <b>BID/ OFFER CLOSES ON</b>         | [●] <sup>(2)</sup> |

<sup>(1)</sup> 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.

<sup>(2)</sup> Our Company and, 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.

\* 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 meanings as provided below. References to any legislation, act, regulation, rules, guidelines, circulars, notifications, directions, clarifications or policies or articles of association or memorandum of association shall be to such legislation, act, regulation, rules, guidelines, circulars, notifications, directions, clarifications or policies or articles of association or memorandum of association 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 that provision.*

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

*Notwithstanding the foregoing, the terms used in “Objects of the Offer”, “Basis for Offer Price”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies”, “History and Certain Corporate Matters”, “Restated Consolidated Financial Information”, “Financial Indebtedness”, “Outstanding Litigation and Material Developments”, “Other Regulatory and Statutory Disclosures” and “Description of Equity Shares and Terms of Articles of Association” on pages 102, 113, 126, 151, 245, 255, 300, 442, 445, 467 and 517, respectively, shall have the meanings ascribed to them in the relevant section.*

#### General terms

| Term                           | Description                                                                                                                                                                                                                                 |
|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “our Company” or “the Company” | Safex Chemicals (India) Limited, a public limited company incorporated under the Companies Act, 1956, having its Registered and Corporate Office at 4th & 5th Floor, Block-A, NDM-1, Netaji Subash Place, North West Delhi – 110 034, India |
| “we”, “us” or “our”            | Unless the context otherwise indicates or implies, refers to our Company, together with our Subsidiaries, on a consolidated basis                                                                                                           |

#### Company related terms

| Term                                             | Description                                                                                                                                                                                |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Articles of Association” or “AoA” or “Articles” | Articles of association of our Company, as amended from time to time                                                                                                                       |
| Audit Committee                                  | The audit committee of our Board, as described in “Our Management – Committees of our Board – Audit Committee” on page 282                                                                 |
| “Auditors” or “Statutory Auditors”               | Walker Chandiok & Co LLP, Chartered Accountants, the independent statutory auditors of our Company                                                                                         |
| “Board” or “Board of Directors”                  | Board of directors of our Company, as constituted from time to time or any duly constituted committee thereof as described in “Our Management – Our Board” on page 274                     |
| Bharuch Facility                                 | Manufacturing facility of our Company situated at Plot No. 4 & 5 GIDC Estate, Bharuch – 392 015, Gujarat                                                                                   |
| Chairman                                         | The chairman of the Board, namely Surinder Kumar Chaudhary                                                                                                                                 |
| “Chief Financial Officer” or “CFO”               | Chief financial officer of our Company, namely, Piyush Jindal, as described in “Our Management - Key Managerial Personnel” on page 292                                                     |
| Committee(s)                                     | Duly constituted committee(s) of our Board. For details, see “Our Management - Committees of our Board” on page 282                                                                        |
| Company Secretary and Compliance Officer         | Company secretary and compliance officer of our Company, being Manju Pathak Khulbe. For details with respect to her profile, see “Our Management – Key Managerial Personnel” on page 292   |
| Corporate Social Responsibility Committee        | The corporate social responsibility committee of our Board, as described in “Our Management – Committees of the Board – Corporate Social Responsibility Committee” on page 286             |
| Director(s)                                      | The directors on our Board, as appointed from time to time. For details, see “Our Management – Our Board” on page 274                                                                      |
| Equity Share(s)                                  | Equity shares of our Company having face value of ₹1 each                                                                                                                                  |
| Executive Director(s)                            | Executive directors on our Board namely Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal, as disclosed in “Our Management” on page 274                 |
| “Family Settlement Agreement” or “FSA”           | Memorandum of family arrangement dated June 30, 2025 entered into by and amongst Surinder Kumar Chaudhary, Rachna Chaudhary, Garima Chaudhary, Sahil Chaudhary and Mehak Chaudhary; Rajesh |

| Term                                  | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                       | Kumar Jindal, Ishan Jindal, Kiran Jindal and Mishika Jindal; Veena Jindal, Neeraj Kumar Jindal and Nivedita Jindal; Piyush Jindal and Karishma Jindal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| “Frost & Sullivan” or “F&S”           | Frost & Sullivan (India) Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| “F & S Report” or “Industry Report”   | Industry report titled ‘Industry report on Global and Indian Agrochemicals Industry for Safex Chemicals’ dated July 2, 2025 issued by Frost & Sullivan. The F & S Report has been exclusively commissioned and paid for by our Company in connection with the Offer pursuant to an engagement letter dated December 13, 2024 entered into with F&S. The Industry Report will be available on the website of our Company at <a href="http://www.safexchemicals.com/investorrelations">www.safexchemicals.com/investorrelations</a> from the date of this Draft Red Herring Prospectus till the Bid/Offer Closing Date                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Group Company(ies)                    | Group company of our Company in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations. For details, see “ <i>Our Group Company</i> ” on page 465                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Independent Chartered Accountant      | P N A M & Co. LLP, Chartered Accountants having a firm registration number as 001092N/N500395                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Independent Chartered Engineer        | S. K. Jain, an independent chartered engineer having membership registration number A.M.74946/2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Independent Director(s)               | Independent directors on our Board appointed as per the Companies Act and the SEBI Listing Regulations, namely Prem Chand, Yogesh Kapur, Savan Rashmikant Godiawala, Bipinchandra Solanki and Manisha Raghunath Kadagathur, as disclosed in “ <i>Our Management</i> ” on page 274                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| IPO Committee                         | The IPO committee of our Board, comprising Piyush Jindal, Raghav Ramdev and Yogesh Kapur                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Joint Managing Director               | The joint managing director of our Company, namely Piyush Jindal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Kathlal Facility                      | The facility of our subsidiary, Shogun Lifesciences Private Limited, located at Survey No. 717/3 and 717/4, Mouje, Village Kathlal, Taluka Kathlal in the Registration District Kheda, Sub-District Kathlal - 387 630, Gujarat                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Kathua Facility                       | The facility of our subsidiary, JayCee Lifesciences located, at Plot No.29-32, Industrial Estate, IID Centre, SICOP Govindsar, Kathua – 184 102, J & K                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Keshwana Facility                     | The facility of our Company, located at Plot No. SP-14, Industrial Area Keshwana, at Unit Office Neemrana, Kotputli District, Jaipur, Rajasthan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| “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 and as disclosed in “ <i>Our Management – Key Managerial Personnel</i> ” on page 292                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Managing Director                     | The managing director of our Company, namely Neeraj Kumar Jindal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Materiality Policy                    | Collectively, the policies adopted by our Board pursuant to its resolutions each dated June 28, 2025 for identification of material (a) outstanding litigation proceedings of our Company, our Promoters, our Directors, Subsidiaries, Key Managerial Personnel and Senior Management; (b) group companies; and (c) outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI ICDR Regulations, for the purposes of disclosure in this Draft Red Herring Prospectus                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Material Subsidiary(ies)              | <p>For the purposes of disclosure of preparation of statement of possible special tax benefits, Briar Chemicals Limited, Safex Holdings UK Limited, Indo Swiss Chemicals Limited, Smith N Smith Chemicals Limited, JayCee Lifesciences and Shogun Organics Limited are considered as material subsidiaries, determined as per Regulation 16(1)(c) of the SEBI Listing Regulations, in compliance with Paragraph 9(M) of Schedule VI of the SEBI ICDR Regulations. For further details, see “<i>Statement of Possible Special Tax Benefits</i>” on page 126.</p> <p>Further, for the purposes of disclosure of financial statements on our Company’s website, Briar Chemicals Limited, Safex Holdings UK Limited, Indo Swiss Chemicals Limited, Smith N Smith Chemicals Limited, JayCee Lifesciences, Shogun Organics Limited, Him Bio Agro, and Shogun Lifesciences Private Limited for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, are considered as material subsidiaries, determined in accordance with paragraph 11, I(A)(ii)(b) of Schedule VI of the SEBI ICDR Regulations. For further details, see “<i>Other Financial Information</i>” on page 407.</p> <p>Furthermore, for the purposes of appointment of an independent director on the board of our subsidiaries, Briar Chemicals Limited and Safex Holdings UK Limited, are considered as material subsidiaries, determined in accordance with Regulation 24 of the SEBI Listing Regulations</p> |
| “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 “ <i>Our Management – Committees of our Board – Nomination and Remuneration Committee</i> ” on page 284                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Nominee Director                      | The nominee director of our Company, namely Raghav Ramdev. For further details of our nominee director, see “ <i>Our Management</i> ” on page 277                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Non-Executive Director(s)             | The non-executive directors of our Company, namely, Raghav Ramdev, Prem Chand, Yogesh Kapur, Savan Rashmikant Godiawala, Bipinchandra Solanki and Manisha Raghunath Kadagathur, as disclosed in “ <i>Our Management</i> ” on page 274                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Norwich Facility                      | The facility of our Subsidiary, Briar Chemicals Limited, located at Sweet Briar Road, Hellesdon, Norwich NR6 5AP (NK20671, NK79650, NK136076)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Promoters                             | Collectively, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

| Term                                               | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Promoter Group                                     | The individuals and the entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in “ <i>Our Promoters and Promoter Group – Promoter Group</i> ” on page 297                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Pune Facility                                      | The facility of our Subsidiary, Shogun Organics Limited, located at Plot No. D-18, Kurkumbh Industrial Area, Kurkumbh, Daund District, Pune – 413 802, Maharashtra                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Registered and Corporate Office                    | Registered and corporate office of our Company located at 4th & 5th Floor, Block-A, NDM-1, Netaji Subash Place, North West, Delhi – 110 034, India                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| “Registrar of Companies” or “RoC”                  | Registrar of Companies, Delhi and Haryana at New Delhi                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| “Restated Consolidated Financial Information”      | Restated consolidated financial information of our Company and our Subsidiaries, comprising the restated consolidated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the restated consolidated statement 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 March 31, 2025, March 31, 2024 and March 31, 2023, the notes to the restated consolidated financial information, including material accounting policies, and other explanatory information, prepared in accordance with Ind AS and as per requirement of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, as amended 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 “ <i>Our Management – Committees of our Board – Risk Management Committee</i> ” on page 285                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| “Senior Management Personnel” or “SMP”             | Senior management personnel of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in “ <i>Our Management – Senior Management Personnel</i> ” on page 292                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| SHA Investors                                      | Investors in terms of the SHA i.e. Sarcoline Limited, Anchor Partners, Sage Investment Trust and Raghunathan Hariharan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| “SHA” or “Shareholders’ Agreement”                 | Shareholders’ agreement dated March 1, 2021, entered into by and amongst the Company, Sarcoline Limited, Anchor Partners, Sage Investment Trust and Raghunathan Hariharan, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, Piyush Jindal, Veena Jindal, Sahil Chaudhary, Ishan Jindal, Garima Chaudhary, Rachna Chaudhary, Mehak Chaudhary, Kiran Jindal, Karishma Jindal, Nivedita Jindal, Vidhi Chand Mittal, Ashish Aggarwal, AKB Family Office LLP, Parul Bansal, Bharat Bhushan Jindal, Sangita Aggarwal, Bodhi Tree Corporate Advisors LLP, Pooja Bansal, Krishan Kumar Jindal, Sanjiv Gupta, Hanish Kumar Gupta, Kiran Aggarwal, Abhay Kumar Gupta, Himanshu Singhal, Manju Pathak Khulbe, Rajni Bansal, Ashok Gaimdal Surana, Sanket Agarwal, Dr. S R Gautam, Sima Agarwal, Shweta Aggarwal, Vinod Kumar Garg, Shashikant Rathi, Mithlesh Singh, Sanjeev Mittal, Raunak Gupta, Priyanka Gupta, Giriraj Gupta, Anil Agarwal, Nakul Agarwal, Varinder Kaur, Nirmala Gupta, Rubina Arora, Kamlesh Kumar Gupta, Dinesh Gupta, Pragati Ryali Gupta, Sanyogita Chauhan and Mishika Jindal, read with deeds of adherence dated August 9, 2021, October 31, 2022, March 17, 2025 and May 17, 2025 and amended by the SHA Amendment Agreement |
| SHA Amendment Agreement                            | Amendment agreement dated June 24, 2025 to the SHA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Shareholder(s)                                     | Equity shareholder(s) of our Company from time to time                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Stakeholders Relationship Committee                | The stakeholders’ relationship committee of our Board, as described in “ <i>Our Management – Committees of our Board – Stakeholders Relationship Committee</i> ” on page 285                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| “Subsidiary” or “our Subsidiary” or “Subsidiaries” | The subsidiaries of our Company namely, Indo Swiss Chemicals Limited, Smith N Smith Chemicals Limited, Shogun Organics Limited, Shogun Lifesciences Private Limited, Agcare Technologies Private Limited, Safex Chemicals Australia Pty Ltd, Safex Holdings UK Limited, Safex Foundation, JayCee Lifesciences, Him Bio Agro and Briar Chemicals Limited as disclosed in “ <i>History and Certain Corporate Matters – Our Subsidiary, associates and joint ventures – Our Subsidiaries</i> ” on page 262                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Udhampur Facility                                  | The facility of our Company, located at Plot No. 22, SICOP Industrial Complex, Udhampur, Jammu and Kashmir                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Una Facility                                       | The facility of our Subsidiary, Him Bio Agro, located at Bela Bathri, Tehsil Haroli, District Una, Himachal Pradesh – 174 301                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Vice Chairman                                      | The vice chairman of our Company, namely Rajesh Kumar Jindal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Whole-time Director(s)                             | The whole-time directors of our Company, namely Surinder Kumar Chaudhary and Rajesh Kumar Jindal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

## 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(ies) 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 offered pursuant to the Fresh Issue and transfer of Offered Shares pursuant to the Offer for Sale, in each case to successful Bidders |

| Term                                                                  | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
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| 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(s)                                                           | A successful Bidder to whom the Equity Shares are Allotted                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Anchor Investor(s)                                                    | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100.00 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 which will be considered as an application for Allotment in terms of the Red Herring Prospectus and 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.<br><br>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 two Working Days after the Bid/ Offer Closing Date                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Anchor Investor Portion                                               | Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.<br><br>One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| “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 a 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 Bidders                                                          | 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” on page 494                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 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                                                            | 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.<br><br>Eligible Employees applying in the Employee Reservation Portion can apply at the Cut Off Price and the Bid amount shall be Cap Price, multiplied by the number of Equity Shares Bid for such Eligible Employee and mentioned in the Bid cum Application Form.<br><br>The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. 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 ₹0.20 million, subject to the |

| Term                                         | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
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|                                              | maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. An Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Bid cum Application Form                     | Anchor Investor Application Form or the ASBA Form, as the context requires                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Bid Lot                                      | [●] Equity Shares of face value of ₹1 each and in multiples of [●] Equity Shares of face value of ₹1 each thereafter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Bid/Offer Closing Date                       | <p>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 all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of Delhi, where our Registered and Corporate Office is located), each with wide circulation.</p> <p>Our Company, 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.</p> <p>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), and 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</p> |
| 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 all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of Delhi, where our Registered and Corporate Office is located), each with wide circulation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Bid/ Offer Period                            | <p>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 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.</p> <p>Our Company, in consultation with the Book Running Lead Managers, 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</p>                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| “Bidder(s)” or “Applicant(s)”                | Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and an 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, Axis Capital Limited, JM Financial Limited and SBI Capital Markets Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Broker Centres                               | <p>Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker.</p> <p>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)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 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 shall not be more than 120% of the Floor Price                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Cash Escrow and Sponsor Bank(s) Agreement    | The cash escrow and sponsor bank(s) 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, <i>inter alia</i> , 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 circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| “Confirmation of Allocation Note” or “CAN”   | The 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 Bid/ Offer Period                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |



| Term                                     | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
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| Cut-off Price                            | <p>The Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band.</p> <p>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</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Demographic Details                      | The details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details, PAN and UPI ID, wherever applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Designated Branches                      | Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> or at such other website as may be prescribed by SEBI from time to time                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Designated CDP Locations                 | <p>Such locations of the CDPs where ASBA Bidders can submit the ASBA Forms.</p> <p>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 (<a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a>), as updated from time to time</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Designated Intermediary(ies)             | <p>Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer.</p> <p>In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion, Eligible Employees bidding in the Employee Reservation Portion and HNIs bidding with an application size of up to ₹0.50 million (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.</p> <p>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 using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs.</p> <p>In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and NIBs (not using UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 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 ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ), as updated from time to time                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Designated Stock Exchange                | ●                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| "Draft Red Herring Prospectus" or "DRHP" | This draft red herring prospectus dated July 3, 2025 filed with SEBI and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Eligible Employees                       | <p>Permanent employees, working in India or outside India (excluding such employees who are not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), of our Company or any of our Subsidiaries 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 any of our Subsidiaries until the submission of the ASBA Form; or 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 the filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the date of submission of the Bid cum Application Form, but not including (i) Promoters; (ii) persons belonging to the Promoter Group; (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.</p> <p>The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. 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 ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million</p> |
| 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

| Term                                    | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
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|                                         | whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to 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 purchase the Equity Shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Employee Reservation Portion            | The portion of the Offer being up to [●] Equity Shares of face value ₹1 each, aggregating ₹[●] which shall not exceed [●]% of the post-Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 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, as amended 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Fresh Issue                             | <p>Fresh issue of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹ 4,500 million by our Company</p> <p>Our Company, in consultation with the Book Running Lead Managers may consider a further issue of specified securities for an amount up to ₹900.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. The proceeds of the Pre-IPO Placement, if undertaken, will be adjusted towards the general corporate purposes portion of the Objects of the Offer, unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific Objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Pre-IPO Placement shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).</p> |
| 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 suitably modified and updated pursuant to, among others, the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Gross Proceeds                          | Gross proceeds of the Fresh Issue that will be available to our Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Investor Selling Shareholder(s)         | Sarcoline Limited, Anchor Partners and Sage Investment Trust                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| JM Financial                            | JM Financial Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Materiality Policy                      | The policy adopted by our Board in its meetings dated [●] for determining identification of Group Company, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Monitoring Agency                       | [●], being a credit rating agency registered with SEBI                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Monitoring Agency Agreement             | The agreement dated [●] to be entered into between our Company and the Monitoring Agency, prior to filing the Red Herring Prospectus                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Mutual Fund Portion                     | Up to 5% of the Net QIB Portion, or [●] Equity Shares of face value of ₹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 the Employee Reservation Portion                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Net Proceeds                            | Proceeds of the Offer, i.e., gross proceeds of the Fresh Issue less the Offer related expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see “Objects of the Offer” on page 102                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Net QIB Portion                         | The QIB Portion less the number of Equity Shares of face value of ₹1 each allocated to the Anchor Investors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

| Term                                  | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Non-Institutional Bidders” or “NIBs” | All Bidders that are not QIBs, RIBs or Eligible Employees in the Employee Reservation Portion who have Bid for Equity Shares for an amount of more than ₹0.20 million (but not including NRIs other than Eligible NRIs)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Non-Institutional Portion             | <p>The portion of the Net Offer being not less than 15% of the Net Offer comprising [●] Equity Shares of face value of ₹1 each which shall be available for allocation to NIBs, subject to valid Bids being received at or above the Offer Price, in the following manner:</p> <p>(a) one-third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹0.20 million and up to ₹1.00 million; and</p> <p>(b) two third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹1.00 million.</p> <p>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</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| “Non-Resident Indians” or “NRI(s)”    | Person resident outside India, as defined under FEMA, and includes a non-resident Indian, FVCIs and FPIs                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Offer                                 | <p>The initial public offer of up to [●] Equity Shares of face value of ₹1 each for cash consideration at a price of ₹[●] each, aggregating up to ₹[●] million, comprising of a Fresh Issue and an Offer for Sale, comprising Net Offer and Employee Reservation Portion.</p> <p>Our Company, in consultation with the Book Running Lead Managers may consider a further issue of specified securities for an amount up to ₹900.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. The proceeds of the Pre-IPO Placement, if undertaken, will be adjusted towards the general corporate purposes portion of the Objects of the Offer, unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific Objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Pre-IPO Placement shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).</p> |
| Offer Agreement                       | The offer agreement dated July 3, 2025 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Offer for Sale                        | The offer for sale of up to 35,734,818 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million being offered for sale by the Selling Shareholders                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Offer Price                           | <p>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.</p> <p>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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Offer Proceeds                        | The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale (net of their respective portion of Offer-related expenses and relevant taxes thereon) which shall be available to each of the Selling Shareholders in proportion to the respective portion of Offered Shares of each such Selling Shareholder. For further information about use of the Offer Proceeds, see “Objects of the Offer” on page 102                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Offered Shares                        | An aggregate of up to 35,734,818 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million being offered for sale by the Selling Shareholders in the Offer for Sale                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Other Selling Shareholder(s)          | Rachna Chaudhary, Garima Chaudhary, Kiran Jindal, Ishan Jindal, Veena Jindal, Nivedita Jindal, Karishma Jindal, and Raghunathan Hariharan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Pre-IPO Placement                     | Our Company, in consultation with the Book Running Lead Managers may consider a further issue of specified securities for an amount up to ₹900.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. The proceeds of the Pre-IPO                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

| Term                                                          | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|---------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                               | Placement, if undertaken, will be adjusted towards the general corporate purposes portion of the Objects of the Offer, unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific Objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Pre-IPO Placement shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).                                                                                                                                                                                                                         |
| Price Band                                                    | <p>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.</p> <p>The Price Band 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, all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of Delhi, 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</p> |
| Pricing Date                                                  | The date on which our Company, in consultation with the BRLMs will finalise the Offer Price                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Promoter Selling Shareholder(s)                               | Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Prospectus                                                    | The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Public Offer Account(s)                                       | The ‘no-lien’ and ‘non-interest bearing’ account(s) to be opened with the Public Offer Account Bank(s), 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 Net 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 which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors)                                                                                                                                                                                                                                                                                                                                             |
| “Qualified Institutional Buyers” 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)                                             | Account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Refund Bank(s)                                                | The 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 and Sub-Brokers) Regulations, 1992, 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 SEBI ICDR Master Circular and circular no. CIR/ CFD/ 14/ 2012 dated October 4, 2012 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), issued by SEBI and the UPI Circulars                                                                                                                                                                                                                                                                                                                                |
| Registrar Agreement                                           | The registrar agreement dated July 3, 2025 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 read with SEBI ICDR 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”                       | KFin Technologies Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Resident Indian                                               | A person resident in India, as defined under FEMA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| “Retail Individual Bidder(s)” or “RIB(s)”                     | Individual Bidders, whose Bid Amount for the Equity Shares is not more than ₹0.20 million in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs), and does not include NRIs other than Eligible NRIs                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Retail Portion                                                | The portion of the Net Offer being not less than 35% of the Net Offer consisting of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million, which shall be available for allocation to RIBs 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                                                                                                                                                                                                                                                                                                                                                                                                                               |

| Term                                            | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
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| Revision Form                                   | <p>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.</p> <p>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. 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 the Bid/ Offer Closing Date</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| SBI                                             | SBI Capital Markets Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| SCORES                                          | SEBI complaints redress system, a centralized web-based complaints redressal system launched by SEBI                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| “Self-Certified Syndicate Bank(s)” or “SCSB(s)” | <p>The banks registered with SEBI, which offer the facility of ASBA services:</p> <p>(i) in relation to ASBA (other than through UPI Mechanism), where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>, as applicable and updated from time to time and at such other websites as may be prescribed by SEBI from time to time; and</p> <p>(ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as may be prescribed by SEBI and updated from time to time.</p> <p>In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>) 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 <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> as updated from time to time.</p> <p>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 applications, which, are live for applying in public issues using UPI Mechanism as provided as ‘Annexure A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time</p> |
| Selling Shareholder(s)                          | Collectively, Promoter Selling Shareholders, Investor Selling Shareholders and Other Selling Shareholder                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Share Escrow Agent                              | Share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Share Escrow Agreement                          | The share escrow 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 ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Sponsor Banks                                   | [●] and [●], being Bankers 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 syndicate 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)                             | Merchant bankers or stockbrokers (other than the BRLMs) registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Underwriters                                    | [●]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Underwriting Agreement                          | The underwriting agreement to be entered into amongst our Company, the Selling Shareholders and the Underwriters on or after the Pricing Date but prior to filing of the Prospectus with the RoC, as applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| UPI                                             | Unified payments interface, which is an instant payment mechanism, developed by NPCI                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

| Term                                        | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| UPI Bidder(s)                               | Collectively, individual Bidders applying as (i) RIBs in the Retail Portion; (ii) Eligible Employee Bidding in Employee Reservation Portion; and (iii) NIBs with an application size of up to ₹0.50 million 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.<br><br>Pursuant to SEBI ICDR Master Circular, all individual Bidders applying in public issues where the application amount is up to ₹0.50 million shall use the UPI Mechanism 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/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, (to the extent that these circulars are not rescinded by the SEBI ICDR Master Circular and SEBI RTA Master Circular), SEBI RTA Master Circular (to the extent that it pertains to the UPI Mechanism), SEBI ICDR Master Circular and the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard |
| UPI ID                                      | ID created on the UPI for single-window mobile payment system developed by the NPCI                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| UPI Mandate Request                         | A request (intimating the UPI Bidders by way of a notification on the UPI 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 equivalent to Bid Amount and subsequent debit of funds in case of Allotment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| UPI Mechanism                               | The bidding mechanism that may be used by an 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” or “Fraudulent Borrower” | Wilful defaulter or fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Working Day                                 | All days on which commercial banks in Mumbai 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 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  | Definition                                           |
|-------|------------------------------------------------------|
| BCA   | Biological control agents                            |
| CAGR  | Compound annual growth rate                          |
| CDMO  | Contract development and manufacturing               |
| CGU   | Cash generating unit                                 |
| CHP   | Combined heat and power                              |
| CIBRC | Central Insecticide Board and Registration Committee |
| DCS   | Distributed control system                           |
| DSR   | Direct seeded rice                                   |
| EC    | Emulsifiable concentrates                            |
| GDP   | Gross domestic products                              |
| GGPV  | Global gross production value                        |
| GM    | Genetically modified                                 |
| GPV   | Gross production value                               |
| GVA   | Gross value added                                    |
| HHP   | Highly hazardous pesticides                          |
| IPM   | Integrated pest management                           |
| IVM   | Integrated vegetation management                     |
| LIBOR | London Interbank Offered Rate                        |

| Term         | Definition                                                                                                          |
|--------------|---------------------------------------------------------------------------------------------------------------------|
| MIBOR        | Mumbai Interbank Outright Rate                                                                                      |
| MRL          | Minimum resistance level                                                                                            |
| NVBDCP       | National Vector Borne Disease Control Program                                                                       |
| OD           | Oil dispersion                                                                                                      |
| PCPIR        | Petroleum, Chemicals & Petrochemicals Investment Regions                                                            |
| PGR          | Plant growth regulators                                                                                             |
| PHI          | Pre-harvest interval                                                                                                |
| Renofluthrin | Pyrethroid-based active ingredient formulated to provide prolonged mosquito protection with reduced toxicity levels |
| SC           | Suspension concentrate                                                                                              |
| SEZ          | Special economic zone                                                                                               |
| SONIA        | Sterling Overnight Index Average                                                                                    |
| WG           | Water dispersible granule                                                                                           |

### Conventional and general terms or abbreviations

| Term                                                  | Description                                                                                                                                                              |
|-------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “₹” or “Rs.” Or “Rupees” or “INR”                     | Indian rupees                                                                                                                                                            |
| AIFs                                                  | Alternative investments funds, as defined in, and registered under the SEBI AIF Regulations                                                                              |
| AGM                                                   | Annual general meeting                                                                                                                                                   |
| API                                                   | Application programming interface                                                                                                                                        |
| BSE                                                   | BSE Limited                                                                                                                                                              |
| CAGR                                                  | Compound annual growth rate                                                                                                                                              |
| 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                                                                     |
| 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” 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 |
| CPC                                                   | The Code of Civil Procedure, 1908                                                                                                                                        |
| CrPC                                                  | Code of Criminal Procedure, 1973                                                                                                                                         |
| 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                                                                                                                                            |
| Electricity Act                                       | Indian Electricity Act, 2003                                                                                                                                             |
| EPS                                                   | Earnings per equity share                                                                                                                                                |
| Factories Act                                         | Factories Act, 1948                                                                                                                                                      |
| FCNR                                                  | Foreign currency non-resident                                                                                                                                            |
| 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                                                                                                    |
| 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(s)                                                | Hindu undivided family                                                                                                                                                   |
| ICAI                                                  | The Institute of Chartered Accountants of India                                                                                                                          |
| IFRS                                                  | International Financial Reporting Standards, as issued by the International Accounting Standards Board                                                                   |



| Term                                      | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Income Tax Act                            | The Income-tax Act, 1961                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| “Ind AS” or “Indian Accounting Standards” | Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, and other relevant provisions of the Companies Act, 2013                                                                                                                                                                                                                                                         |
| Ind AS 24                                 | Indian Accounting Standard 24- Related Party Disclosures                                                                                                                                                                                                                                                                                                                                                                                                          |
| Ind AS 34                                 | Indian Accounting Standard 34 – Interim Financial reporting                                                                                                                                                                                                                                                                                                                                                                                                       |
| Ind AS 37                                 | Indian Accounting Standard 37- Provisions, Contingent Liabilities and Contingent Assets                                                                                                                                                                                                                                                                                                                                                                           |
| India                                     | Republic of India                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| “Indian GAAP” or “IGAAP”                  | Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Accounts) Rules, 2014, as amended and Companies (Accounting Standards) Amendment Rules, 2016, as amended                                                                                                                                                                                                                                                   |
| Insecticides Act                          | The Insecticides Act, 1968                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Insecticides Rules                        | Insecticides Rules, 1971                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| IPO                                       | Initial public offering                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| IRDAI                                     | Insurance Regulatory and Development Authority of India                                                                                                                                                                                                                                                                                                                                                                                                           |
| IST                                       | Indian Standard Time                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| IT                                        | Information technology                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| IT Act                                    | The Information Technology Act, 2000                                                                                                                                                                                                                                                                                                                                                                                                                              |
| KYC                                       | Know your customer                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| LLP                                       | Limited liability partnership                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| MCA                                       | Ministry of Corporate Affairs, Government of India                                                                                                                                                                                                                                                                                                                                                                                                                |
| Metrology Act                             | Legal Metrology Act, 2009                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| MSMEs                                     | Micro, small and medium enterprises                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Mutual Fund(s)                            | Mutual Fund(s) means mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996                                                                                                                                                                                                                                                                                                                                                                      |
| “N/A” or “NA” or “N.A.”                   | Not applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| NACH                                      | National automated clearing house                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| “NAV” or “Net Asset Value”                | Net asset value                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| NBFC                                      | Non-banking financial companies                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| NEFT                                      | National electronic fund transfer                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| NI Act                                    | Negotiable Instruments Act, 1881, as amended                                                                                                                                                                                                                                                                                                                                                                                                                      |
| NPCI                                      | National Payments Corporation of India                                                                                                                                                                                                                                                                                                                                                                                                                            |
| NRE                                       | Non- resident external                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| NRI                                       | A non-resident Indian as defined under the FEMA NDI Rules                                                                                                                                                                                                                                                                                                                                                                                                         |
| 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 |
| OCI                                       | Overseas citizen of India                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| p.a.                                      | Per annum                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| PAN                                       | Permanent account number                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Petroleum Rules                           | Petroleum Rules, 2002                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| PBT                                       | Profit before tax                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| RBI                                       | Reserve Bank of India                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| RBI Act                                   | The Reserve Bank of India Act, 1934, as amended                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Regulation S                              | Regulation S under the U.S. Securities Act                                                                                                                                                                                                                                                                                                                                                                                                                        |
| RoCE                                      | Return on capital employed                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| ROU                                       | Right of use                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| RTGS                                      | Real time gross settlement                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| SCRA                                      | Securities Contracts (Regulation) Act, 1956                                                                                                                                                                                                                                                                                                                                                                                                                       |
| SCR                                       | Securities Contracts (Regulation) Rules, 1957                                                                                                                                                                                                                                                                                                                                                                                                                     |
| SEBI                                      | Securities and Exchange Board of India constituted under the SEBI Act                                                                                                                                                                                                                                                                                                                                                                                             |
| SEBI Act                                  | Securities and Exchange Board of India Act, 1992                                                                                                                                                                                                                                                                                                                                                                                                                  |
| SEBI AIF Regulations                      | Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012                                                                                                                                                                                                                                                                                                                                                                           |
| SEBI BTI Regulations                      | Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994                                                                                                                                                                                                                                                                                                                                                                                    |
| SEBI FPI Regulations                      | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019                                                                                                                                                                                                                                                                                                                                                                            |
| SEBI FVCI Regulations                     | Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000                                                                                                                                                                                                                                                                                                                                                                      |
| SEBI ICDR Master Circular                 | SEBI master circular bearing number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024                                                                                                                                                                                                                                                                                                                                                                     |
| SEBI ICDR Regulations                     | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018                                                                                                                                                                                                                                                                                                                                                           |
| SEBI Listing Regulations                  | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015                                                                                                                                                                                                                                                                                                                                                        |

| <b>Term</b>                                   | <b>Description</b>                                                                                                                                                    |
|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SEBI Merchant Bankers Regulations             | Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992                                                                                           |
| SEBI RTA Master Circular                      | SEBI master circular bearing number SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025                                                                         |
| SEBI SBEB & SE Regulations                    | Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021                                                             |
| SEBI T+3 Circular                             | SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023                                                                                     |
| 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                                      |
| SME                                           | Small and medium enterprises                                                                                                                                          |
| Stamp Act                                     | The Indian Stamp Act, 1899                                                                                                                                            |
| State Government                              | The government of a state in India                                                                                                                                    |
| Stock Exchanges                               | BSE and NSE                                                                                                                                                           |
| STT                                           | Securities transaction tax                                                                                                                                            |
| “Systemically Important NBFC(s)” or “NBFC-SI” | Systemically important non-banking financial company(ies) as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations                                          |
| TAN                                           | Tax deduction account number                                                                                                                                          |
| The Patents Act                               | The Patents Act, 1970                                                                                                                                                 |
| Total Borrowings                              | Total Borrowings is the aggregate of current and non-current borrowings as per the restated consolidated financial information as at end of the relevant period/ year |
| Total Income                                  | Total Income represents the total income for the relevant period/ year as per restated consolidated financial information                                             |
| “U.K.” or “UK”                                | United Kingdom                                                                                                                                                        |
| “U.S.” or “USA” or “United States”            | United States of America including its territories and possessions, any State of the United States, and the District of Columbia                                      |
| U.S. GAAP                                     | Generally Accepted Accounting Principles in the United States                                                                                                         |
| U.S. SEC                                      | Securities and Exchange Commission of the United States of America                                                                                                    |
| U.S. Securities Act                           | U.S. Securities Act of 1933, as amended                                                                                                                               |
| “USD” or “US\$”                               | United States Dollars                                                                                                                                                 |
| VCFs                                          | Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations                                                                       |
| “Year” or “calendar year”                     | Unless the context otherwise requires, shall mean the 12 months period ending December 31                                                                             |

### Key Performance Indicators

| <b>Key metrics</b>                              | <b>Definition</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| % Revenue from Branded Formulation              | Revenue from operations from branded formulation divided by Revenue from Operations for the relevant year.                                                                                                                                                                                                                                                                                                                                                                                                                               |
| % Revenue from CDMO                             | Revenue from operations from CDMO divided by Revenue from Operations for the relevant year.                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| % Revenue from Specialty Chemicals              | Revenue from operations from Specialty Chemicals divided by Revenue from Operations for the relevant year.                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Average revenue per active dealer               | Sales made to the branded formulation dealers divided by number of active dealers.                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| EBITDA                                          | Profit / (loss) for the year, plus total tax expense/(credit) for the year, finance costs and depreciation and amortization expenses, excluding other income and before any exceptional items.                                                                                                                                                                                                                                                                                                                                           |
| EBITDA Margin                                   | EBITDA divided by revenue from operations.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Gross Margin                                    | Gross profit divided by Revenue from Operations. Gross profit is calculated as net of Revenue from Operations minus cost of materials consumed, purchase of stock-in-trade and changes in inventories of finished goods, work-in-progress, stock-in-trade as appearing in the Restated Consolidated Financial Information for the relevant year.                                                                                                                                                                                         |
| Net Debt to Equity                              | Net debt divided by total equity. Total Equity will be as appearing in the Restated Consolidated Financial Information                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Net Fixed Assets Turnover Ratio                 | Revenue from operations for the year divided by average net property, plant and equipment, Capital work-in-progress & Right-of-use assets as appearing in the Restated Consolidated Financial Information                                                                                                                                                                                                                                                                                                                                |
| Net Working Capital Days                        | Inventory days plus trade receivable days minus trade payable days. Inventory days are calculated as average Inventory over the current period and previous period divided by revenue multiplied by 365 days. Trade receivable days are calculated as average Trade receivables over the current period and previous period divided by Revenue from operations multiplied by 365 days. Trade payable days are calculated as average Trade payable over the current period and previous period divided by revenue multiplied by 365 days. |
| Number of active dealers in branded formulation | The number of dealers with sales during the year for branded formulation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Number of new product launched                  | Number of new products launched for dealers in branded formulation business in the relevant year.                                                                                                                                                                                                                                                                                                                                                                                                                                        |

| Key metrics                                 | Definition                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|---------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Number of plants/manufacturing facilities   | The count of plants used for manufacturing / production by the Company (including its subsidiaries).                                                                                                                                                                                                                                                                                                                                                                                                       |
| PAT                                         | Profit / (loss) after taxes for the year as appearing in the Restated Consolidated Financial Information for the relevant year.                                                                                                                                                                                                                                                                                                                                                                            |
| PAT Margin                                  | PAT divided by Revenue from Operations.                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| PBT                                         | Profit before taxes and before any exceptional items for the year/ period as appearing in the Restated Consolidated Financial Information for the relevant year.                                                                                                                                                                                                                                                                                                                                           |
| Return on Capital Employed                  | Earnings before interest and tax (EBIT) divided by capital employed. EBIT is calculated as profit / (loss) for the year plus total tax expense / (credit) plus finance costs, less other income and exceptional items. Capital employed is calculated as the sum of tangible net worth (i.e. total assets excluding goodwill, other intangible assets and intangible assets under development reduced by total liabilities), non-current borrowings and current borrowings less deferred tax assets (net). |
| Return on Equity                            | Profit after tax from continuing operations divided by total equity for the relevant period.                                                                                                                                                                                                                                                                                                                                                                                                               |
| Revenue from Operations                     | The revenue from operations as appearing in the Restated Consolidated Financial Information for the relevant year.                                                                                                                                                                                                                                                                                                                                                                                         |
| Revenue from Operations (in India) (%)      | Revenue from operations (in India) divided by Revenue from Operations for the relevant year.                                                                                                                                                                                                                                                                                                                                                                                                               |
| Revenue from Operations (Outside India) (%) | Revenue from operations (outside India) divided by Revenue from Operations for the relevant year.                                                                                                                                                                                                                                                                                                                                                                                                          |

## OFFER DOCUMENT SUMMARY

The following is a general summary of certain disclosures and the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Consolidated Financial Information” and “Outstanding Litigation and Material Developments” on pages 31, 67, 83, 102, 151, 224, 295, 300 and 445, respectively.

### Summary of the primary business of our Company

We are a specialty chemicals company with a focus on agrochemicals, and a presence across the agrochemical value chain. We have a differentiated business model and we leverage internal synergies within our business verticals. We operate in three business verticals - branded formulation, specialty chemicals and contract development and manufacturing (“CDMO”) catering to the needs of farmers and global agrochemical companies. We have significantly grown our operations over the years both, organically and inorganically, evolving from a pure-play branded agrochemical formulation company to a specialty chemicals company, with internal synergies within our business verticals.

### Summary of the industry in which our Company operates

India’s specialty chemicals industry is valued at USD 89 billion in Fiscal 2024 is one of the most diversified globally, and the specialty chemicals segment represents a significant growth area. Encompassing 80,000 commercial products, the Indian chemical sector is highly diversified and provides a variety of raw materials for several key industries. Further, the Indian household insecticide market, which accounts to close to 7% of the global market has shown steady growth, with projections indicating a continued upward trend over the coming years. From a market size of approximately ₹46.29 billion in Fiscal 2021, the sector grew to ₹58.9 billion by Fiscal 2024. Additionally, the global agrochemicals CDMO market was valued at \$10 billion during CY2024 and is expected to reach \$15 billion during CY2030, growing with a CAGR of 7% during the forecast period (Source: F&S Report). For details, see “Industry Overview” on page 151.

### Our Promoters

Our Promoters are Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal. For further details, see “Our Promoters and Promoter Group” on page 295.

### Offer Size

The details of the Offer are set out below:

|                                                   |                                                                                        |
|---------------------------------------------------|----------------------------------------------------------------------------------------|
| <b>Offer<sup>(1)(2)(3)</sup></b>                  | Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million        |
| <b>of which:</b>                                  |                                                                                        |
| <b>(i) Fresh Issue<sup>(1)</sup></b>              | Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹ 4,500 million     |
| <b>(ii) Offer for Sale<sup>(2)</sup></b>          | Up to 35,734,818 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million |
| <b>The Offer comprises:</b>                       |                                                                                        |
| <b>Employee Reservation Portion<sup>(4)</sup></b> | Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million        |
| <b>Net Offer</b>                                  | Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million        |

<sup>(1)</sup> The Offer has been authorised by our Board pursuant to the resolutions passed at their meeting dated June 23, 2025 and the Fresh Issue has been authorised by our Shareholders pursuant to the special resolution passed at their extraordinary general meeting dated June 24, 2025.

<sup>(2)</sup> Our Board has taken on record the authorization for the Offer for Sale by each of the Selling Shareholders, severally and not jointly, to participate in the Offer for Sale, pursuant to its resolution dated July 3, 2025. For details on the authorisation and consent of each of the Selling Shareholders in relation to their respective portion of the Offered Shares, see “The Offer” and “Other Regulatory and Statutory Disclosures” on pages 67 and 467 respectively.

<sup>(3)</sup> Our Company, in consultation with the Book Running Lead Managers may consider a further issue of specified securities for an amount up to ₹900.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. The proceeds of the Pre-IPO Placement, if undertaken, will be adjusted towards the general corporate purposes portion of the Objects of the Offer, unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific Objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Pre-IPO Placement shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).

<sup>(4)</sup> The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. 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 ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹0.50 million), shall be added to the Net Offer. Further, an Eligible

Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits.

The Offer and Net Offer shall constitute [●]% and [●]% of the post Offer paid up Equity Share capital of our Company, respectively. For further details, see “The Offer” and “Offer Structure” on pages 67 and 490, respectively.

## Objects of the Offer

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

(in ₹ million)

| S. No. | Particulars                                                                              | Estimated amount* |
|--------|------------------------------------------------------------------------------------------|-------------------|
| 1.     | Repayment/prepayment, in part or full, of certain of or all of borrowings availed by:    |                   |
|        | (a) our Company;                                                                         | 2,555.86          |
|        | (b) our Subsidiary, namely, Shogun Organics, through investments in such Subsidiary; and | 1,099.96          |
| 2.     | General corporate purposes                                                               | [●]#              |
|        | <b>Net Proceeds*</b>                                                                     | <b>[●]</b>        |

\* Our Company, in consultation with the Book Running Lead Managers may consider a further issue of specified securities for an amount up to ₹900.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. The proceeds of the Pre-IPO Placement, if undertaken, will be adjusted towards the general corporate purposes portion of the Objects of the Offer, unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific Objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Pre-IPO Placement shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).

# The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

For further details, see “Objects of the Offer” on page 102.

## Aggregate pre-Offer shareholding of our Promoters, members of our Promoter Group and Selling Shareholders as a percentage of our paid-up Equity Share capital

The aggregate pre-Offer shareholding, of each of our Promoters, members of our Promoter Group and the Selling Shareholders as on the date of this Draft Red Herring Prospectus is set forth below:

| Name of the Shareholder                                               | Number of Equity Shares of face value of ₹1 each | Percentage of pre- Offer paid-up Equity Share capital (%) |
|-----------------------------------------------------------------------|--------------------------------------------------|-----------------------------------------------------------|
| <b>Promoters<sup>^</sup></b>                                          |                                                  |                                                           |
| Neeraj Kumar Jindal                                                   | 16,748,680                                       | 10.43                                                     |
| Piyush Jindal                                                         | 16,748,680                                       | 10.43                                                     |
| Rajesh Kumar Jindal                                                   | 15,461,823                                       | 9.63                                                      |
| Surinder Kumar Chaudhary                                              | 12,014,153                                       | 7.48                                                      |
| <b>Promoter Group</b>                                                 |                                                  |                                                           |
| Rachna Chaudhary <sup>#</sup>                                         | 4,354,802                                        | 2.71                                                      |
| Sahil Chaudhary                                                       | 4,354,802                                        | 2.71                                                      |
| Garima Chaudhary <sup>#</sup>                                         | 6,096,723                                        | 3.80                                                      |
| Kiran Jindal <sup>#</sup>                                             | 1,995,074                                        | 1.24                                                      |
| Ishan Jindal <sup>#</sup>                                             | 1,995,074                                        | 1.24                                                      |
| Veena Jindal <sup>#</sup>                                             | 5,467,360                                        | 3.40                                                      |
| Nivedita Jindal <sup>#</sup>                                          | 670,000                                          | 0.42                                                      |
| Karishma Jindal <sup>#</sup>                                          | 700,000                                          | 0.44                                                      |
| Mishika Jindal                                                        | 498,769                                          | 0.31                                                      |
| Bharat Bhushan Jindal                                                 | 50,000                                           | 0.03                                                      |
| Sanjiv Gupta                                                          | 50,000                                           | 0.03                                                      |
| <b>Selling Shareholders (other than Promoters and Promoter Group)</b> |                                                  |                                                           |
| Sarcoline Limited                                                     | 67,760,769                                       | 42.20                                                     |
| Anchor Partners                                                       | 2,533,483                                        | 1.58                                                      |
| Sage Investment Trust                                                 | 1,410,275                                        | 0.88                                                      |
| Raghunathan Hariharan <sup>#</sup>                                    | 227,436                                          | 0.14                                                      |

<sup>^</sup>Also a Promoter Selling Shareholder.

<sup>#</sup>Also an Other Selling Shareholder.

## Aggregate pre-Offer and post-Offer Shareholding of our Promoters, members of our Promoter Group and additional top 10 Shareholders of the Company

The aggregate pre-Offer and post-Offer shareholding, of each of our Promoters, members of our Promoter Group and additional top 10 Shareholders (apart from our Promoters) as on date of the Price Band advertisement and as at the date of Allotment, respectively, is set forth below:

| Name of Shareholders                  | Pre-Offer shareholding at the date of the price band advertisement |                                                                             | Post-Offer shareholding as at 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                   | Percentage of pre- Offer paid-up Equity Share capital (in %) <sup>(1)</sup> | Number of Equity Shares of face value of ₹1 each <sup>(2)</sup> | Percentage of post- Offer paid-up Equity Share capital (in %) <sup>*(2)</sup> | Number of Equity Shares of face value of ₹1 each <sup>(2)</sup> | Percentage of post- Offer paid-up Equity Share capital (in %) <sup>*(2)</sup> |
| <b>Promoters</b>                      |                                                                    |                                                                             |                                                                 |                                                                               |                                                                 |                                                                               |
| Neeraj Kumar Jindal                   | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| Piyush Jindal                         | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| Rajesh Kumar Jindal                   | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| Surinder Kumar Chaudhary              | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| <b>Additional top 10 Shareholders</b> |                                                                    |                                                                             |                                                                 |                                                                               |                                                                 |                                                                               |
| [●]                                   | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| [●]                                   | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| [●]                                   | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| [●]                                   | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| [●]                                   | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| [●]                                   | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| [●]                                   | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| [●]                                   | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| [●]                                   | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |
| [●]                                   | [●]                                                                | [●]                                                                         | [●]                                                             | [●]                                                                           | [●]                                                             | [●]                                                                           |

Notes:

<sup>(1)</sup> To be filled in at the Allotment stage.

<sup>(2)</sup> To be updated at the Prospectus stage. Based on the Offer Price of ₹ [●] and subject to finalization of the Basis of Allotment.

For further details of the Offer, see “Capital Structure” on page 83.

## Summary of selected financial information derived from Restated Consolidated Financial Information

The following details are derived from the Restated Consolidated Financial Information as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023:

| Particulars                                            | (in ₹ million, unless otherwise stated)                |                                                        |                                                        |
|--------------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------|
|                                                        | As at and/ for the Financial Year ended March 31, 2025 | As at and/ for the Financial Year ended March 31, 2024 | As at and/ for the Financial Year ended March 31, 2023 |
| Equity share capital                                   | 160.59                                                 | 160.59                                                 | 160.59                                                 |
| Other Equity                                           | 6,564.71                                               | 6,578.35                                               | 6,648.46                                               |
| Total equity                                           | 6,725.30                                               | 6,738.94                                               | 6,809.05                                               |
| Total income                                           | 16,058.19                                              | 14,176.56                                              | 11,674.69                                              |
| Profit/(loss) after exceptional items but before tax   | 139.00                                                 | (138.07)                                               | 207.21                                                 |
| (Loss) for the year                                    | (142.86)                                               | (227.88)                                               | (10.17)                                                |
| Earnings / (loss) per equity share                     |                                                        |                                                        |                                                        |
| - Basic (in ₹)                                         | (0.89)                                                 | (1.42)                                                 | (0.07)                                                 |
| - Diluted (in ₹)                                       | (0.89)                                                 | (1.42)                                                 | (0.07)                                                 |
| Total borrowings <sup>(4)</sup>                        | 8,303.94                                               | 6,770.90                                               | 6,802.18                                               |
| Net Worth <sup>(1)</sup>                               | 6,114.60                                               | 6,261.45                                               | 6,488.77                                               |
| Return on Net Worth <sup>(2)</sup> (%)                 | (2.34)                                                 | (3.64)                                                 | (0.16)                                                 |
| Net Asset Value per Equity Share <sup>(3)</sup> (in ₹) | 41.88                                                  | 41.96                                                  | 42.40                                                  |

Notes:

(1) Net Worth = 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 as per Regulation 2(hh) of the SEBI ICDR Regulations.

(2) Return on Net Worth = PAT / Net worth.

(3) Net Asset Value per Equity Share = Total Assets - Total Liabilities / No of equity shares.

(4) Total borrowings = A sum of current borrowings and non-current borrowings.

For further details, see “Restated Consolidated Financial Information” on page 300.

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

There are no qualifications of Statutory Auditor which has not been given effect to in the Restated Consolidated Financial Information.

### Summary table of outstanding litigation

A summary of outstanding litigation proceedings as on the date of this Draft Red Herring Prospectus as disclosed in the section titled “Outstanding Litigation and Other Material Developments” on page 445, in terms of the SEBI ICDR Regulations and the Materiality Policy as of the date of this Draft Red Herring Prospectus is provided below:

| Category of individuals / entities | Criminal proceedings | Tax proceedings | Statutory or regulatory proceedings | Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action | Material civil litigations <sup>(2)</sup> | Aggregate amount involved (in ₹ million) <sup>(1)</sup> |
|------------------------------------|----------------------|-----------------|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|---------------------------------------------------------|
| <b>Company</b>                     |                      |                 |                                     |                                                                                                                            |                                           |                                                         |
| By our Company                     | 174*                 | Nil             | Nil                                 | N.A.                                                                                                                       | 1                                         | 106.86                                                  |
| Against our Company                | 4 <sup>(3)</sup>     | 11              | 4                                   | N.A.                                                                                                                       | 6                                         | 197.62                                                  |
| <b>Directors</b>                   |                      |                 |                                     |                                                                                                                            |                                           |                                                         |
| By our Directors                   | Nil                  | Nil             | Nil                                 | N.A.                                                                                                                       | Nil                                       | Nil                                                     |
| Against our Directors              | 4                    | Nil             | 6                                   | N.A.                                                                                                                       | 1                                         | 0.38                                                    |
| <b>Promoters</b>                   |                      |                 |                                     |                                                                                                                            |                                           |                                                         |
| By our Promoters                   | Nil                  | Nil             | Nil                                 | N.A.                                                                                                                       | Nil                                       | Nil                                                     |
| Against our Promoters              | 3                    | Nil             | 4                                   | Nil                                                                                                                        | 1                                         | 0.38                                                    |
| <b>Subsidiaries</b>                |                      |                 |                                     |                                                                                                                            |                                           |                                                         |
| By Subsidiaries                    | 457 <sup>#</sup>     | Nil             | Nil                                 | N.A.                                                                                                                       | 1                                         | 200.00                                                  |
| Against Subsidiaries               | 3                    | 15              | 4                                   | N.A.                                                                                                                       | 2                                         | 60.77                                                   |

<sup>(1)</sup> To the extent ascertainable and quantifiable

<sup>(2)</sup> Determined in accordance with the Materiality Policy.

<sup>(3)</sup> These matters were initiated by a regulatory authority and subsequently a criminal complaint was filed.

^ Includes details of proceedings involving the Directors who are also Promoters.

\* Includes 173 cases filed by our Company for alleged violation of Section 138 of the Negotiable Instruments Act, 1881, as amended for an aggregate amount of ₹88.92 million.

# Includes 263 matters involving Indo Swiss Chemicals Limited for an aggregate amount of ₹92.85 million and 194 matters involving Smith N Smith Chemicals Limited for an aggregate amount of ₹90.10 million, for an alleged violation of Section 138 of the Negotiable Instruments Act, 1881, as amended.

| Category of individuals              | Criminal proceedings | Statutory or regulatory proceedings | Aggregate amount involved (in ₹ million) <sup>(1)</sup> |
|--------------------------------------|----------------------|-------------------------------------|---------------------------------------------------------|
| <b>Key Managerial Personnel*</b>     |                      |                                     |                                                         |
| By our Key Managerial Personnel      | Nil                  | Nil                                 | Nil                                                     |
| Against our Key Managerial Personnel |                      | 3                                   | 4                                                       |
| <b>Senior Management</b>             |                      |                                     |                                                         |
| By our Senior Management             | Nil                  | Nil                                 | Nil                                                     |
| Against our Senior Management        | Nil                  | Nil                                 | Nil                                                     |

<sup>(1)</sup> To the extent ascertainable and quantifiable.

\*Also includes details of Executive Directors who are Key Managerial Personnel.

As on the date of this Draft Red Herring Prospectus, there are no litigations involving our Group Company having a material impact on our Company.

For further details, see “Outstanding Litigation and Material Developments” on page 445.

### Risk factors

The following is a summary of the top 10 risk factors in relation to our Company:

| Sr. No | Risk Factors                                                                                                                                                                                                                                                                                                                                                                    |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | We derive a significant portion of our revenues from external customers for our branded formulation business (62.47%, 58.76% and 65.73% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively) and consequently any decline in the demand for such products may adversely affect our business, results of operations, financial condition and cash flows. |

| Sr. No | Risk Factors                                                                                                                                                                                                                                                                                                                                                         |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.     | Our business is subject to climatic conditions and is cyclical in nature. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations, financial condition and cash flows.                                                                                                              |
| 3.     | We have incurred losses during the last three Fiscals. We had a loss for the year of ₹ 142.86 million, ₹ 227.88 million and ₹ 10.17 million in Fiscals 2025, 2024 and 2023, respectively. We cannot assure you that we will be able to generate profits and not incur losses in the future.                                                                          |
| 4.     | We have not entered into any long-term contracts with our suppliers from whom we procure raw materials required for our manufacturing operations and any delay, interruption or reduction in the supply of raw materials or volatility in the prices of raw materials, may adversely affect our business, results of operations, financial condition and cash flows. |
| 5.     | We derive a portion of our revenue from sale of products outside India (29.23%, 36.30% and 29.53% of our revenue from sale of products in Fiscals 2025, 2024 and 2023, respectively). Consequently, any adverse developments in such countries could have an adverse impact on our business, results of operations, financial condition and cash flows.              |
| 6.     | Our manufacturing facilities are subject to operating risks and any slowdown or interruption to our manufacturing operations may have an adverse impact on our business, results of operations, financial condition and cash flows.                                                                                                                                  |
| 7.     | We do not have long-term arrangements with our dealers in our branded formulation business, and our inability to expand or effectively manage our dealer network may have an adverse effect on our business, results of operations, financial condition and cash flows.                                                                                              |
| 8.     | Failure to obtain or renew approvals, licenses, registrations and permits required to operate our business in a timely manner, or at all, may adversely affect our business and results of operations.                                                                                                                                                               |
| 9.     | We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.                                                                                                                                                                               |
| 10.    | We are subject to stringent technical specifications and quality requirements in relation to our products and any failure to comply with such standards may adversely affect our business and reputation.                                                                                                                                                            |

Investors are advised to carefully read “Risk Factors” on page 31 to have an informed view before making an investment decision in the Offer.

### Summary of contingent liabilities

The details of our contingent liabilities, as at March 31, 2025, are as set out below:

| Particulars                                                                                                                                | Amount (₹ million) |
|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| (i) Claims against the Group not acknowledged as debt                                                                                      |                    |
| Goods and services tax                                                                                                                     |                    |
| - under Madhya Pradesh GST Act, for financial year 2017 - 2018 (including interest of Rs. 0.61 million and penalty of Rs. 0.09 million)    | 1.58               |
| - under Maharashtra GST Act, for financial year 2017 - 2018 (including interest of Rs. 0.69 million and penalty of Rs. 0.09 million)       | 0.79               |
| - under Gujrat GST Act, for financial year 2017 - 2018 (including interest of Rs. 2.38 million and penalty of Rs. 0.23 million)            | 4.94               |
| - under Rajasthan GST Act, for financial year 2017 - 2018 (including interest of Rs. 1.30 million and penalty of Rs. 0.12 million)         | 2.58               |
| - under Chhattisgarh GST Act, for financial year 2017 - 2018 (including penalty of Rs. 1.31 million)                                       | 2.49               |
| - under Jammu And Kashmir GST Act, for financial year 2019 - 2020 (including interest of Rs. 0.49 million and penalty of Rs. 0.13 million) | 0.62               |
| - under Bihar GST Act, for financial year 2019 - 2020 (including interest of Rs. 2.19 million and penalty of Rs. 0.28 million)             | 5.22               |
| - under Haryana GST Act, for financial year 2017 - 2018 (including penalty of Rs. 1.17 millions)                                           | 2.34               |
| - under Haryana GST Act, for financial year 2018 - 2019 (including penalty of Rs. 1.57 millions)                                           | 3.14               |
| - under Himachal Pradesh GST Act, for financial year 2022 - 2023 (including interest of Rs. 1.07 million)                                  | 1.07               |
| Income tax                                                                                                                                 |                    |
| - for financial year 2017 - 2018 (including interest and penalty)                                                                          | -                  |
| - for financial year 2019 - 2020 (including interest and penalty)                                                                          | 19.62              |
| - for financial year 2020 - 2021 (including interest and penalty)                                                                          | 0.01               |
| - for financial year 2021 - 2022 (including interest and penalty)                                                                          | 4.36               |
| Central Excise Act (Jammu & Kashmir)*                                                                                                      | 60.84              |
| <b>Total</b>                                                                                                                               | <b>109.60</b>      |

\*In respect of this matter, ₹ 6.08 million has been paid under protest. Further, the liability in respect of interest that may devolve upon the Company cannot be ascertained at this stage.

For further details, see “Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 38. Contingent liabilities and commitments” on page 357.



## Summary of related party transactions

A summary of related party transactions as per the requirements under Ind AS 24 read with the SEBI ICDR Regulations entered into by our Company with related parties as at and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 derived from our Restated Consolidated Financial Information are as follows:

| Nature of transactions                         | For the Financial Year/period ended |                              |                |                              |                |                              |
|------------------------------------------------|-------------------------------------|------------------------------|----------------|------------------------------|----------------|------------------------------|
|                                                | March 31, 2025                      | % of revenue from operations | March 31, 2024 | % of revenue from operations | March 31, 2023 | % of revenue from operations |
| <b>With key managerial personnel (KMP)</b>     |                                     |                              |                |                              |                |                              |
| <b>Short-term employee benefits paid</b>       |                                     |                              |                |                              |                |                              |
| Surinder Kumar Chaudhary                       | 43.62                               | 0.28%                        | 24.96          | 0.18%                        | 19.98          | 0.17%                        |
| Rajesh Kumar Jindal                            | 32.50                               | 0.21%                        | 17.52          | 0.12%                        | 13.80          | 0.12%                        |
| Neeraj Kumar Jindal                            | 32.50                               | 0.21%                        | 17.52          | 0.12%                        | 13.78          | 0.12%                        |
| Piyush Jindal                                  | 32.50                               | 0.21%                        | 17.52          | 0.12%                        | 13.78          | 0.12%                        |
| Manju Pathak Khulbe                            | 2.33                                | 0.01%                        | 2.10           | 0.01%                        | 1.84           | 0.02%                        |
| Kamal Kumar Gupta                              | 8.83                                | 0.06%                        | -              | -                            | -              | -                            |
| <b>Post-employment benefits</b>                |                                     |                              |                |                              |                |                              |
| Surinder Kumar Chaudhary                       | 0.01                                | 0.00%                        | 0.00           | -                            | -              | -                            |
| Rajesh Kumar Jindal                            | 0.01                                | 0.00%                        | 0.00           | -                            | -              | -                            |
| Neeraj Kumar Jindal                            | -                                   | -                            | 0.00           | -                            | -              | -                            |
| Piyush Jindal                                  | -                                   | -                            | 0.02           | 0.00%                        | -              | -                            |
| Manju Pathak Khulbe                            | 0.10                                | 0.00%                        | 0.05           | 0.00%                        | 0.04           | 0.00%                        |
| <b>Other long-term employee benefits</b>       |                                     |                              |                |                              |                |                              |
| Surinder Kumar Chaudhary                       | -                                   | -                            | -              | -                            | 0.25           | 0.00%                        |
| Rajesh Kumar Jindal                            | -                                   | -                            | -              | -                            | 0.10           | 0.00%                        |
| Neeraj Kumar Jindal                            | -                                   | -                            | -              | -                            | 0.17           | 0.00%                        |
| Piyush Jindal                                  | -                                   | -                            | -              | -                            | 0.23           | 0.00%                        |
| Manju Pathak Khulbe                            | 0.06                                | 0.00%                        | 0.10           | 0.00%                        | 0.10           | 0.00%                        |
| <b>Director sitting fees</b>                   |                                     |                              |                |                              |                |                              |
| Rakesh Bhargava                                | 0.44                                | 0.00%                        | 0.42           | 0.00%                        | 0.54           | 0.00%                        |
| Brinda Jagirdar                                | -                                   | -                            | 0.04           | 0.00%                        | 0.76           | 0.01%                        |
| Piyush Jindal                                  | 0.65                                | 0.00%                        | 1.24           | 0.01%                        | 1.16           | 0.01%                        |
| Vandana Sahni                                  | 0.38                                | 0.00%                        | 0.28           | 0.00%                        | -              | -                            |
| Yogesh Kapur                                   | 0.10                                | 0.00%                        | -              | -                            | -              | -                            |
| Prem Chand                                     | 0.10                                | 0.00%                        | -              | -                            | -              | -                            |
| Bipinchandra Solanki                           | 0.10                                | 0.00%                        | -              | -                            | -              | -                            |
| Manisha Raghunath Kadagathur                   | 0.10                                | 0.00%                        | -              | -                            | -              | -                            |
| Savan Rashmikant Godiawala                     | 0.10                                | 0.00%                        | -              | -                            | -              | -                            |
| Neeraj Kumar Jindal                            | 0.11                                | 0.00%                        | -              | -                            | -              | -                            |
| <b>Consultancy fees</b>                        |                                     |                              |                |                              |                |                              |
| Raghunathan Hariharan                          | 0.85                                | 0.01%                        | 0.83           | 0.01%                        | 3.73           | 0.03%                        |
| <b>Loan given</b>                              |                                     |                              |                |                              |                |                              |
| Piyush Jindal                                  | -                                   | -                            | 20.00          | 0.14%                        | -              | -                            |
| <b>Loan received back</b>                      |                                     |                              |                |                              |                |                              |
| Piyush Jindal                                  | -                                   | -                            | 20.00          | 0.14%                        | -              | -                            |
| <b>Personal guarantees received</b>            |                                     |                              |                |                              |                |                              |
| Surinder Kumar Chaudhary                       | 3,957.55                            | 24.97%                       | 3,747.71       | 26.68%                       | 6,052.40       | 52.13%                       |
| Rajesh Kumar Jindal                            | 3,957.55                            | 24.97%                       | 3,747.71       | 26.68%                       | 6,052.40       | 52.13%                       |
| Neeraj Kumar Jindal                            | 3,957.55                            | 24.97%                       | 3,747.71       | 26.68%                       | 6,052.40       | 52.13%                       |
| Piyush Jindal                                  | 3,957.55                            | 24.97%                       | 3,747.71       | 26.68%                       | 6,052.40       | 52.13%                       |
| <b>Personal guarantees released (received)</b> |                                     |                              |                |                              |                |                              |
| Surinder Kumar Chaudhary                       | 3,838.15                            | 24.22%                       | 750.00         | 5.34%                        | 230.00         | 1.98%                        |
| Rajesh Kumar Jindal                            | 3,838.15                            | 24.22%                       | 750.00         | 5.34%                        | 230.00         | 1.98%                        |
| Neeraj Kumar Jindal                            | 3,838.15                            | 24.22%                       | 750.00         | 5.34%                        | 230.00         | 1.98%                        |
| Piyush Jindal                                  | 3,838.15                            | 24.22%                       | 750.00         | 5.34%                        | 230.00         | 1.98%                        |

| Nature of transactions                                                                     | For the Financial Year/period ended |                                    |                   |                                 |                   |                                 |
|--------------------------------------------------------------------------------------------|-------------------------------------|------------------------------------|-------------------|---------------------------------|-------------------|---------------------------------|
|                                                                                            | March 31,<br>2025                   | % of revenue<br>from<br>operations | March 31,<br>2024 | % of revenue<br>from operations | March 31,<br>2023 | % of revenue<br>from operations |
| <b>Professional Fee (included in Legal &amp; Professional expenses)</b>                    |                                     |                                    |                   |                                 |                   |                                 |
| Surinder Kumar Chaudhary                                                                   | 6.71                                | 0.04%                              | 4.80              | 0.03%                           | 4.80              | 0.04%                           |
| Rajesh Kumar Jindal                                                                        | 6.50                                | 0.04%                              | 4.80              | 0.03%                           | 4.80              | 0.04%                           |
| Neeraj Kumar Jindal                                                                        | 6.50                                | 0.04%                              | 4.80              | 0.03%                           | 4.80              | 0.04%                           |
| Piyush Jindal                                                                              | 6.50                                | 0.04%                              | 4.80              | 0.03%                           | 4.80              | 0.04%                           |
| <b>Reimbursement of expenses incurred by related party on behalf of company</b>            |                                     |                                    |                   |                                 |                   |                                 |
| Piyush Jindal                                                                              | -                                   | -                                  | -                 | -                               | 0.01              | 0.00%                           |
| <b>With relatives of key managerial personnel</b>                                          |                                     |                                    |                   |                                 |                   |                                 |
| <b>Short-term employee benefits paid</b>                                                   |                                     |                                    |                   |                                 |                   |                                 |
| Sahil Chaudhary                                                                            | 2.44                                | 0.02%                              | 2.19              | 0.02%                           | 1.99              | 0.02%                           |
| Garima Chaudhary                                                                           | 2.98                                | 0.02%                              | 2.68              | 0.02%                           | 2.44              | 0.02%                           |
| Kiran Jindal                                                                               | 1.09                                | 0.01%                              | 0.94              | 0.01%                           | 0.85              | 0.01%                           |
| Ishaan Jindal                                                                              | 3.21                                | 0.02%                              | 3.05              | 0.02%                           | 2.78              | 0.02%                           |
| Shipra Jindal                                                                              | 1.98                                | 0.01%                              | 1.80              | 0.01%                           | -                 | -                               |
| Mishika Jindal                                                                             | 1.25                                | 0.01%                              | 1.08              | 0.01%                           | 0.98              | 0.01%                           |
| Nivedita Jindal                                                                            | 1.58                                | 0.01%                              | 1.36              | 0.01%                           | 1.23              | 0.01%                           |
| Karishma Jindal                                                                            | 1.58                                | 0.01%                              | 1.36              | 0.01%                           | 1.23              | 0.01%                           |
| Veena Jindal                                                                               | 3.99                                | 0.03%                              | 3.43              | 0.02%                           | 3.12              | 0.03%                           |
| <b>Post-employment benefits</b>                                                            |                                     |                                    |                   |                                 |                   |                                 |
| Sahil Chaudhary                                                                            | 0.11                                | 0.00%                              | 0.08              | 0.00%                           | 0.06              | 0.00%                           |
| Garima Chaudhary                                                                           | 0.13                                | 0.00%                              | 0.10              | 0.00%                           | 0.07              | 0.00%                           |
| Ishaan Jindal                                                                              | 0.14                                | 0.00%                              | 0.11              | 0.00%                           | 0.08              | 0.00%                           |
| Nivedita Jindal                                                                            | 0.08                                | 0.00%                              | 0.06              | 0.00%                           | 0.05              | 0.00%                           |
| Karishma Jindal                                                                            | 0.08                                | 0.00%                              | 0.06              | 0.00%                           | 0.05              | 0.00%                           |
| Kiran Jindal                                                                               | 0.00                                | -                                  | -                 | -                               | -                 | -                               |
| Mishika Jindal                                                                             | 0.05                                | 0.00%                              | -                 | -                               | -                 | -                               |
| Shipra Jindal                                                                              | 0.10                                | 0.00%                              | -                 | -                               | -                 | -                               |
| <b>Other long-term employee benefits</b>                                                   |                                     |                                    |                   |                                 |                   |                                 |
| Sahil Chaudhary                                                                            | 0.12                                | 0.00%                              | -                 | -                               | 0.02              | 0.00%                           |
| Garima Chaudhary                                                                           | 0.15                                | 0.00%                              | -                 | -                               | 0.03              | 0.00%                           |
| Ishaan Jindal                                                                              | 0.17                                | 0.00%                              | -                 | -                               | 0.03              | 0.00%                           |
| Nivedita Jindal                                                                            | 0.08                                | 0.00%                              | -                 | -                               | 0.04              | 0.00%                           |
| Karishma Jindal                                                                            | 0.08                                | 0.00%                              | -                 | -                               | 0.02              | 0.00%                           |
| Kiran Jindal                                                                               | -                                   | -                                  | 0.05              | 0.00%                           | -                 | -                               |
| Mishika Jindal                                                                             | -                                   | -                                  | 0.06              | 0.00%                           | -                 | -                               |
| Shipra Jindal                                                                              | 0.13                                | 0.00%                              | 0.02              | 0.00%                           | -                 | -                               |
| <b>Professional Fees (included in Legal &amp; Professional expenses)</b>                   |                                     |                                    |                   |                                 |                   |                                 |
| Mehak Singla                                                                               | 1.14                                | 0.01%                              | 1.14              | 0.01%                           | 1.14              | 0.01%                           |
| <b>Enterprise which is able to exercise significant influence over the Holding Company</b> |                                     |                                    |                   |                                 |                   |                                 |
| <b>Advance from customer</b>                                                               |                                     |                                    |                   |                                 |                   |                                 |
| PKJ Advisors Private Limited                                                               | -                                   | -                                  | 276.00            | 1.96%                           | -                 | -                               |
| <b>Advance to supplier</b>                                                                 |                                     |                                    |                   |                                 |                   |                                 |
| Jindal Brothers                                                                            | -                                   | -                                  | 0.30              | 0.00%                           | -                 | -                               |
| <b>Repayment of Advance</b>                                                                |                                     |                                    |                   |                                 |                   |                                 |
| PKJ Advisors Private Limited                                                               | 276.00                              | 1.74%                              | -                 | -                               | -                 | -                               |
| <b>Advance received back</b>                                                               |                                     |                                    |                   |                                 |                   |                                 |
| Jindal Brothers                                                                            | 0.30                                | 0.00%                              | -                 | -                               | -                 | -                               |

For notes relating to the above and details of other related party transactions, see “Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 44 Related parties” on page 368.

## Financing Arrangements

Our Promoters, members of our Promoter Group, our Directors and their relatives have not financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

### Weighted average price at which the Equity Shares were acquired by our Promoters and Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which the Equity Shares were acquired by our Promoters and the Selling Shareholders, in the last one year preceding the date of this Draft Red Herring Prospectus is as follows:

| Name                                                                       | Number of Equity Shares of face value of ₹1 each acquired in the last one year | Weighted average price of acquisition per Equity Share*(in ₹) |
|----------------------------------------------------------------------------|--------------------------------------------------------------------------------|---------------------------------------------------------------|
| <b>Promoters</b>                                                           |                                                                                |                                                               |
| Neeraj Kumar Jindal^                                                       | Nil                                                                            | NA                                                            |
| Piyush Jindal^                                                             | Nil                                                                            | NA                                                            |
| Rajesh Kumar Jindal^                                                       | Nil                                                                            | NA                                                            |
| Surinder Kumar Chaudhary^                                                  | Nil                                                                            | NA                                                            |
| <b>Selling Shareholders (other than the Promoter Selling Shareholders)</b> |                                                                                |                                                               |
| Rachna Chaudhary                                                           | 4,254,802                                                                      | Nil*                                                          |
| Garima Chaudhary                                                           | 5,832,723                                                                      | Nil*                                                          |
| Kiran Jindal                                                               | 1,869,174                                                                      | Nil*                                                          |
| Ishan Jindal                                                               | 1,194,674                                                                      | Nil*                                                          |
| Veena Jindal                                                               | Nil                                                                            | NA                                                            |
| Nivedita Jindal                                                            | Nil                                                                            | NA                                                            |
| Karishma Jindal                                                            | 30,000                                                                         | Nil*                                                          |
| Sarcoline Limited                                                          | Nil                                                                            | NA                                                            |
| Anchor Partners                                                            | Nil                                                                            | NA                                                            |
| Sage Investment Trust                                                      | Nil                                                                            | NA                                                            |
| Raghunathan Hariharan                                                      | Nil                                                                            | NA                                                            |

\* As certified by P N A M & Co. LLP, Chartered Accountants, having a firm registration number as 001092N/N500395, by way of their certificate dated July 3, 2025.

^ Also the Promoter Selling Shareholders.

& Acquired by way of gift.

### Average cost of acquisition of Equity Shares of our Promoters and the Selling Shareholders

The average cost of acquisition of our Promoters and the Selling Shareholders as on the date of this Draft Red Herring Prospectus is as follows:

| Name of Promoters/ Selling Shareholder                                     | Number of Equity Shares of face value of ₹1 each | Average cost of acquisition per Equity Share (in ₹) |
|----------------------------------------------------------------------------|--------------------------------------------------|-----------------------------------------------------|
| <b>Promoters^</b>                                                          |                                                  |                                                     |
| Neeraj Kumar Jindal                                                        | 16,748,680                                       | 1.64                                                |
| Piyush Jindal                                                              | 16,748,680                                       | 1.64                                                |
| Rajesh Kumar Jindal                                                        | 15,461,823                                       | Nil*                                                |
| Surinder Kumar Chaudhary                                                   | 12,014,153                                       | Nil*                                                |
| <b>Selling Shareholders (other than the Promoter Selling Shareholders)</b> |                                                  |                                                     |
| Rachna Chaudhary                                                           | 4,354,802                                        | 2.28                                                |
| Garima Chaudhary                                                           | 6,096,723                                        | Nil*                                                |
| Kiran Jindal                                                               | 1,995,074                                        | 6.27                                                |
| Ishan Jindal                                                               | 1,995,074                                        | Nil*                                                |
| Veena Jindal                                                               | 5,467,360                                        | 1.83                                                |
| Nivedita Jindal                                                            | 670,000                                          | Nil*                                                |
| Karishma Jindal                                                            | 700,000                                          | Nil*                                                |
| Sarcoline Limited                                                          | 67,760,769                                       | 62.11                                               |
| Anchor Partners                                                            | 2,533,483                                        | 83.48                                               |
| Sage Investment Trust                                                      | 1,410,275                                        | 83.48                                               |
| Raghunathan Hariharan                                                      | 227,436                                          | 83.48                                               |

As certified by P N A M & Co. LLP, Chartered Accountants, having a firm registration number as 001092N/N500395, by way of their certificate dated July 3, 2025.

^Also the Promoter Selling Shareholder.

\*As Equity Shares were acquired through gifts and bonus issuances, the average cost of acquisition has been calculated as Nil.

**Details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoters, members of the Promoter Group, the Selling Shareholders and the Shareholders with special rights**

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 Promoters, members of the Promoter Group, the Selling Shareholders and Shareholders with special rights in our Company:

| Name of the acquirer/shareholder                                                          | Date of acquisition of Equity Shares | Number of Equity Shares of face value of ₹1 acquired | Acquisition cost per Equity Share (in ₹) |
|-------------------------------------------------------------------------------------------|--------------------------------------|------------------------------------------------------|------------------------------------------|
| <b>Promoter<sup>^</sup></b>                                                               |                                      |                                                      |                                          |
| Neeraj Kumar Jindal <sup>&amp;</sup>                                                      | November 4, 2022                     | 277,000                                              | 99.33                                    |
| Piyush Jindal <sup>&amp;</sup>                                                            | November 4, 2022                     | 277,000                                              | 99.33                                    |
| <b>Promoter Group</b>                                                                     |                                      |                                                      |                                          |
| Veena Jindal <sup>*</sup>                                                                 | November 4, 2022                     | 101,000                                              | 99.33                                    |
| Rachna Chaudhary <sup>*</sup>                                                             | November 4, 2022                     | 100,000                                              | 99.33                                    |
|                                                                                           | May 2, 2025                          | 4,254,802                                            | Nil                                      |
| Bharat Bhushan Jindal                                                                     | March 20, 2025                       | 80,000                                               | Nil                                      |
| Sahil Chaudhary                                                                           | May 2, 2025                          | 4,354,402                                            | Nil                                      |
| Garima Chaudhary <sup>*</sup>                                                             | May 2, 2025                          | 5,832,723                                            | Nil                                      |
| Kiran Jindal <sup>*</sup>                                                                 | November 4, 2022                     | 125,900                                              | 99.33                                    |
|                                                                                           | May 6, 2025                          | 1,869,174                                            | Nil                                      |
| Ishan Jindal <sup>*</sup>                                                                 | May 6, 2025                          | 1,194,674                                            | Nil                                      |
| Mishika Jindal                                                                            | May 22, 2025                         | 498,769                                              | Nil                                      |
| Karishma Jindal <sup>*</sup>                                                              | June 23, 2025                        | 30,000                                               | Nil                                      |
| Sanjiv Gupta                                                                              | March 18, 2025                       | 50,000                                               | Nil                                      |
| <b>Selling Shareholders (other than Promoter Selling Shareholders and Promoter Group)</b> |                                      |                                                      |                                          |
| Sarcoline Limited <sup>&amp;</sup>                                                        | September 5, 2022                    | 22,761,009                                           | 99.33                                    |
| Anchor Partners                                                                           | September 5, 2022                    | 851,003                                              | 99.33                                    |
| Sage Investment Trust                                                                     | September 5, 2022                    | 473,715                                              | 99.33                                    |
| Raghunathan Hariharan                                                                     | September 5, 2022                    | 76,396                                               | 99.33                                    |

As certified by P N A M & Co. LLP, Chartered Accountants, having a firm registration number as 001092N/N500395, by way of their certificate dated July 3, 2025.

<sup>^</sup> Also the Promoter Selling Shareholders.

<sup>\*</sup> Also Other Selling Shareholders.

<sup>&</sup> Shareholders with special rights.

**Weighted average cost of acquisition of specified securities transacted in three years, eighteen months and one year immediately preceding this Draft Red Herring Prospectus**

**Weighted average cost of acquisition per Equity Share**

| Period                                                                   | Weighted average cost of acquisition per Equity Share (in ₹)# | Cap Price is 'X' times the weighted average cost of acquisition | Range of acquisition price per Equity Share: lowest price – highest price (in ₹)# |
|--------------------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------------------------------|
| Last one year preceding the date of this Draft Red Herring Prospectus    | Nil                                                           | Not Applicable                                                  | Lowest – Nil<br>Highest – Nil                                                     |
| Last 18 months preceding the date of this Draft Red Herring Prospectus   | Nil                                                           | Not Applicable                                                  | Lowest – Nil<br>Highest – Nil                                                     |
| Last three years preceding the date of this Draft Red Herring Prospectus | 57.22                                                         | Not Applicable                                                  | Lowest – Nil<br>Highest – 99.33                                                   |

As certified by P N A M & Co. LLP, Chartered Accountants, having a firm registration number as 001092N/N500395, by way of their certificate dated July 3, 2025.

# Computed based on the equity shares acquired/allotted/purchased (including acquisition pursuant to transfer). However, the equity shares disposed off have not been considered while computing number of Equity Shares.

**Issue of Equity Shares made in the last one year for consideration other than cash (excluding bonus issuance)**

Except as disclosed in “Capital Structure” on page 83, our Company has not issued any Equity Shares for consideration other than cash or out of revaluation of reserves in the last one year (excluding bonus issuance) from the date of this Draft Red Herring Prospectus.

**Any split or consolidation of Equity Shares in the last one year**

Our Company has not undertaken sub-division or consolidation of its Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

**Details of pre-IPO placement**

Our Company, in consultation with the Book Running Lead Managers may consider a further issue of specified securities for an amount up to ₹900.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. The proceeds of the Pre-IPO Placement, if undertaken, will be adjusted towards the general corporate purposes portion of the Objects of the Offer, unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific Objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Pre-IPO Placement shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).

**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 sought or obtained any exemption from the SEBI under Regulation 300 (2) of the SEBI ICDR Regulations from strict compliance with any provisions of securities laws including the SEBI ICDR Regulations.

## 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 the “US”, “U.S.”, “USA” or “United States” are to the United States of America and its territories and possessions, all references to “U.K.”, or “United Kingdom” are to the United Kingdom of Great Britain and Northern Ireland, and all references to “Australia” are to the Commonwealth of Australia.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the corresponding page numbers of this Draft Red Herring Prospectus. Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in IST. Unless indicated otherwise, 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 commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless stated otherwise or where the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus is derived from the Restated Consolidated Financial Information.

Restated consolidated financial information of our Company and our Subsidiaries, as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 comprising the restated consolidated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flow, for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, the summary statement of material accounting policies and other explanatory notes, prepared in accordance with Ind AS and as per requirement of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, as amended 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 “*Restated Consolidated Financial Information*” on page 300.

There are significant differences between Ind AS, U.S. 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 – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition*” on page 60. 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, 2013, 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.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal place and all percentage figures have been rounded off to two decimal places. 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.

Unless the context otherwise indicates, any percentage amounts, or ratios (excluding certain operational metrics), relation to the financial information of our Company as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 31, 224 and 410, 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 financial measures relating to our financial performance, namely Net Worth, EBITDA, EBITDA Margin %, Debt to Equity Ratio, Return on Equity and Return on Capital Employed, and certain other industry metrics and financial parameters 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 U.S. GAAP. Further, these Non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the period / 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 U.S. 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 may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS. Such supplemental financial and operational information should not be considered 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 details, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, “*Other Financial Information*” and “*Risk Factors - We have included in this Draft Red Herring Prospectus certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies*” on pages 410, 407 and 57, 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 “U.S. Dollar(s)” or “\$” are to United States Dollar, the official currency of the United States of America;
- “GBP”, “£”, are to the Pound Sterling, the official currency of the United Kingdom of Great Britain and Northern Ireland; and
- “AUD”, “A\$” are to Australian Dollar, the official currency of Australia.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “million” units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000, one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000. One lakh represents 100,000 and one crore represents 10,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus in such denominations as provided in the 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:

*(amount in ₹, unless otherwise specified)*

| Currency | As at          |                |                |
|----------|----------------|----------------|----------------|
|          | March 31, 2025 | March 31, 2024 | March 31, 2023 |
| 1 USD    | 85.58          | 83.37          | 82.18          |
| 1 AUD    | 53.37          | 54.35          | N.A.           |
| 1 GBP    | 110.74         | 105.29         | 101.87         |

Source: Foreign exchange rates for USD and GBP are available on RBI reference rate archive and for AUD is available on investing.com

Note: Exchange rate is rounded off to two decimal point and in case March 31 of any of the respective years is a public holiday, the previous Working Day not being a public holiday has been considered.

Please note that the above exchange rates have been provided for indicative purposes only and the amounts reflected in our Restated Consolidated Financial Information may not have been converted using any of the above-mentioned exchange rates.

## **Industry and Market Data**

Unless stated otherwise, information pertaining to the industry and the market data in which our Company operates in, contained in this Draft Red Herring Prospectus has been obtained or derived from the F&S Report which has been exclusively commissioned and paid for by our Company, pursuant to an engagement letter dated December 13, 2024 for the purpose of understanding the industry in connection with this Offer, since no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's services, that may be similar to the F&S Report. This Draft Red Herring Prospectus contains certain data and statistics from the F&S Report, which is available on the website of our Company at [www.safexchemicals.com/investorrelations](http://www.safexchemicals.com/investorrelations). Frost & Sullivan is an independent agency which has no relationship with our Company, our Promoters, any of our Directors, Key Managerial Personnel, Senior Management Personnel or the Book Running Lead Managers.

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 by us 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.

Industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this 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- Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks"* on page 56.

In accordance with the SEBI ICDR Regulations, *"Basis for Offer Price"* on page 113 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.



## 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”, “are likely”, “believe”, “can”, “continue”, “expect”, “estimate”, “intend”, “likely to”, “may”, “seek to”, “shall”, “objective”, “plan”, “project”, “propose”, “will”, “will achieve”, “will continue”, “will pursue” 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 whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the industry in which 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 and changes in competition in our industry.

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

- We derive a significant portion of our revenues from external customers for our branded formulation business (62.47%, 58.76% and 65.73% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively) and consequently any decline in the demand for such products may adversely affect our business, results of operations, financial condition and cash flows.
- Our business is subject to climatic conditions and is cyclical in nature. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations, financial condition and cash flows.
- We have incurred losses during the last three Fiscals. We had a loss for the year of ₹ 142.86 million, ₹ 227.88 million and ₹ 10.17 million in Fiscals 2025, 2024 and 2023, respectively. We cannot assure you that we will be able to generate profits and not incur losses in the future.
- We have not entered into any long-term contracts with our suppliers from whom we procure raw materials required for our manufacturing operations and any delay, interruption or reduction in the supply of raw materials or volatility in the prices of raw materials, may adversely affect our business, results of operations, financial condition and cash flows.
- We derive a portion of our revenue from sale of products outside India (29.23%, 36.30% and 29.53% of our revenue from sale of products in Fiscals 2025, 2024 and 2023, respectively). Consequently, any adverse developments in such countries could have an adverse impact on our business, results of operations, financial condition and cash flows.
- Our manufacturing facilities are subject to operating risks and any slowdown or interruption to our manufacturing operations may have an adverse impact on our business, results of operations, financial condition and cash flows.
- We do not have long-term arrangements with our dealers in our branded formulation business, and our inability to expand or effectively manage our dealer network may have an adverse effect on our business, results of operations, financial condition and cash flows.
- Failure to obtain or renew approvals, licenses, registrations and permits required to operate our business in a timely manner, or at all, may adversely affect our business and results of operations .
- We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.
- We are subject to stringent technical specifications and quality requirements in relation to our products and any failure to comply with such standards may adversely affect our business and reputation

Certain information in “*Industry Overview*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 151, 224 and 410, respectively, of this Draft Red Herring Prospectus have been

obtained from the F&S Report. The F&S Report is available on the website of our Company at [www.safexchemicals.com/investorrelations](http://www.safexchemicals.com/investorrelations).

For further discussion of factors that could cause the actual results to differ from the expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 31, 224 and 410, 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.

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 Promoters, our Directors, KMPs, any of the Selling Shareholders, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the requirements of the SEBI ICDR Regulations, our Company shall ensure that Bidders in India are informed of material developments, in relation to statements and undertakings confirmed and undertaken by our Company, from the date thereof until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer. In accordance with the requirements of the SEBI ICDR Regulations, each of the Selling Shareholders shall, severally and not jointly, ensure that our Company and BRLMs are informed of material developments in relation to the statements and undertakings specifically made or confirmed by such Selling Shareholder in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares in the Red Herring Prospectus, from the date thereof until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer. Only statements and undertakings which are specifically made or confirmed 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, severally and not jointly, deemed to be statements and undertakings made by such Selling Shareholders, as of the date of this Draft Red Herring Prospectus.

## SECTION II: RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations, financial condition and cash flows 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 currently known to us or that we currently do not deem material, may arise or may become material in the future and may also adversely affect our business, results of operations, cash flows, financial condition and/or prospects. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, financial condition, cash flows, and/or prospects could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with “Our Business”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Consolidated Financial Information” on pages 224, 151, 410 and 300, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved.

Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains information relating to our strategies, future plans and forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ 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. For further information, see “Forward-Looking Statements” on page 29. We have also included various operational and financial performance metrics in this Draft Red Herring Prospectus, some of which have not been derived from the Restated Consolidated Financial Information. The manner of calculation and presentation of some of the operational and financial performance metrics, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions

Our financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that year. Unless otherwise indicated, or the context otherwise requires, the financial information included herein is based on our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see “Restated Consolidated Financial Information” on page 300. Unless the context otherwise requires, in this section, references to “the Company” or “our Company” refers to Safex Chemicals (India) Limited on a standalone basis and references to “we”, “us” or “our” are to Safex Chemicals (India) Limited on a consolidated basis.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Industry Report on Global and Indian Agrochemicals Industry for Safex Chemicals” dated July 2, 2025 (the “F&S Report”) prepared and issued by Frost & Sullivan (India) Private Limited, appointed by us pursuant to an engagement letter dated December 13, 2024 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. 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 calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. A copy of the F&S Report is available on the website of our Company at [safexchemicals.com/investorrelations](http://safexchemicals.com/investorrelations). For further information, see “- Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 56. Also see, “Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data – Industry and Market Data” on page 26.

### Internal Risk Factors

- 1. We derive a significant portion of our revenues from external customers for our branded formulation business (62.47%, 58.76% and 65.73% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively) and consequently any decline in the demand for such products may adversely affect our business, results of operations, financial condition and cash flows.**

We operate in three business verticals - branded formulation, specialty chemicals and contract development and manufacturing (“CDMO”), catering to the needs of farmers and global agrochemical companies. We derive a significant portion of our revenues from our branded formulation business, which comprises products across insecticides, herbicides, fungicides, fertilizers and plant growth regulators. The table below sets forth our revenues from our branded formulation, specialty chemicals and CDMO businesses, each expressed as a percentage of our revenue from operations in the years indicated:

| Business Vertical                           | Fiscal 2025           |                                             | Fiscal 2024           |                                             | Fiscal 2023           |                                             |
|---------------------------------------------|-----------------------|---------------------------------------------|-----------------------|---------------------------------------------|-----------------------|---------------------------------------------|
|                                             | Amount<br>(₹ million) | Percentage of<br>revenue from<br>operations | Amount<br>(₹ million) | Percentage of<br>revenue from<br>operations | Amount<br>(₹ million) | Percentage of<br>revenue from<br>operations |
| Branded formulation business <sup>(1)</sup> | 9,899.94              | 62.47%                                      | 8,253.35              | 58.76%                                      | 7,631.69              | 65.73%                                      |
| CDMO business <sup>(2)</sup>                | 4,281.14              | 27.01%                                      | 4,982.18              | 35.47%                                      | 3,499.69              | 30.14%                                      |
| Specialty chemicals business <sup>(3)</sup> | 2,741.47              | 17.30%                                      | 1,490.86              | 10.61%                                      | 787.19                | 6.78%                                       |
| Less: Inter segment revenue <sup>(4)</sup>  | (1,074.75)            | (6.78%)                                     | (680.48)              | (4.84%)                                     | (308.39)              | (2.66%)                                     |
| <b>Total</b>                                | <b>15,847.80</b>      | <b>100.00%</b>                              | <b>14,045.91</b>      | <b>100.00%</b>                              | <b>11,610.18</b>      | <b>100.00%</b>                              |

Notes:

(1) The amounts under branded formulation business represents net revenue after elimination of inter-segment revenue.

(2) The CDMO business does not have inter-segment revenue, the entire amount pertains to revenue from external customers for the CDMO business.

(3) The amounts under specialty chemicals business represent gross revenue before elimination of inter-segment revenue.

(4) The amount pertains to inter-segment revenue from the specialty chemicals business.

Our revenue from the sale of our branded formulation products may decline as a result of a decrease in demand for such products, increased competition, pricing pressures, or changes in regulations and policies, which may adversely affect our business, results of operations, financial condition and cash flows. Further, any disruption in the supply chain for our branded formulation products, such as delays in delivery, or product quality issues, may impact our ability to meet customer demand and result in a loss of sales. While there has not been any instance of any disruption in the supply chain of our branded formulation products in the last three Fiscals which had a material impact on our business, we cannot assure you that such instances will not arise in the future. The demand for our branded formulation products depends primarily on consumer-related factors such as consumer confidence in our products as well as evolving consumer preferences. Our failure to anticipate, identify or react to changes in consumer preferences could result in a decline in demand for our products, which could have an adverse effect on our business, results of operations, financial condition and cash flows.

**2. Our business is subject to climatic conditions and is cyclical in nature. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations, financial condition and cash flows.**

Our business is dependent on the agricultural industry and consequently our business is sensitive to weather conditions such as drought, floods, cyclones and natural disasters, as well as events such as pest infestations. There is growing concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns and the frequency and severity of extreme weather and natural disasters. Our results of operations are significantly affected by weather conditions in the agricultural regions in which our products are used. An important determinant of the sales volumes of our products is the volume of crops planted and any adverse weather conditions early in the season, especially drought conditions, may result in lower than normal plantings of crops and a consequent decline in the demand for crop protection products. This can result in our sales in a particular region varying substantially from year to year. Weather conditions can also result in earlier or later plantings and affect the levels of pest infestations, which may affect both, the timing and volume of our sales or the product mix. Adverse weather conditions may also cause volatility in the prices of commodities, which may affect a farmer's decisions about the types and quantum of crops to plant and may consequently affect the sales of our products.

In addition, for our branded formulation business, sales of agrochemical products in Indian are typically seasonal due to the monsoon. For example, the demand for pesticides is generally higher during the monsoon season and therefore most of our sales of branded formulation products take place between April and September, which is also known locally as the Kharif crop season. As a result of such seasonal fluctuations, our sales and results of operations may vary by fiscal quarter and may not be relied upon as indicators of the sales or results of operations of other fiscal quarters, or of our future performance. While there have been no instances in the last three Fiscals where weather conditions materially impacted the demand for our products, we cannot assure you that such instances will not occur in the future.

**3. We have incurred losses during the last three Fiscals. We had a loss for the year of ₹ 142.86 million, ₹ 227.88 million and ₹ 10.17 million in Fiscals 2025, 2024 and 2023, respectively. We cannot assure you that we will be able to generate profits and not incur losses in the future.**

We have incurred losses during the last three Fiscals. In Fiscals 2025, 2024 and 2023, we incurred a loss for the year of ₹ 142.86 million, ₹ 227.88 million and ₹ 10.17 million, respectively. While we witnessed an increase in our revenue from operations in the last three Fiscals, however, it was offset by a corresponding increase in our total expenses. The table below provides details of our revenue from operations, total expenses and loss for the year for the years indicated:

| Particulars                            | As of March 31, 2025 | As of March 31, 2024 | As of March 31, 2023 |
|----------------------------------------|----------------------|----------------------|----------------------|
| Revenue from operations (₹ million)    | 15,847.80            | 14,045.91            | 11,610.18            |
| Total expenses (₹ million)             | 15,379.33            | 14,314.63            | 10,906.99            |
| Profit/(Loss) for the year (₹ million) | (142.86)             | (227.88)             | (10.17)              |

Further, we have also incurred losses on a consolidated basis as our Subsidiaries, Shogun Lifesciences Private Limited and Safex Holdings UK Limited have incurred losses in the last three Fiscals and Briar Chemicals Limited has incurred losses for Fiscal 2024 and Fiscal 2025. The table below provides details of the profit/ (loss) for the years indicated in relation to the abovementioned subsidiaries:

| Particulars                                                               | As of March 31, 2025 | As of March 31, 2024 | As of March 31, 2023 |
|---------------------------------------------------------------------------|----------------------|----------------------|----------------------|
| Profit/(Loss) incurred by Briar Chemicals Limited (₹ million)             | (594.04)             | (564.94)             | 190.53               |
| Profit/(Loss) incurred by Shogun Lifesciences Private Limited (₹ million) | (44.55)              | (37.01)              | (40.98)              |
| Profit/(Loss) incurred by Safex Holdings UK Limited (₹ million)           | (976.06)             | (316.01)             | (296.73)             |

We cannot assure you that we, or our Subsidiaries, will not incur losses in the future, which could adversely affect our business, results of operations and financial condition. Further, you should note that while we have incurred losses in the last three Fiscals, our competitors may have been profitable. For details of certain of our key parameters in comparison with those of our listed peers, see “Basis for Offer Price - Comparison of the KPIs of our Company with Listed Industry Peers” on page 119.

**4. We have not entered into any long-term contracts with our suppliers from whom we procure raw materials required for our manufacturing operations and any delay, interruption or reduction in the supply of raw materials or volatility in the prices of raw materials, may adversely affect our business, results of operations, financial condition and cash flows.**

Our key raw materials for products include intermediates, technicals and other chemicals. We typically procure these raw materials through purchase orders and do not enter into any long-term agreements with our suppliers. In the absence of long-term agreements, we cannot assure you that we will be able to continue to obtain adequate or continuous supplies of our raw materials, in a timely manner or at all, in the future. The table below sets forth details of our cost of materials consumed, expressed as a percentage of our total expenses in the years indicated:

| Particulars                                                  | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|--------------------------------------------------------------|-------------|-------------|-------------|
| Cost of materials consumed (₹ million)                       | 7,429.53    | 6,166.81    | 4,845.09    |
| Cost of materials consumed as a percentage of total expenses | 48.31%      | 43.08%      | 44.42%      |

Any reduction or interruption in the supply of raw materials, and our inability to find alternate sources for such raw materials, may have an adverse effect on our ability to manufacture products in a timely and cost effective manner. The deterioration of the financial condition or business prospects of our suppliers could also affect their ability to meet our requirements. We cannot assure you that a particular supplier will continue to supply the required raw materials to us in the future, in the desired quantities or at all, or that we would be able to procure the raw materials from alternate sources in a timely manner and at acceptable cost. We may also be required to replace a supplier if its products do not meet our quality standards or if a supplier unexpectedly discontinues operations due to reasons beyond its or our control, including financing constraints caused by credit market conditions. While we have not experienced any interruptions in the supply of raw materials in the last three Fiscals, we cannot assure you that such instances will not arise in the future. Further, in the event of an increase in the price of our key raw materials, we cannot assure you that we will be able to pass on such increase in cost to our customers, which may affect our margins.

The table below sets forth details of our purchases from our top 10 suppliers for the periods indicated:

| Particulars      | Fiscal 2025        |                               | Fiscal 2024        |                               | Fiscal 2023        |                               |
|------------------|--------------------|-------------------------------|--------------------|-------------------------------|--------------------|-------------------------------|
|                  | Amount (₹ million) | Percentage of Total Purchases | Amount (₹ million) | Percentage of Total Purchases | Amount (₹ million) | Percentage of Total Purchases |
| Top 10 suppliers | 2,115.09           | 25.50%                        | 2,286.43           | 30.60%                        | 2,685.19           | 36.85%                        |

We procure certain of our raw materials for our operations in India by importing them from different countries including China and regions in the European Union, details of which are as follows:

| Particulars                                                       | Fiscal 2025           |                                                         | Fiscal 2024           |                                                         | Fiscal 2023           |                                                         |
|-------------------------------------------------------------------|-----------------------|---------------------------------------------------------|-----------------------|---------------------------------------------------------|-----------------------|---------------------------------------------------------|
|                                                                   | Amount<br>(₹ million) | Percentage of<br>Total Cost of<br>Materials<br>Consumed | Amount<br>(₹ million) | Percentage of<br>Total Cost of<br>Materials<br>Consumed | Amount<br>(₹ million) | Percentage of<br>Total Cost of<br>Materials<br>Consumed |
| Cost of raw materials imported from China                         | 1,580.21              | 19.05%                                                  | 691.36                | 9.25%                                                   | 743.89                | 9.89%                                                   |
| Cost of raw materials imported from regions in the European Union | 689.98                | 8.32%                                                   | 1,006.55              | 13.47%                                                  | 974.38                | 12.95%                                                  |

We could face disruptions in the supply of raw materials that we import due to several factors including geopolitical tensions, trade and other restrictions imposed by governments, natural disasters, transportation delays, or changes in regulatory requirements, which could adversely affect our ability to conduct our manufacturing operations and meet our contractual obligations. The table below sets forth details of raw materials imported in India for our branded formulation and specialty chemicals businesses, which is also expressed as a percentage of total purchase of raw materials in India in the years indicated:

| Particulars                                                                                         | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|-----------------------------------------------------------------------------------------------------|-------------|-------------|-------------|
| Cost of raw materials imported in India (₹ million)                                                 | 1,738.42    | 695.39      | 837.64      |
| Total purchase of raw materials in India (₹ million)                                                | 6,065.76    | 4,653.54    | 4,123.30    |
| Cost of raw materials imported in India as a percentage of total purchase of raw materials in India | 28.66%      | 14.94%      | 20.31%      |

5. ***We derive a portion of our revenue from sale of products outside India (29.23%, 36.30% and 29.53% of our revenue from sale of products in Fiscals 2025, 2024 and 2023, respectively). Consequently, any adverse developments in such countries could have an adverse impact on our business, results of operations, financial condition and cash flows.***

Our operations are spread across 22 countries such as Germany, Switzerland, United Kingdom, Vietnam, and United States across six continents, as of March 31, 2025 and we derive a certain portion of our revenues from the sale of products in regions outside of India. The table below sets forth details of the geographic split of our revenue from sale of products from external customers for the years indicated:

| Particulars   | Fiscal 2025           |                                                      | Fiscal 2024           |                                                      | Fiscal 2023           |                                                      |
|---------------|-----------------------|------------------------------------------------------|-----------------------|------------------------------------------------------|-----------------------|------------------------------------------------------|
|               | Amount<br>(₹ million) | Percentage of<br>revenue from<br>sale of<br>products | Amount<br>(₹ million) | Percentage of<br>revenue from<br>sale of<br>products | Amount<br>(₹ million) | Percentage of<br>revenue from<br>sale of<br>products |
| Within India  | 11,168.18             | 70.77%                                               | 8,916.61              | 63.70%                                               | 8,170.77              | 70.47%                                               |
| Outside India | 4,612.74              | 29.23%                                               | 5,080.91              | 36.30%                                               | 3,424.71              | 29.53%                                               |

The table below sets forth details of our revenue from top five countries outside India, for Fiscal 2025 from outside India for the years indicated:

| Particulars    | Fiscal 2025           |                                                   | Fiscal 2024           |                                                   | Fiscal 2023           |                                                   |
|----------------|-----------------------|---------------------------------------------------|-----------------------|---------------------------------------------------|-----------------------|---------------------------------------------------|
|                | Amount<br>(₹ million) | Percentage of<br>revenue from sale of<br>products | Amount<br>(₹ million) | Percentage of<br>revenue from sale<br>of products | Amount<br>(₹ million) | Percentage of<br>revenue from<br>sale of products |
| Germany        | 3,751.47              | 23.77%                                            | 3,816.43              | 27.27%                                            | 2,426.12              | 20.92%                                            |
| Switzerland    | 195.31                | 1.24%                                             | 619.94                | 4.43%                                             | 446.10                | 3.85%                                             |
| United Kingdom | 165.22                | 1.05%                                             | 141.53                | 1.01%                                             | 16.91                 | 0.15%                                             |
| Vietnam        | 118.85                | 0.75%                                             | 109.12                | 0.78%                                             | 45.37                 | 0.39%                                             |
| United States  | 107.28                | 0.68%                                             | 138.81                | 0.99%                                             | 76.02                 | 0.66%                                             |

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

changes in foreign trade and investment policies. The countries where we export our products may impose varying duties on our products. We cannot assure you that the duties imposed by such countries will not increase in the future. India is also a party to, and is currently negotiating, free trade agreements with several countries and if we export our products to such countries, any revocation or alteration of those bilateral agreements may adversely affect our ability to export our products. Additionally, export destination countries may also enter into free trade agreements or regional trade agreements with countries other than India. Such agreements and alteration of existing tax treaties may lead to increased competition or may even place us at a competitive disadvantage compared to manufacturers in other countries and could adversely affect our business, results of operations, financial condition and cash flows.

**6. Our manufacturing facilities are subject to operating risks and any slowdown or interruption to our manufacturing operations may have an adverse impact on our business, results of operations, financial condition and cash flows.**

As of March 31, 2025, we operate an aggregate of eight manufacturing facilities: six in India for branded formulation, one in India for specialty chemicals, and one in Norwich, UK for our CDMO business. For further details, see “Our Business – Manufacturing Facilities” on page 236. Any slowdown or interruption to our manufacturing operations may have an adverse impact on our business, results of operations, financial condition and cash flows. Further, any breakdown or obsolescence in the equipment in our manufacturing facilities may interrupt our manufacturing operations. Although we have not experienced any malfunction of equipment that had an adverse impact on our operations in the last three Fiscals, we cannot assure you that such instances will not arise in the future. Any significant malfunction or breakdown of our equipment may involve high repair and maintenance costs and may cause interruptions in our manufacturing operations. In addition, planned shutdowns of our manufacturing facilities for maintenance, statutory inspections and testing may be required, or certain manufacturing facilities may be shut down for capacity expansion and equipment upgrades. For instance, our manufacturing facility in Norwich, United Kingdom, undergoes a scheduled shutdown for approximately three months biennially. As we currently operate without alternative production lines in the United Kingdom, any such disruption to our primary production lines could result in substantial production delays and financial losses. Further, products manufactured in CDMO facility are permitted to be manufactured at only such facility, which has received specific approvals, and any shut down of such facility, including due to non-renewal of specific approvals, will result in us being unable to manufacture a product for the duration of such shut down. While we have not had any instances of shutdown at our facilities situated in India in the last three Fiscals which had an adverse impact on our business, results of operations, financial conditions and cash flows, our inability to effectively respond to any shutdown or slowdown, in a timely manner and at an acceptable cost, may result in us breaching our contractual obligations.

**7. We do not have long-term arrangements with our dealers in our branded formulation business, and our inability to expand or effectively manage our dealer network may have an adverse effect on our business, results of operations, financial condition and cash flows.**

We have established a pan-India direct distribution network for the sale of our branded formulation products where we work directly with dealers and have eliminated wholesalers and super distributors from our supply chain. The following table sets forth details of our region-wise dealer network, as of March 31, 2025:

| Particulars   | Registered Dealer Count | Active Dealer Count |
|---------------|-------------------------|---------------------|
| Northern Zone | 10,773                  | 5,214               |
| Central Zone  | 4,850                   | 2,149               |
| Western Zone  | 9,251                   | 4,028               |
| Eastern Zone  | 3,053                   | 1,679               |
| Southern Zone | 4,581                   | 1,879               |
| Exports       | 30                      | 7                   |
| <b>Total</b>  | <b>32,538</b>           | <b>14,956</b>       |

Note: (1) Northern Zone comprises the states of Punjab, Haryana, Uttar Pradesh and Jammu & Kashmir; Central Zone comprises Madhya Pradesh and Chhattisgarh; Western Zone comprises Rajasthan, Gujarat and Maharashtra; Eastern Zone comprises West Bengal, Assam, Bihar and Orissa; and Southern Zone comprises Andhra Pradesh, Telangana, Tamil Nadu and Karnataka. Exports comprises Nepal and Hong Kong.

(2) The registered dealer count represents the total number of dealers registered in the respective zones. The active dealer count includes dealers with whom business has been conducted during Fiscal 2025.

Our ability to expand and grow our product reach significantly depends on the effective management of our dealer network. We seek to increase the penetration of our products by appointing new dealers in different geographies. However, we cannot assure you that we will be able to successfully identify or appoint new dealers or effectively manage our existing dealer network. If the terms offered to such dealers by our competitors are more favourable than those offered by us, our dealers may decline to distribute our products and terminate their arrangements with us. We may be unable to appoint replacement dealers in a timely fashion, or at all, which may reduce our sales volumes and adversely affect our results of operations. While we have not experienced such instances in the last three Fiscals where the termination of our arrangements by dealers adversely affected our business, we cannot assure you that such instances will not occur in the future. In addition, the demand for our products from dealers is dependent on the requirements of end-use customers who are farmers and purchase our products from such dealers. Consequently, any decline in the demand of our products from farmers may adversely affect demand from our dealers.

Further, we typically do not enter into long-term agreements with dealers and in the absence of such agreements, our failure to maintain relationships with existing dealers, establish relationships with new dealers on favourable terms or at all, disputes with dealers, including those regarding pricing or performance; and the inability of dealers to maintain a network of end customers, may have an adverse effect on our business, results of operations, financial condition and cash flows.

**8. Failure to obtain or renew approvals, licenses, registrations and permits required to operate our business in a timely manner, or at all, may adversely affect our business and results of operations.**

We are required to obtain certain approvals, registrations, permissions and licenses from regulatory authorities, to undertake our operations including environmental approvals, factory licenses, trade licenses, shops and establishments license, export related licenses, labour and tax related approvals. These approvals, licenses, registrations and permissions may be subject to numerous conditions. If we fail to obtain some or all of these approvals or licenses, or renewals thereof, in a timely manner or at all, or if we fail to comply with applicable conditions or it is claimed that we have breached any such conditions, our license or permission for carrying on a particular activity may be suspended or cancelled and we may not be able to carry on such activity, which could adversely affect our business, results of operations, financial condition and cash flows. For further information on the nature of approvals and licenses required for our business, see “Government and Other Approvals” on page 458. In addition, we have and may need to in the future, apply for certain additional approvals, including the renewal of approvals, which may expire from time to time. We have, *inter alia*, made applications for certain consents and approvals which are pending as on the date of this Draft Red Herring Prospectus. For details, see “Government and Other Approvals –Pending Material Approvals in relation to our Company and its Material Subsidiaries” on page 463. We cannot assure you that such approvals and licenses will be granted or renewed in a timely manner or at all by the relevant governmental or regulatory authorities. Failure to obtain or renew such approvals and licenses in a timely manner would make our operations non-compliant with applicable laws and may result in the imposition of penalties by relevant authorities and may also prevent us from carrying out our business.

Further, the import, manufacture, storage, marketing and sale of agrochemical products require several regulatory approvals. The registration process for a new product in India is complex and may be expensive. The time taken to obtain registration is lengthy with manufacturers having to adhere to a strict regulatory regime. (Source: F&S Report) This registration process increases the cost to us of developing new products and increases the risk that we may not succeed in selling them. For example, we are required to obtain preapproval from the Central Insecticides Board and Registration Committee, GoI (“CIB&RC”) to manufacture or import insecticides in India as well as obtain individual registration for each insecticide pursuant to the Insecticides Act and the Insecticides Rules, 1971. As on the date of this Draft Red Herring Prospectus, we have obtained registrations and license to manufacture agrochemicals from the CIB&RC for our agrochemical products. In addition, as of the date of the Draft Red Herring Prospectus, we have applied to CIB&RC for registration of our agrochemical products which are pending at various stages. We cannot assure you that we will be able to obtain registration for all our new products, or re-register our existing products in the future in a timely manner, which could affect our ability to sell such products and adversely affect our results of operations.

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

We have entered into transactions with related parties and while all such transactions have been conducted on an arm’s length basis and after obtaining the requisite approvals from the Board of Directors, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. All related party transactions that we may enter into post-listing, will be subject to Board or Shareholder approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, in the interest of the Company and its minority Shareholders. Further, it is likely that we may enter into additional related party transactions in the future.

The table below provides details of our aggregate related party transactions and the percentage of such related party transactions to our revenue from operations in the relevant years:

| Particulars                                                                               | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|-------------------------------------------------------------------------------------------|-------------|-------------|-------------|
| Aggregate amount of related party transactions (₹ million)*                               | 29,445.75   | 24,361.82   | 23,275.61   |
| Revenue from operations (₹ million)                                                       | 15,847.80   | 14,045.91   | 11,610.18   |
| Aggregate amount of related party transactions as a percentage of revenue from operations | 185.80%     | 173.44%     | 200.48%     |

\*Excludes corporate guarantees given to and received from subsidiaries, and personal guarantees given by the Promoters.

Further, the table below sets forth details of our aggregate related party transactions with our Subsidiaries and the percentage of such transactions to our revenue from operations in the relevant years:

| Particulars | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|-------------|-------------|-------------|-------------|
|-------------|-------------|-------------|-------------|



|                                                                                                             |           |           |           |
|-------------------------------------------------------------------------------------------------------------|-----------|-----------|-----------|
| Aggregate amount of related party transactions of our Company with Subsidiaries (in ₹ million)*             | 10,064.83 | 6,979.36  | 8,931.37  |
| Revenue from operations (in ₹ million)                                                                      | 15,847.80 | 14,045.91 | 11,610.18 |
| Aggregate amount of related party transactions with Subsidiaries as a percentage of revenue from operations | 63.51%    | 49.69%    | 76.93%    |

\*Excludes corporate guarantees given to and received from Subsidiaries.

For further information on our related party transactions, see “Summary of the Offer Document – Summary of Related Party Transactions” and “Restated Consolidated Financial Information – Note 44 – Related parties” on pages 21 and 368, respectively.

**10. We are subject to stringent technical specifications and quality requirements in relation to our products and any failure to comply with such standards may adversely affect our business and reputation.**

The products that we sell include insecticides, herbicides, fungicides, fertilizers and plant growth regulators that are designed to support farmers in maximizing productivity and achieving optimal agricultural output. Our products are required to comply with the quality standards and technical specifications as per the registration certificates provided by the relevant governing authorities for our products. Any failure on our part to adhere to the applicable standards and manufacture products according to prescribed specifications may lead to revocation of the registration certificates from the relevant authority. While we have not experienced instances of revocation of registration certificates in the last three Fiscals, we cannot assure you that such instances will not arise in the future. Our products may continue to be subject to governmental oversight even after we obtain requisite regulatory or governmental pre-approvals and registrations. For example, the pesticides that we sell may be subject to surprise sample checking by governmental agencies. In the event such samples do not comply with quality norms prescribed by the registration authorities, we may be subject to regulatory action and be unable to sell such products in the market. While we have not been subject to any regulatory action on account of non-compliance to quality norms in relation to our products in the last three Fiscals, we cannot assure you that such instances will not occur in the future. The manufacturing process of our products is complex and our failure to follow specific protocols may result in our products not meeting prescribed requirements. We may also face customer complaints in connection with the quality of our products and may be subject to consumer disputes and may be required to compensate our customers. Our customers may require us to maintain confidentiality with respect to the products we manufacture for them. Failure to do so may have an adverse impact on our results of operations and damage our reputation. Our failure to comply with technical specifications and quality requirements may have an adverse impact on our business, results of operations, financial conditions and cash flows. While we have not faced any customer complaints in connection with the quality of our products in the last three Fiscals which have had an adverse impact on our business, results of operations, financial conditions and cash flows, we cannot assure you that such instances will not occur in the future.

**11. We generate a significant portion of our revenues from a limited number of customers and the loss of such customers or a decline in demand from them could adversely affect our business, results of operations, financial condition and cash flows.**

We generate a significant portion of our revenues from a limited number of customers and the loss of any of our key customers, or a decline in the business we generate from them could adversely affect our business and results of operations. The table below sets forth the contribution to our revenues from our top 10 customers for the years indicated:

| Particulars      | Fiscal 2025           |                                                   | Fiscal 2024           |                                                   | Fiscal 2023           |                                                   |
|------------------|-----------------------|---------------------------------------------------|-----------------------|---------------------------------------------------|-----------------------|---------------------------------------------------|
|                  | Amount<br>(₹ million) | Percentage of<br>Revenue from Sale<br>of Products | Amount<br>(₹ million) | Percentage of<br>Revenue from Sale<br>of Products | Amount<br>(₹ million) | Percentage of<br>Revenue from<br>Sale of Products |
| Top 10 customers | 5,618.89              | 35.61%                                            | 5,509.99              | 39.34%                                            | 3,780.23              | 32.60%                                            |

Our reliance on a select group of customers may constraint our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance. The deterioration of the financial condition or business prospects of these customers could reduce their requirement of our products and services and result in a significant decrease in the revenues we derive from them. We cannot assure you that we will be able to maintain historic levels of business from our key customers, or that we will be able to significantly reduce customer concentration in the future.

Further, we provide contract development and manufacturing services for agrochemicals, offering custom synthesis of active ingredients and intermediates, along with formulation, filling and packaging, through our Subsidiary, Briar Chemicals Limited. We have entered into a contract manufacturing agreement with Bayer AG and depend on our relationship with them for our CDMO business. As part of our specialty chemicals business, we manufacture and sell agrochemical active ingredients and

household insecticides through our wholly-owned Subsidiary, Shogun Organics Limited. We have entered into a supply agreement with Godrej Consumer Products Limited (“**Godrej**”) for the supply of Renofluthrin to manufacture household insecticide products and depend on our relationship with Godrej for our specialty chemicals business.

The loss of all or a substantial portion of sales to such customers, any disputes with them or any adverse developments in our relationships with them may adversely affect our business, results of operations, financial condition and cash flows. While we have not experienced such instances during the last three Fiscals, we cannot assure you that such instances will not arise in the future. Further, we cannot assure you that we will be able to maintain historic levels of business from such customers, or that we will be able to significantly reduce customer concentration in the future. The volume and timing of sales to them may vary due to variations in demand for their products or on account of their manufacturing and growth strategy. Thus, any decrease in the demand for our products from them could adversely impact our business, results of operations, financial condition and cash flows.

**12. Our operations are working capital intensive and any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, financial conditions and cash flows.**

Our operations are working capital intensive and the agrochemical industry is affected by seasonal factors and credit cycles since farmers as end users influence credit periods based on crop cycles. Our branded formulation business is more working capital intensive in nature as compared to our specialty chemicals and CDMO businesses since we cater to dealers and are required to maintain inventory across multiple depots and manage debtor balances resulting from retail level sales. We also require significant amount of our working capital for purchasing key raw materials which are sourced from domestic companies, local vendors and some of them are imported by us. The table below sets forth details regarding our working capital turnover ratio, trade receivable days and trade payable days for the years indicated:

| Particulars                                   | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|-----------------------------------------------|-------------|-------------|-------------|
| Average Net Working capital (₹ million)       | 4,717.83    | 4,181.81    | NA          |
| Trade receivables (₹ million)                 | 3,900.11    | 3,113.69    | 3,590.18    |
| Trade payables (₹ million)                    | 2,614.87    | 2,568.58    | 2,415.58    |
| Revenue from operations (₹ million)           | 15,847.80   | 14,045.91   | 11,610.18   |
| Working capital turnover ratio <sup>(1)</sup> | 3.36        | 3.36        | NA          |
| Trade receivables days <sup>(2)*</sup>        | 81          | 87          | NA          |
| Trade payable days <sup>(3)*</sup>            | 60          | 65          | NA          |

\* Number of days has been rounded up if the decimal is greater than or equal to 0.50, and rounded down if less than 0.50.

<sup>(1)</sup> Working capital turnover ratio is calculated as revenue from operations for the year divided by average net working capital. Average net working capital is calculated as average trade receivables plus average inventories minus average trade payables. Since financial and operational data for Fiscal 2022 is not disclosed in this Draft Red Herring Prospectus, the average information for Fiscal 2023 cannot be calculated.

<sup>(2)</sup> Trade receivable days are calculated as average trade receivables divided by revenue from operations multiplied by 365 days. Since financial and operational data for Fiscal 2022 is not disclosed in this Draft Red Herring Prospectus, the average information for Fiscal 2023 cannot be calculated.

<sup>(3)</sup> Trade payable days are calculated as average trade payables divided by revenue from operations multiplied by 365 days. Since financial and operational data for Fiscal 2022 is not disclosed in this Draft Red Herring Prospectus, the average information for Fiscal 2023 cannot be calculated.

Our working capital requirements may increase if the payment terms in our arrangements include reduced advance payments or longer payment schedules for our customers or increased advance payments or shorter credit period from our suppliers. These factors may result in increases in the amount of our receivables, short-term borrowings and the cost of availing such working capital funding. Additionally, our inability to obtain adequate amount of working capital at terms favourable to us and in a timely manner, or at all, may also have an adverse effect on our business, results of operations, financial conditions and cash flows.

**13. Our inability to introduce new products and respond to changing customer preferences in a timely and effective manner, may have an adverse effect on our business, results of operations, financial condition and cash flows.**

The success of our operations, specifically in our branded formulation business, depends upon our ability to anticipate and identify changes in the preferences of our customers and offer them products that they require, on a timely basis. Although we seek to identify such trends and introduce new products, we cannot assure you that our products would gain consumer acceptance or that we will be able to successfully compete in such new product segments. Before we can introduce a new product, we must successfully execute several steps, including effective marketing strategies for our target customers, scaling our manufacturing infrastructure, if required, to increase or change the nature of our manufacturing capacity, obtaining timely regulatory approvals and establishing relationships with suppliers and dealers. We also depend on the successful introduction of new manufacturing processes and raw material sourcing to create new products, achieve operational efficiencies and adapt to advances in technology. In order to remain competitive, we must develop, test and manufacture new products, which must meet regulatory standards and receive requisite regulatory approvals. In our branded formulation business, we introduced six, 14 and nine new products for our dealers in Fiscals 2025, 2024 and 2023, respectively. However, our product development efforts may result in higher costs without a proportionate increase in our revenues.

We cannot assure you that our initiatives will be successful or that our products will achieve wide market acceptance from our customers. Even if such products can be commercially launched, we cannot assure you that that these products would be successful and help us in achieving the anticipated sales target or achieve profitability on such products.

**14. Our Company, Subsidiaries, Promoters, Key Managerial Personnel and Directors are involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have an adverse effect on our business, result of operations, financial condition and cash flows.**

There are outstanding legal and regulatory proceedings involving our Company, our Subsidiaries, our Promoters, our Key Managerial Personnel and Directors which are pending at different levels of adjudication before various courts, tribunals and other authorities. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as applicable. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, continuity of our management, business, results of operations, financial conditions and cash flows. The summary of such outstanding material legal and regulatory proceedings as on the date of this Draft Red Herring Prospectus is set out below:

Further, as on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving any of our Group Company which will have a material impact on our Company.

We cannot assure you that any of these matters will be settled in favour of our Company, Subsidiaries, Promoter, Key Managerial Personnel or Directors, respectively, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our reputation, prospectus, business, results of operations, financial conditions and cash flows. For further information, see “*Outstanding Litigation and Other Material Developments*” on page 445.

| Category of individuals / entities | Criminal proceedings | Tax proceedings | Statutory or regulatory proceedings | Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action | Material civil litigations <sup>(2)</sup> | Aggregate amount involved (in ₹ million) <sup>(1)</sup> |
|------------------------------------|----------------------|-----------------|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|---------------------------------------------------------|
| <b>Company</b>                     |                      |                 |                                     |                                                                                                                            |                                           |                                                         |
| By our Company                     | 174*                 | Nil             | Nil                                 | N.A.                                                                                                                       | 1                                         | 106.86                                                  |
| Against our Company                | 4 <sup>(3)</sup>     | 11              | 4                                   | N.A.                                                                                                                       | 6                                         | 197.62                                                  |
| <b>Directors</b>                   |                      |                 |                                     |                                                                                                                            |                                           |                                                         |
| By our Directors                   | Nil                  | Nil             | Nil                                 | N.A.                                                                                                                       | Nil                                       | Nil                                                     |
| Against our Directors              | 4                    | Nil             | 6                                   | N.A.                                                                                                                       | 1                                         | 0.38                                                    |
| <b>Promoters</b>                   |                      |                 |                                     |                                                                                                                            |                                           |                                                         |
| By our Promoters                   | Nil                  | Nil             | Nil                                 | N.A.                                                                                                                       | Nil                                       | Nil                                                     |
| Against our Promoters              | 3                    | Nil             | 4                                   | Nil                                                                                                                        | 1                                         | 0.38                                                    |
| <b>Subsidiaries</b>                |                      |                 |                                     |                                                                                                                            |                                           |                                                         |
| By Subsidiaries                    | 457 <sup>#</sup>     | Nil             | Nil                                 | N.A.                                                                                                                       | 1                                         | 200.00                                                  |
| Against Subsidiaries               | 3                    | 15              | 4                                   | N.A.                                                                                                                       | 2                                         | 60.77                                                   |

1. To the extent ascertainable and quantifiable

2. Determined in accordance with the Materiality Policy.

3. These matters were initiated by a regulatory authority and subsequently a criminal complaint was filed.

^ Includes details of proceedings involving the Directors who are also Promoters.

\* Includes 173 cases filed by our Company for alleged violation of Section 138 of the Negotiable Instruments Act, 1881, as amended for an aggregate amount of ₹88.92 million.

# Includes 263 matters involving Indo Swiss Chemicals Limited for an aggregate amount of ₹92.85 million and 194 matters involving Smith N Smith Chemicals Limited for an aggregate amount of ₹90.10 million, for an alleged violation of Section 138 of the Negotiable Instruments Act, 1881, as amended.

| Category of individuals              | Criminal proceedings | Statutory or regulatory proceedings | Aggregate amount involved (in ₹ million) <sup>(1)</sup> |
|--------------------------------------|----------------------|-------------------------------------|---------------------------------------------------------|
| <b>Key Managerial Personnel*</b>     |                      |                                     |                                                         |
| By our Key Managerial Personnel      | Nil                  | Nil                                 | Nil                                                     |
| Against our Key Managerial Personnel |                      | 3                                   | 4                                                       |
| <b>Senior Management</b>             |                      |                                     |                                                         |
| By our Senior Management             | Nil                  | Nil                                 | Nil                                                     |
| Against our Senior Management        | Nil                  | Nil                                 | Nil                                                     |

<sup>(1)</sup> To the extent ascertainable and quantifiable.

\*Also includes details of Executive Directors who are Key Managerial Personnel.

Further, in the last three Financial Years, our Company and Subsidiaries have filed five compounding applications with the various relevant registrars of companies in relation to delays in holding annual general meetings for Financial Year 2021-2022, beyond the timelines prescribed by Section 96 of the Companies Act and one adjudication application in relation to corporate social responsibility defaults by one of our Subsidiary, Smith N Smith Chemicals Limited. These compounding applications have been accepted by the relevant regional directors of registrars of companies and our Company and/or Subsidiaries, as

applicable in each case, have paid the requisite penalties. However, in relation to the compounding application dated March 16, 2023 filed by our Subsidiary, Smith N Smith Chemicals Limited, attempts were made to remit the penalty amounts imposed pursuant to the adjudication orders dated September 5, 2023 and June 6, 2025, through the Ministry of Corporate Affairs portal (“**Portal**”). However, the payment could not be completed due to maintenance activity on the Portal. As per the communication received from the MCA, the said payment may be effected after July 14, 2025. As on date of this Draft Red Herring Prospectus, the Smith N Smith Chemicals Limited is in process of making the requisite payment. For details of the compounding application, please see “*Outstanding Litigation and Material Developments – V. Litigation involving our Subsidiaries - Actions taken by Regulatory or Statutory Authorities*” on page 453. There can be no assurance that in the future any liabilities, penalties and fees which may arise out of the resultant proceedings may have an adverse effect on our reputation, prospects, business, results of operations, financial conditions and cash flows.

Further, a criminal complaint dated June 23, 2022 and complaint dated June 23, 2022 have been filed by the Serious Fraud Investigation Office (“**SFIO**”) against one of our Independent Directors, Savan Godiawala, and these matters are currently pending as on date of this Draft Red Herring Prospectus. There can be no assurance that criminal complaints, show cause notices and other criminal matters or actions by regulatory or statutory authorities will not be initiated against our Directors in the future. An adverse finding against any of our Directors, in any of these proceedings may have may have an adverse effect on our reputation, prospects, business, results of operations, financial conditions and cash flows.

**15. Our operations are hazardous and could expose us to the risk of liabilities, loss of revenue and increased expenses.**

Our operations are subject to various hazards associated with the production of chemical and other products, such as the use, handling, processing, storage and transportation of hazardous materials, as well as accidents such as leakage or spillages of chemicals. Any mishandling of hazardous chemical and poisonous substances could also lead to fatal accidents. In addition, our employees operate heavy machinery at our manufacturing facilities and accidents may occur while operating such machinery. However, we took all necessary steps to reduce risk after the incident and are presently in compliance with applicable law. 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 hazardous substances, chemicals or gases, and other environmental risks. These hazards can cause personal injury and loss of life, severe damage to and destruction of property and equipment, environmental damage and may result in the suspension of operations and the imposition of civil and criminal liabilities. For instance, in Fiscal 2025, a lorry driver employed by a contractor was struck by falling pellets during unloading of a vehicle at Briar Chemical’s facility. While no outstanding litigation exists in connection with this matter, the parties are currently negotiating a claim for this matter. Any liability arising out of such settlement or any future litigation in this regard may lead to increased expenses. Additionally, in Fiscal 2022, prior to our acquisition of Briar Chemicals, there was a loss of containment of bromine at its facility, subsequent to which, Briar Chemicals took all necessary steps to reduce the risk of such instances. As a result of past or future operations, claims of injury by employees or members of the public due to exposure, or alleged exposure, to the hazardous materials involved in our business may arise.

For example, our manufacturing operations at our manufacturing facility in Una, Himachal Pradesh were affected by a flood in August 2024 resulting in damage to inventory of ₹ 18.51 million and we recognized such loss as an exceptional item in our restated consolidated statement of profit and loss. Our Subsidiary, Him Bio Agro, has made insurance claims for such losses, which are currently under assessment by the insurance provider. In the event, the insurance provider rejects our claim or the insurance amount received is lesser than the insurance amount claimed, it may have an impact on our results of operations. We also experienced a fire incident at our manufacturing facility in Pune, Maharashtra in Fiscal 2023 resulting in a loss of ₹ 11.94 million for which we made insurance claims and received an amount of ₹ 7.91 million from the insurance provider.

Further, our Subsidiary Briar Chemicals, which we acquired in October 2022, had a non-regulatory obligation for environment remediation at its manufacturing site in Norwich, United Kingdom in connection with soil and groundwater contamination which occurred while it was owned by one of its previous owners. At the time we acquired Briar Chemicals, we had also obtained an insurance policy to insure us against liabilities arising from such matters, up to a limit of GBP 15 million and covering pollution liability, transportation pollution liability, crisis and reputation management expenses and business interruption costs. Further, we had an outstanding environmental remediation provision of ₹ 399.99 million, as of March 31, 2024, in our Restated Consolidated Financial Information. During Fiscal 2025, we undertook a review of such environmental remediation provision and changed the estimated period in consultation with independent environmental experts over which remediation efforts would be carried out from Fiscal 2026 to Fiscal 2055 covering a revised duration of 30 years. This reassessment resulted in an increase of ₹ 96.69 million (excluding foreign currency translation reserve of ₹ 14.49 million) in the provision raising the total environmental remediation provision to ₹ 511.17 million as of March 31, 2025. The provision has been recognized in accordance with the requirements of Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, and the change in estimate has been accounted for prospectively, in line with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors.

The occurrence of such events in the future may lead to claims and lawsuits, which if individually or in the aggregate, are resolved against us, may adversely affect our business, reputation, results of operations, financial condition and cash flows.

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

Our business depends on our estimate of the long-term demand for our products from our customers. If we underestimate demand or have inadequate capacity due to which we are unable to meet the demand for our products, we may manufacture fewer quantities of products than required, which could result in the loss of business. While we forecast the demand for our products and accordingly plan our production volumes in our branded formulation and specialty chemicals businesses, any error in our forecast could result in surplus stock, which may not be sold in a timely manner. If we were to overestimate demand for our products, we may incur costs to build capacity or purchase more raw materials and manufacture more products than required. Although there have not been such instances in the last three Fiscals where errors in our forecasting resulted in material surplus stock, we cannot assure you that such instances will not arise in the future. Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations, financial condition and cash flows.

**17. We have capital expenditure requirements and may require additional capital and financing in the future and our operations could be curtailed if we are unable to obtain the required additional capital and financing when needed.**

We have incurred capital expenditure primarily to expand and upgrade our manufacturing facilities. The following table sets forth details of our capital expenditure in the years indicated:

| Particulars                                | Fiscal 2025 | Fiscal 2024 | Fiscal 2023           |
|--------------------------------------------|-------------|-------------|-----------------------|
| Capital expenditure* (₹ million)           | 579.17      | 930.86      | 8,154.52 <sup>^</sup> |
| Revenue from operations (₹ million)        | 15,847.80   | 14,045.91   | 11,610.18             |
| As a percentage of revenue from operations | 3.65%       | 6.63%       | 70.24%                |

\*Capital expenditure comprises additions to property, plant and equipment, capital work in progress, right of use assets, intangible assets, investment property, intangible assets under development and goodwill.

<sup>^</sup>We acquired Briar Chemicals with effect from October 10, 2022.

Our sources of additional capital required to meet our capital expenditure plans may include the incurrence of debt or the issue of equity or debt securities or a combination of both. Further, our budgeted resources may prove insufficient to meet our requirements which could drain our internal accruals or compel us to raise additional capital. If we are required to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could adversely affect our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. We may also become subject to additional restrictive covenants in our financing agreements, which could limit our ability to access cash flows from operations and undertake certain types of transactions. Any issuance of equity, on the other hand, would result in a dilution of the shareholding of existing shareholders. If any of the foregoing were to occur, our business, results of operations, financial condition and cash flows may be adversely affected.

**18. We have incurred indebtedness and any inability to comply with the covenants in our financing agreements and repay amounts outstanding could adversely affect our business, results of operations, financial condition and cash flows.**

We have entered into financing arrangements with various lenders for short-term and long terms facilities for purposes including funding our working capital requirements and purchasing capital goods. Further our Promoters, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, and Piyush Jindal has also provided personal guarantees for certain loan facilities obtained by us. The table below sets forth certain information on our total borrowings, finance costs and interest coverage ratio, as of and for the years as indicated:

| Particulars                                       | As of/ for the year ended<br>March 31, 2025 | As of/ for the year ended<br>March 31, 2024 | As of/ for the year ended<br>March 31, 2023 |
|---------------------------------------------------|---------------------------------------------|---------------------------------------------|---------------------------------------------|
| Total borrowings <sup>(1)</sup> (₹ million)       | 8,303.94                                    | 6,770.90                                    | 6,802.18                                    |
| Finance costs (₹ million)                         | 987.31                                      | 743.54                                      | 399.69                                      |
| Interest coverage ratio <sup>(2)</sup> (in times) | 1.47                                        | 0.64                                        | 2.76                                        |

<sup>(1)</sup> Total borrowings is calculated as current borrowings plus non-current borrowings.

<sup>(2)</sup> Interest coverage ratio is calculated as earnings before interest and taxes divided by finance cost.

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 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 capital expenditure and reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions.

Our financing arrangements include conditions that require us to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions including altering our capital structure, further issuance of any Equity Shares, transfer of Equity Shares, change in our shareholding pattern, changing the management including changes in the key managerial personnel or senior management of the Company, dilution of Promoters' shareholding, alteration in the constitutional documents and creation of security. Failure to meet these conditions could have significant consequences on our business and operations. As of the date of this Draft Red Herring Prospectus, we have received all consents required from our lenders in connection with the Offer.

Further, certain of our equity shares in our Subsidiary, Safex Holdings UK Limited, have been pledged by our Company. The table below sets out details of the equity shares pledged by our Company:

| Name of the entity        | Percentage of equity shares in the entity held by our Company | Percentage of equity shares pledged | Tenure  |
|---------------------------|---------------------------------------------------------------|-------------------------------------|---------|
| Safex Holdings UK Limited | 84.87%*                                                       | 100.00%                             | 5 years |

\* The remaining equity share holding of 15.13% of Safex Holdings UK Limited is held by Shogun Organics Limited, which is a wholly owned subsidiary of Safex Chemicals (India) Limited.

In the event of non-compliance with the terms under the loan and security arrangements or default in the payment of amounts in relation to pledge, the security provided may be enforced and the pledge over our Subsidiaries' shares may be invoked. As a result, we may not be able to conduct our business or implement our strategies as currently planned, which could have an adverse effect on our business.

In terms of security, we are required to create a charge over our current assets, movable and immovable properties, and provide fixed deposits, term deposits and cash collaterals. We may also be required to furnish additional security if required by our lenders. Additionally, these financing agreements also require us to maintain certain financial ratios. Further, as per the terms of our financing arrangements, we may be required to comply with various financial ratios and covenants. For instance, in Fiscal Year 2023, one of our Subsidiaries, Safex Holdings UK Limited breached a financial leverage ratio covenant, however the same was subsequently waived off by all relevant lenders of Safex Holdings UK Limited. While apart from the above instance, there has been no breach of such covenants in the last three Fiscals, we cannot assure you that we will be able to comply with these financial or other covenants at all times or that any such breaches with respect to financial covenants may be waived in the future or that we will be able to obtain the necessary consents to take the actions that we believe are required to operate and grow our business. Further, there has been no re-scheduling/ re-structuring in relation to borrowings availed by us from any financial institutions or banks in the last three Fiscals.

Further, we are susceptible to changes in interest rates and the risks arising therefrom. Certain of our financing agreements provide for interest at variable rates with a provision for the periodic resetting of interest rates. For further information on the interest charged under our financing agreements, see "*Financial Indebtedness – Principal terms of the facilities availed by our Company and our Subsidiaries*" on page 442.

**19. Any change in Government policies towards the agriculture sector or a reduction in subsidies and incentives provided to farmers could adversely affect our business, results of operations, financial condition and cash flows.**

We expect that state and central government policies will continue to affect the income available to farmers to purchase crop protection chemicals, biologicals and nutrition products. Any changes in Government policies relating to the agriculture sector such as the reduction of government expenditure towards agriculture, the withdrawal of or changes in incentives and subsidies provided to farmers, export restrictions on crops, adverse changes in commodity prices or minimum support prices could affect the ability of farmers to spend on crop protection chemicals, biologicals and nutrition products, which in turn could adversely affect the demand for our products and our business and results of operations.

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

Alternative pest management and crop protection measures, such as organic farming, bio technology products, pest resistant seeds or genetically modified crops may reduce the demand for our products. The growth and acceptance of such alternative pest management and crop protection products and measures by customers may have an adverse effect on our sales volumes and consequently our results of operations. Genetically modified crops are crops whose DNA has been altered to provide them with certain desirable characteristics. If we fail to adapt our product range to respond to such developments, demand for our products or their price may decline and adversely affect our business and results of operations.

**21. We are dependent on third party transportation and logistics service providers for certain operations including transportation of raw materials, distribution and delivery of our products and hazardous waste management. Any defect, damage or destruction caused to our products could adversely affect our business, results of operations, financial condition and cash flows.**

We rely on third party transportation and logistics providers for delivery of our raw materials and products. Since we do not enter into long term contracts with these providers, disruptions in logistics could impair our ability to procure raw materials and manufacture our products and deliver them on time, which could adversely affect our business. We are also subject to the risk of increases in transportation costs and if we may not be able to pass on such costs to our customers, which could adversely affect our margins. We may be responsible for the transport of our products and accordingly be exposed to the risk of theft, accidents, defect, damage and/or loss of our products in transit. Losses caused during transit and transportation are typically covered by our insurance policies. While we have not experienced any instances in the last three Fiscals of a disruption in our logistics that materially affected our operations, we cannot assure you that such instances will not arise in the future. The occurrence of such events could have an adverse effect on our business, results of operations, financial condition and cash flows.

**22. We extend credit to our customers and dealers in respect of our products and any write-off of bad debts could result in the reduction of our profits, which could adversely affect our business, results of operations, financial conditions and cash flows.**

Our operations involve extending credit to our customers and dealers in respect of our products, and consequently, we face the risk of non-receipt of these outstanding amounts in a timely manner or at all, particularly in the absence of long-term arrangements with our distributors and certain customers. Our inability to collect receivables from our customers and distributors in a timely manner or at all in future, could adversely affect our working capital cycle, financial condition, results of operations and cash flows. Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our customers and dealers, and as a result could cause customers and dealers to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements, or default on their payment obligations to us.

Details of bad debts and provision for expected credit loss for Fiscals 2025, 2024 and 2023 are set forth below:

| Particulars                        | Fiscal 2025           |                                             | Fiscal 2024           |                                             | Fiscal 2023           |                                             |
|------------------------------------|-----------------------|---------------------------------------------|-----------------------|---------------------------------------------|-----------------------|---------------------------------------------|
|                                    | Amount<br>(₹ million) | Percentage of<br>revenue from<br>operations | Amount<br>(₹ million) | Percentage of<br>revenue from<br>operations | Amount<br>(₹ million) | Percentage of<br>revenue from<br>operations |
| Bad debts                          | 58.47                 | 0.37%                                       | 38.66                 | 0.27%                                       | 34.19                 | 0.29%                                       |
| Provision for expected credit loss | 15.39                 | 0.10%                                       | 12.54                 | 0.08%                                       | 15.31                 | 0.13%                                       |

An increase in bad debts or in defaults by our customer and/ or dealers may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our business, results of operations, financial conditions and cash flows.

**23. Resistance from farmers to crop protection chemicals or the improper application of our products may adversely affect our business, results of operations and financial condition.**

Crop protection products, including the ones that we manufacture, may face resistance from farmers and activist groups because of concerns over their alleged effects on food safety and the environment. Such groups may attempt to influence the purchase decision of farmers or may choose to litigate to restrict the use of crop protection chemical products. Further, farmers may have to be educated with the latest information on crop management, such as the appropriate kinds of pesticides, its dosage and quantity and the frequency of its application, in order to apply them appropriately and effectively. Although majority of our packaging contains information about the optimum dosage and usage method, lack of education and awareness among farmers may lead to the inappropriate application of our products, which could result in crop damage. The inappropriate application of our products could result in a potential consumer dispute and adversely affect our business, reputation and prospects.

**24. Some of our corporate records, including forms filed with the Registrar of Companies, are not traceable. Further, there have been certain instances of errors in the past in relation to certain of our form filings. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to the untraceable filings and corporate records, which may impact our financial condition and reputation.**

Certain of our Company's corporate records and form filings are not traceable. These form filings include:

1. Forms 23s for the allotments each dated April 30, 1996; December 10, 1996; March 24, 1998; March 27, 2000; and March 10, 2006, along with relevant challans;

2. Share transfer forms for the transfers approved by our Company on December 5, 2003 and March 27, 2009;
3. Audited financial statements March 31, 1993;
4. Form 20Bs filed by the Company for the Financial Years from 1993 to 2002;
5. Forms 1A, 23 and 62 in relation to shareholders' resolution dated January 12, 1995 in relation to conversion of the Company from private to public limited company, along with relevant challans;
6. Form 32 for the initial appointment for Surinder Kumar Chaudhary, along with relevant challan; and
7. Form 5 for increase in authorised share capital from ₹2,500,000 to ₹5,000,000, along with relevant challan (collectively, **"Missing Form Filings"**).

While we have conducted searches of our records at our Company's offices, on the portal maintained by the Ministry of Corporate Affairs (**"MCA Portal"**), we have not been able to trace the aforementioned corporate records. In this regard, we have also relied on the search report dated June 30, 2025 prepared by Avinash Kaur & Co., an independent practicing company secretary with the firm registration number bearing S2020DE723700, which was prepared basis their independent search/inspection of documents available on the MCA Portal and carried out physical search of the documents with the RoC and reviewed other records of the Company maintained at our Registered and Corporate office. We have also approached the Registrar of Companies through our letter dated July 3, 2025, highlighting the Missing Form Filings and one clerical error. Accordingly, we have placed reliance on other corporate records such as the copies of the relevant Form – 2s, copies of the board and shareholder meeting minutes and the certified true copies of the board and shareholders' resolutions passed by the Board and Shareholders, where applicable and available, annual returns filed by our Company, to the extent available, the register of members and register of transfers, maintained by our Company and board resolutions noting share transfers, for our disclosures.

Further, there have been certain errors in form filings in the past by our Company. For instance, with respect to Form-2 filed for the allotment dated March 31, 1992 with respect to the allotment of 200 equity shares of face value of ₹100 each, consisting of 100 equity shares to Surinder Kumar Jindal and 100 equity shares to Surinder Kumar Chaudhary, which on account of a clerical error in the Form-2 filed with the Registrar of Companies recorded 3,050 equity shares instead of the correct figure of 2,850 equity shares.

We cannot assure you that, in the future, we will not be subject to any adverse action by any authority or liability in relation to such untraceable records. Although no legal proceedings or regulatory actions have been initiated or are pending against us in relation to such untraceable secretarial and other corporate records and documents, if we are subject to any such liability, it may have a material adverse effect on our financial condition and reputation.

**25. *We may consider inorganic growth opportunities, such as through mergers, acquisitions or strategic investments, to grow our business. Any failure to achieve the anticipated benefits from such initiatives may have an adverse impact on our business, results of operations, financial condition and cash flows.***

We have pursued inorganic growth opportunities through acquisitions to enter new markets, increase our revenues and improve our supply chain through backward integration. For example, we completed the acquisition of Shogun Organics in September 2021, Shogun Lifesciences in July 2021 and Briar Chemicals in the United Kingdom in October 2022. For further details, 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 257. We may consider opportunities for inorganic growth in the future, such as through mergers and acquisitions, if, among other things, they consolidate our market position in existing business verticals; achieve operating leverage in key markets by unlocking potential efficiency and synergy benefits; strengthen and expand our product portfolio; enhance our depth of experience, knowledge-base and know-how; and increase our sales and distribution network.

However, we cannot assure you that we will be able to identify suitable entities on commercially reasonable terms or be able to raise sufficient funds to finance such growth initiatives. Even if we do, we may be unable to successfully integrate any acquired business, its facilities, technologies, or products into our business or retain any key personnel, suppliers, or customers and we may fail to realize the anticipated synergies from such initiatives. The efforts required to complete and integrate such transactions could be expensive and time-consuming and may disrupt our ongoing business and prevent management from focusing on our operations. If we are unable to identify suitable acquisitions, or if we are unable to integrate any entities that we acquire effectively, our business, results of operations, financial condition and cash flows could be adversely affected.

**26. *Our Company is required to pay certain statutory dues and any delay in payment of statutory dues by us may result in the imposition of penalties and in turn may have an adverse effect on our business, financial condition, results of operation and cash flows.***

We are required to pay certain statutory dues including provident fund contributions, employee state insurance contributions (**"ESIC"**), professional taxes, labour welfare fund, goods and services tax (**"GST"**), tax deducted at source (**"TDS"**), tax collected at source (**"TCS"**) and income tax. The table below sets forth the details of the statutory dues (paid and unpaid) by us:



(All amount in ₹ million)

| Nature of payment               | As of March 31, 2025 |            |       |        | As of March 31, 2024 |            |       |        | As of March 31, 2023 |            |       |        |
|---------------------------------|----------------------|------------|-------|--------|----------------------|------------|-------|--------|----------------------|------------|-------|--------|
|                                 | No of Employees      | Total Dues | Paid  | Unpaid | No of Employees      | Total Dues | Paid  | Unpaid | No of Employees      | Total Dues | Paid  | Unpaid |
| Employees state insurance       | 219                  | 0.15       | 0.15  | 0.00   | 213                  | 0.07       | 0.07  | 0.00   | 214                  | 0.14       | 0.14  | 0.00   |
| Labour Welfare fund             | 3                    | 0.00       | 0.00  | 0.00   | 3                    | 0.00       | 0.00  | 0.00   | 3                    | 0.00       | 0.00  | 0.00   |
| Provident Fund <sup>(1)</sup>   | 1,236                | 12.05      | 4.75  | 7.30   | 1,081                | 11.60      | 4.30  | 7.30   | 978                  | 11.28      | 3.98  | 7.30   |
| Professional Tax <sup>(2)</sup> | 560                  | 0.74       | 0.05  | 0.69   | 478                  | 0.61       | 0.28  | 0.33   | 496                  | 0.36       | 0.19  | 0.17   |
| Tax Deducted at source          | 226                  | 43.74      | 43.74 | 0.00   | 170                  | 8.51       | 8.51  | 0.00   | 207                  | 6.98       | 6.98  | 0.00   |
| Pay As You Earn*                | 253                  | 16.56      | 16.56 | 0.00   | 259                  | 14.21      | 14.21 | 0.00   | 251                  | 12.59      | 12.59 | 0.00   |
| National Insurance*             | 253                  | 16.91      | 16.91 | 0.00   | 259                  | 16.74      | 16.74 | 0.00   | 251                  | 14.86      | 14.86 | 0.00   |
| Apprenticeship Levy*            | 253                  | 0.38       | 0.38  | 0.00   | 259                  | 0.35       | 0.35  | 0.00   | 251                  | 0.43       | 0.43  | 0.00   |

\* Foreign statutory dues have been converted from GBP to INR using the reference exchange rates published by the FBIL. The exchange rate was ₹ 110.74 on March 31, 2025, ₹ 105.29 on March 31, 2024 and ₹ 101.87 on March 31, 2023.

<sup>(1)</sup> The amounts remain pending for payment in respect of employees who are no longer associated with the Company and who do not hold an employee provident fund account.

<sup>(2)</sup> The Company has applied for professional tax registration, and the approval from the relevant authorities is currently awaited.

We cannot assure you that we will not be subject to such penalties and fines in the future for delays in payment of statutory dues, which may have an adverse impact on our business, results of operations, financial condition and cash flows.

**27. Our Statutory Auditors have included remarks in their audit reports issued on the consolidated financial statements for Fiscals 2025, 2024 and 2023 which do not require any corrective adjustments in the Restated Consolidated Financial Information. In addition, our statutory auditors have included certain observations in accordance with the Companies (Auditor's Report) Order, 2020. We cannot assure you that any similar remarks will not form part of our financial statements for the future fiscal periods, which could have an adverse effect on our reputation, the trading price of the Equity Shares, results of operations, cash flows and financial condition.**

Our Statutory Auditors included certain remarks in the auditors' reports as at and for the years ended March 31, 2025, March 31, 2024, and March 31, 2023 which do not require any corrective adjustments in the Restated Consolidated Financial Information, details of which are as follows:

For the year ended 31 March 2023:

*"We draw attention to Note 47 in the consolidated financial statements, which indicates that the Subsidiary Company may breach its loan covenants in the going concern period, which would trigger an event of default and could lead to the acceleration of the debt. If the Subsidiary Company is unable to secure a waiver or amendment of the covenant and as a result, the debt becomes payable on demand, the Group, of which the Subsidiary Company is part of, may not be able to meet its obligations as they fall due which could give rise to a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern."*

*"Our opinion is not modified in respect of this matter. In auditing the consolidated financial statements, we have concluded that the management's use of the going concern basis of accounting in the preparation of the consolidated financial statements is appropriate."*

For the years ended 31 March 2025, 31 March 2024 and 31 March 2023

*"The adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to one Subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India."*

These remarks did not require any corrective adjustments in the Restated Consolidated Financial Information. In addition, our statutory auditors have included certain remarks in accordance with Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) for the years ended March 31, 2025 and the year ended March 31, 2024 wherein our statutory auditor have noted that the audit trail feature was not enabled throughout the year at database level for accounting software to log any direct data changes, used for maintenance of all accounting records. For further information, see, "Financial Information – Restated Financial Information – Notes to the Restated Consolidated Financial Information – Note 53" on page 396. Further, our

statutory auditors have included certain remarks in accordance with the Companies (Auditor's Report) Order, 2020 for the years ended March 31, 2025, March 31, 2024, and March 31, 2023 which include working capital statements filed with the banks/ financial institutions do not agree with the Company's books of accounts, and undisputed statutory dues outstanding for more than six months. For further information, see, "*Financial Information – Restated Financial Information – Notes to the Restated Consolidated Financial Information – Note 53*" on page 396. We cannot assure you that our auditors' reports for any future fiscal periods will not contain qualifications, matters of emphasis or other observations or remarks which could subject us to additional liabilities, due to which our reputation and financial condition may be adversely affected.

**28. *A portion of the Net Proceeds may be utilised for repayment or prepayment of loan facilities availed by our Company and one of our Subsidiaries, Shogun Organics Limited, from Axis Bank Limited, which is an affiliate of Axis Capital Limited, one of the Book Running Lead Managers.***

We propose to repay or pre-pay certain loan facilities availed by our Company and one of our Subsidiaries, Shogun Organics Limited from Axis Bank Limited from the Net Proceeds. Axis Bank Limited is an affiliate of Axis Capital Limited, one of the Book Running Lead Managers and is not an associate of our Company in terms of the SEBI Merchant Bankers Regulations. The loan facilities sanctioned to our Company by Axis Bank Limited were done as part of their lending activities in the ordinary course of business and we do not believe that there is any conflict of interest under the SEBI Merchant Bankers Regulations, or any other applicable SEBI rules or regulations. The Board of Directors of our Company has chosen the loans and facilities to be repaid/prepaid based on commercial considerations. For details see "*Objects of the Offer - 1. Repayment/prepayment, in part or full, of certain of or all of borrowings availed by: (a) our Company and (b) our Subsidiary, namely, Shogun Organics Limited, through investments in such Subsidiary*" on page 104. However, there can be no assurance that the repayment/prepayment of such loans from the Net Proceeds to an affiliate of one of the Book Running Lead Managers will not be perceived as a current or potential conflict of interest.

**29. *The agrochemical industry is intensely competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.***

The agrochemical industry is a highly competitive market with several major companies present, and therefore it is challenging to maintain or improve market share and profitability. Many of our competitors may have greater financial, manufacturing, R&D, marketing and other resources, more experience in obtaining regulatory approvals, greater geographic reach, broader product ranges or a stronger sales force. Our competitors may succeed in developing products that are more effective, popular or cheaper than ours, which may render our products uncompetitive and adversely affect our business, results of operations and financial condition. Further, some of our competitors, which include major multinational corporations, may consolidate and integrate their operations, and the strength of combined companies could affect our competitive position. Consolidated corporations may have greater financial, manufacturing, R&D, marketing and other resources, broader product ranges and larger, stronger sales forces, which may make them more competitive than us. Additionally, if one of our competitors or their customers acquire any of our customers or suppliers, we may lose business from the customer or lose a supplier of a critical raw material or component, which may adversely affect our business, results of operations, financial condition and cash flows.

**30. *We are subject to various safety, health and environmental laws and labour, workplace and related laws and regulations which may increase our compliance costs and as such adversely affect our business, results of operations and financial condition.***

We are subject to a broad range of safety, health, environmental, labour, workplace and related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, noise emissions, air and water discharges on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations. For example, the laws in India limit the amount of hazardous and pollutant discharge that our manufacturing plants may release into the air and water. The discharge of substances that are chemical in nature or of other hazardous substances into the air, soil or water beyond these limits may cause us to be liable to regulatory bodies and incur costs to remedy the damage caused by such discharges. Any of the foregoing could subject us to litigation, which may increase our expenses in the event we are found liable, and could adversely affect our reputation. We are also required to obtain and comply with environmental permits for certain of our operations. For instance, we require approvals under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016, in order to establish and operate our manufacturing plants in India and are subject to inspections from the relevant authorities in order to maintain such approvals.

A suspension, cancellation or refusal to extend our approvals and registrations may require us to cease production at some or all of our manufacturing units (or may affect other aspects of our operations), which may have an adverse effect on our business, financial condition, results of operations and prospects. There can be no assurance that we will be in complete compliance at all times with such laws, regulations and the terms and conditions of any consents or permits. If we violate or fail to comply adequately with these requirements, we could be fined or otherwise sanctioned by the relevant regulators. While we have not been fined or otherwise sanctioned in the last three Fiscals, any fines or sanctions in the future could adversely affect our business, reputation, financial condition or results of operations.

We are also subject to the laws and regulations governing employees, including in relation to minimum wage and maximum working hours, overtime, working conditions, maternity leave, hiring and termination of employees, contract labour and work permits. We have incurred and expect to continue incurring costs for compliance with such laws and regulations. These laws and regulations have, however, become increasingly stringent and it is possible that they will become significantly more stringent in the future. If we are unable to remain in compliance with all applicable safety and labour laws, our business, results of operations and financial condition may be adversely affected.

**31. Our inability to effectively utilize our manufacturing capacities could have an adverse effect on our business, results of operations, financial condition and cash flows.**

As of the date of this Draft Red Herring Prospectus, we operate eight manufacturing units: six in India for branded formulation, one in India for specialty chemicals, and one in Norwich, UK for our CDMO business.

The table below sets forth certain information relating to the installed capacity, effective installed capacity, actual production and capacity utilisation of our facilities for the years indicated:

| Product Vertical                                           | Product  | Particulars                  | Unit of Measurement | For the year ending March 31, 2023 | For the year ending March 31, 2024 | For the year ending March 31, 2025 |
|------------------------------------------------------------|----------|------------------------------|---------------------|------------------------------------|------------------------------------|------------------------------------|
| Branded Formulation                                        | Powder   | Installed Capacity           | Metric Tonne        | 9,220.00                           | 9,220.00                           | 9,220.00                           |
|                                                            |          | Effective Installed Capacity | Metric Tonne        | 6,570.00                           | 6,570.00                           | 6,570.00                           |
|                                                            |          | Actual Production            | Metric Tonne        | 4,560.59                           | 5,120.13                           | 5,177.52                           |
|                                                            |          | Capacity utilization         | %                   | 69.42%                             | 77.93%                             | 78.81%                             |
|                                                            | Liquid   | Installed Capacity           | Kilolitre           | 86,550.00                          | 86,550.00                          | 86,550.00                          |
|                                                            |          | Effective Installed Capacity | Kilolitre           | 58,840.00                          | 58,840.00                          | 58,840.00                          |
|                                                            |          | Actual Production            | Kilolitre           | 5,377.27                           | 7,513.73                           | 9,165.32                           |
|                                                            |          | Capacity utilization         | %                   | 9.14%                              | 12.77%                             | 15.58%                             |
|                                                            | Granules | Installed Capacity           | Metric Tonne        | 21,360.00                          | 21,360.00                          | 21,360.00                          |
|                                                            |          | Effective Installed Capacity | Metric Tonne        | 13,930.00                          | 13,930.00                          | 13,930.00                          |
|                                                            |          | Actual Production            | Metric Tonne        | 6,567.62                           | 5,803.88                           | 7,887.30                           |
|                                                            |          | Capacity utilization         | %                   | 47.15%                             | 41.66%                             | 56.62%                             |
| Specialty Chemicals                                        |          | Installed Capacity           | Metric Tonne        | 3,285.00                           | 3,285.00                           | 3,285.00                           |
|                                                            |          | Effective Installed Capacity | Metric Tonne        | 3,285.00                           | 3,285.00                           | 3,285.00                           |
|                                                            |          | Actual Production            | Metric Tonne        | 214.78                             | 568.03                             | 656.40                             |
|                                                            |          | Capacity utilization         | %                   | 6.54%                              | 17.29%                             | 19.98%                             |
| CDMO (Contract development and manufacturing organization) |          | Installed Capacity           | Metric Tonne        | 6,186.00 <sup>(5)</sup>            | 20,762.27                          | 21,378.95                          |
|                                                            |          | Effective Installed Capacity | Metric Tonne        | 6,186.00                           | 20,762.27                          | 21,378.95                          |
|                                                            |          | Actual Production            | Metric Tonne        | 4,081.00                           | 7,580.35                           | 6,281.21                           |
|                                                            |          | Capacity utilization         | %                   | 65.97%                             | 36.51%                             | 29.38%                             |

<sup>(5)</sup> As certified by S.K Jain, an independent chartered engineer, by certificate dated July 3, 2025.

<sup>(1)</sup> The product verticals represent capacities and production at different plants as follows:

- Branded formulation vertical consists of capacity and production at Keshwana Facility, Udhampur Facility, Una Facility, Kathua Facility and Kathlal Facility. The Bharuch Facility was commissioned in Fiscal 2026, and accordingly has not been included.
- Specialty chemicals comprises of Pune Facility.
- CDMO (Contract Development and Manufacturing) comprises of Norwich Facility.

<sup>(2)</sup> The information relating to the installed capacity as of the dates included above is based on assumptions and estimates that include standard capacity calculation practices, the equipment production capacities and other ancillary equipment installed and verified at the facilities. The assumptions and estimates taken into account include the following: (i) Number of working days in a Fiscal – 300; (ii) Number of shifts in a day – 3 shifts of 8 hour each or 2 shifts of 12 hours each (including overtime of 4 hours).

The production capacities are measured by taking into account the below mentioned:

- Actual maximum production possible in a month.
- Actual time used for the preparation or set up of machinery along with equipment in a month.
- Actual wastage (if any) in the manufacture of the products.
- The production is also based on the demand of each product which is manufactured by the Company.

<sup>(3)</sup> For branded formulation, the effective installed capacity is derived as actual amount of production that the company can achieve assuming that all machines are running at maximum speed and at the following operational days and shift hours:

- Kathua Facility: 300 days a year, 2 shifts of 12 hours from May to August (4 months) and 1 shift of 8 hours for the remaining months.
- Keshwana Facility: 300 days a year and one shift of 12 hour including 4 hours of overtime for 5 months and 2 shift of 12 hours for 7 months.
- Udhampur Facility: 300 days a year and two shift of 8 hour each for 10 months and 3 shifts of 8 hours for 2 months.
- Una Facility: 230 days a year and continuously for 24 hours (2 shifts of 12 hours including 4 hours overtime or 3 shifts of 8 hours). The plant runs ~230 days due to planned maintenance in continuous running plants and due to other external environmental factors.
- Kathlal facility: 300 days a year and 1 shift of 12 hours including 4 hours overtime.

<sup>(4)</sup> For specialty chemicals, the effective installed capacity is derived as follows for the Pune Facility:

- Actual amount of production that the Company can achieve in a year, assuming that all machines are running at maximum speed, 300 days a year and continuous operations of 24 hours (2 shifts of 12 hours including 4 hours overtime or 3 shifts of 8 hours). The effective installed is therefore equivalent to installed capacity for the Pune Facility.

- At the Pune Facility, Renofluthrin is manufactured as a technical and further formulated to Renofluthrin 5% and sold to third party. For the installed capacity and actual production, only the technical product Renofluthrin has been considered and the figures do not include the formulation capacity and actual production for Renofluthrin 5%.
- (5) For CDMO (Contract Development and Manufacturing), the effective installed capacity is derived in the following manner for the Norwich Facility:
- The installed and effective installed capacities for the Norwich Facility are based on planning rate per day provided by the team. The plant is running 24 hours continuously, therefore installed capacity is equal to effective installed capacity and takes into consideration the planned maintenance for each product ranging from 1 to 4 months in a year. For the last three Fiscals, installed capacities have been worked out for the year by deducting the days/months the plant has been in maintenance for each of the product lines.
  - Briar Chemicals Limited was acquired by the Company on 10<sup>th</sup> October 2022 and therefore the capacity and utilization for Fiscal 2023 has been adjusted and taken from October 2022 to March 2023.
- (6) The information relating to the actual production as of the dates included above are based on the examination of the internal production record provided by the Company. For the Keshwana Facility, the actual production is further classified into the products that are manufactured using the plant's manufacturing facilities and the products that are purchased in bulk and repackaged in different SKUs and sold under the Company's brand name. For the calculations above, only the products manufactured at the Keshwana Facility have been considered in the production figures.
- (7) Capacity utilization has been calculated on the basis of actual production in the relevant Fiscal divided by the aggregate effective installed capacity of the relevant manufacturing facilities as at the end of the relevant Fiscal.

Our ability to maintain our profitability depends on our ability to maintain high levels of capacity utilization. Capacity utilization is affected by our ability to accurately forecast customer demand, to carry out uninterrupted operations, the availability of raw materials, and market conditions. In the event there is a decline in the demand for our products, or if we face prolonged disruptions at our manufacturing units including due to interruptions in the supply of water, electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to effectively utilise our manufacturing capacities, which could have an adverse effect on our business. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, could adversely impact our business, results of operations, financial condition and cash flows.

**32. We are subject to counterparty credit risk and any delay in receiving payments or non-receipt of payments from our customers could have an adverse effect on our business, results of operations, financial condition and cash flows.**

Our operations involve extending credit to our customers in respect of sale of our products and consequently, we face the risk of uncertainty regarding the receipt of such outstanding amounts. Any delay in receiving payment or default on their payment obligations to us, could lead to an increase in our receivables. The following table sets forth details regarding our trade receivables as of the dates indicated:

| Particulars                         | As of March 31, 2025 | As of March 31, 2024 | As of March 31, 2023 |
|-------------------------------------|----------------------|----------------------|----------------------|
| Trade receivables (₹ million)       | 3,900.11             | 3,113.69             | 3,590.18             |
| Trade receivables days <sup>^</sup> | 81                   | 87                   | NA                   |

\* Trade receivable days are calculated as average trade receivables divided by revenue from operations multiplied by 365 days. Since financial and operational data for Fiscal 2022 is not disclosed in this Draft Red Herring Prospectus, the average information for Fiscal 2023 cannot be calculated.

<sup>^</sup> Number of days has been rounded up if the decimal is greater than or equal to 0.50, and rounded down if less than 0.50.

Any adverse change in the financial condition of our customers may adversely affect their ability to make payments to us. Any significant delay in receiving payment or non-receipt of payments from our customers may adversely affect our business, results of operations, financial condition and cash flows. While we have not experienced any instances of significant delays in receiving payments which had an impact on our business, results of operations, financial conditions and cash flows in the last three Fiscals, we cannot assure you that such instances will not arise in the future.

**33. If we fail to protect or incur significant costs in defending our intellectual property or if we infringe the intellectual property rights of others, our business, results of operations, financial condition and cash flows could be adversely affected.**

As on June 30, 2025, our Company and Indian Subsidiaries have filed 589 trademark applications under various classes of which 222 are registered, 30 are advertised, four are accepted, 82 are at formality check pass stage, 60 are objected, 49 are refused, 119 are opposed, nine are withdrawn and 14 are abandoned. Additionally, we have filed 15 patent applications in India of which six are granted, seven are pending and two were abandoned. We also have one registered copyright and filed two design applications out of which one is registered, and one is pending. Further, as on June 30, 2025 our Company and Indian Subsidiaries have two abandoned patent applications in African Regional Intellectual Property Organization (“ARIPO”), one pending patent application in China, three patent application in Indonesia out of which two are granted and one is pending, two granted patent applications in Malaysia, one granted patent application in Mexico, two abandoned patent application in South Africa, one pending patent application in Vietnam and six published patent applications under the Patent Cooperation Treaty. Further, Briar Chemicals Limited, one of our foreign Subsidiaries, has three registered trademarks as on date. For further details, see “Our Business – Intellectual Property” on page 463. Our future success depends, in part, on our ability to protect these intellectual property and other proprietary rights that we may develop. We rely primarily on intellectual property laws, as well as other contractual provisions, to protect our intellectual property and other proprietary rights. Despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property or otherwise gaining access to our technology. If we fail to protect our intellectual property and other proprietary rights, then our business, results of operations, financial conditions and cash flows could be adversely affected. In addition, any claims that we may have to contest,

with or without merit, could be time consuming and expensive, and could divert our management's attention away from the execution of our business. We have experienced certain instances wherein an injunction has been sought against our Company to restrain our Company from manufacturing certain chemical compositions. Such matters are currently pending before various authorities. For details, see “*Outstanding Litigation and Material Developments- Litigation involving our Company- Litigation against our Company- Material Civil Litigation*” on page 446, We cannot assure you that any of these matters will be settled in favour of our Company or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our business, results of operations and financial condition. For further information, see “*Outstanding Litigation and Other Material Developments*” on page 445.

While we seek to comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights. Any claims of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We could be required to compensate third parties, alter our technologies and processes, obtain licenses or cease some portions of our operations.

**34. *Our Registered and Corporate Office and manufacturing facilities are not located on land owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected.***

Our Registered and Corporate Office and some of our manufacturing facilities are not located on land owned by us. Details are set out below:

| Manufacturing facility | Address                                                                                                 | Lease validity          |
|------------------------|---------------------------------------------------------------------------------------------------------|-------------------------|
| Udhampur Facility      | Plot No. 22, SICOP Industrial Complex, Udhampur, Jammu and Kashmir                                      | Up to September 1, 2029 |
| Keshwana Facility      | Plot No. Sp-14, Industrial Area Keshwana, at Unit Office Neemrana, Kotputli District, Jaipur, Rajasthan | Up to April 27, 2116    |
| Bharuch Facility       | Plot No. 4 & 5 GIDC Estate, Bharuch – 392 015, Gujarat                                                  | Up to January 31, 2040  |
| Pune Facility          | Plot No. D-18, Kurkumbh Industrial Area, Dound District, Pune – 413 802, Maharashtra                    | Up to November 10, 2089 |
| Kathua Facility        | Plot No.29-32, Industrial Estate, IID Centre, SICOP Govindsar, Kathua – 184 102, J & K                  | Up to September 5, 2037 |

Our Registered and Corporate Office is located at 4th & 5th Floor, Block-A, NDM-1, Netaji Subash Place, North West, Delhi – 110 034, India. Our Registered and Corporate Office is held on a leasehold basis, pursuant to lease agreements valid until February 14, 2030 and February 27, 2030, respectively. Further, as on the date of this Draft Red Herring Prospectus, we have leased/licensed 94 godowns and eight factories to assist us with the efficient distribution of our products and manage our operations, the lease/license agreements of which are renewed from time to time, in the ordinary course of business. The termination of our lease agreements, or our failure to renew such agreements, on favourable conditions and in a timely manner, or at all, could require us to vacate such premises at short notice, which could adversely affect our business, results of operations, cash flows and financial condition. While we intend to renew the abovementioned arrangements, we cannot assure you that we will be able to renew any such arrangements when the term of the original arrangement expires, on similar terms or terms reasonable for us or obtain any consent required under these arrangements in a timely manner or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements, and we cannot assure that the new arrangements will be on commercially acceptable terms. While we have not faced any premature termination of existing lease agreements that led to any adverse effect on our business or operations in the last three Fiscals, we cannot assure you that such instances will not occur in the future.

Although stamp duty was paid at the time of execution of the lease agreements, such agreements may be finally adjudicated by relevant revenue authorities to be inadequately stamped or duly registered. Unless such documents are adequately stamped or duly registered, such documents may be rendered inadmissible as evidence in a court in India or may not be authenticated by any public officer and the same may attract penalty as prescribed under applicable law or may impact our ability to enforce these agreements legally, which may result in an adverse effect on the continuance of our operations and business.

**35. *Certain of our loans are repayable on demand and we may be required to repay the loans on a short notice.***

As on March 31, 2025, we have entered into loan agreements with certain lenders, under which the loans amounting to ₹ 3,574.65 million, amounting to 43.05% of our total borrowings, are repayable on demand. These agreements grant the lenders the unilateral right to demand immediate repayment of the outstanding loan amounts at any time. In the event that one or more lenders exercise this right, we may be required to repay the loans on short notice, which could adversely affect our liquidity and financial stability. We may not have sufficient funds available to meet such repayment demands, and may need to secure additional financing under unfavourable terms or liquidate assets at a loss. This could result in financial strain and negatively

impact our operations and ability to meet other financial obligations. While we have not experienced any instance where a lender has demanded immediate repayment of a loan in the last three Fiscals, we cannot assure you that such instance will not arise in the future.

**36. Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage.**

We maintain insurance cover for our properties, including building, furniture and fixture, plant machinery stock and stock in process and raw material stock. We also maintain a public liability act policy to cover product liability risk and insurance policies covering directors' and officers' liability. For further information on the insurance policies availed by us, see "Our Business – Insurance" on page 243. These insurance policies are generally valid for one year and are renewed yearly. We cannot assure you that the renewal of our insurance policies in the future will be granted in a timely manner, at acceptable cost or at all.

The following tables set forth details of coverage of our insurance policies against the total insurable assets in the years indicated:

| Particulars                 | Amount of insurance obtained<br>(in ₹ Million) | Amount of Tangible Assets*<br>(in ₹ Million) | % of total Tangible Assets*<br>(in %) | Percentage of insurance coverage<br>(in %) |
|-----------------------------|------------------------------------------------|----------------------------------------------|---------------------------------------|--------------------------------------------|
| <b>As at March 31, 2025</b> |                                                |                                              |                                       |                                            |
| Insured Tangible Assets*    | 10,721.94                                      | 4,723.54                                     | 100.00%                               | 226.99%                                    |
| <b>As at March 31, 2024</b> |                                                |                                              |                                       |                                            |
| Insured Tangible Assets*    | 10,417.75                                      | 4,934.84                                     | 100.00%                               | 211.11%                                    |
| <b>As at March 31, 2023</b> |                                                |                                              |                                       |                                            |
| Insured Tangible Assets*    | 12,704.22                                      | 4,647.03                                     | 100.00%                               | 273.38%                                    |

\* Net book value of property, plant and equipment (excluding right of use assets and freehold land), capital work-in-progress and investment property of the Company and its Subsidiaries as at the end of the relevant financial year, with the details computed on a consolidated basis as of and for the financial years ended March 31, 2025, March 31, 2024, March 31, 2023 from the Restated Consolidated Financial Information.

We could face liabilities or otherwise suffer losses should any unforeseen incident such as malfunction or failure of manufacturing equipment, natural disaster, fire, flood, and accidents affect our manufacturing units. Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain types of risks. We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part, on time, or at all. The table below sets forth details of the insurance amount claimed and insurance amount received for the years indicated:

| Particulars               | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---------------------------|-------------|-------------|-------------|
|                           | (₹ million) |             |             |
| Insurance amount claimed  | 24.98       | -           | 11.94       |
| Insurance amount received | -           | 7.91*       | 2.95        |

\* Amount pertains to a claim made in the previous Fiscal.

To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, results of operations, financial conditions and cash flows could be adversely affected. Any damage suffered by us in excess of such limited coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us. While we have not experienced any instance where we incurred losses exceeding our insurance coverage in the last three Fiscals, we cannot assure you that such instance will not arise in the future.

**37. We are susceptible to product liability claims that may not be covered by insurance, which may require substantial expenditure and may adversely affect our reputation and if successful, could require us to pay substantial sums.**

Our business inherently exposes us to potential product liability claims, and the severity and timing of such claims are unpredictable. We face the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits, whether or not such claims are valid. While our products are extensively researched before being commercialized, there is no certainty of their long-term effects on soil or water supplies and any adverse effects caused by such products could adversely affect our business and reputation. Further, we may subject to product liability claims if we are unable to meet regulatory quality standards or quality standards specified by our customers

We may also be subject to claims resulting from manufacturing defects or negligence in storage or handling, which may lead to the deterioration of our products, or from defects arising from deterioration in our quality controls. Product liability claims, regardless of their merits or the ultimate success of the defence against them, are expensive. Even unsuccessful product liability claims would likely require us to incur substantial amounts on litigation, divert our management's time, adversely affect our goodwill and impair the marketability of our products.

**38. We depend on our senior management and qualified and skilled personnel with technical expertise, and if we are**

***unable to recruit and retain such personnel, our business and operations may be adversely affected.***

Our future performance would depend on the continued service of our Promoters, Senior Management, Key Managerial Personnel, qualified and skilled personnel with technical expertise, and the loss of any senior employee and the inability to find an adequate replacement may impair our relationship with key customers and our level of technical expertise, which may adversely affect our business and results of operations. Our future success will depend upon our ability to continue to attract, train and retain qualified personnel with knowledge and skills that are capable of helping us develop products and support key customers and products. However, the market for qualified professionals is competitive and we may not be successful in attracting and retaining such personnel. Our inability to hire, train and retain a sufficient number of qualified personnel could affect our ability to introduce new products to the market and the success of our operations. We may also be required to increase our levels of employee compensation and benefits more rapidly than in the past to remain competitive in attracting skilled personnel. This could have an adverse effect on our business and results of operations.

The following table sets forth the details regarding rate of attrition of our employees in the years indicated:

| Particulars                     | As at/ for the year ended March 31, 2025 | As at/ for the year ended March 31, 2024 | As at/ for the year ended March 31, 2023 |
|---------------------------------|------------------------------------------|------------------------------------------|------------------------------------------|
| Total number of employees       | 1,555                                    | 1,410                                    | 1,296                                    |
| Number of employees that exited | 280                                      | 296                                      | 293                                      |
| Attrition Rate                  | 18.01%                                   | 20.99%                                   | 22.61%                                   |

*Note: Attrition rate represents number of resignations as a percentage of closing number of employees as at the end of respective year.*

The table below sets forth the details regarding the rate of attrition of our Key Managerial Personnel and Senior Management in the years indicated:

| Particulars                                                          | As at/ for the year ended March 31, 2025 | As at/ for the year ended March 31, 2024 | As at/ for the year ended March 31, 2023 |
|----------------------------------------------------------------------|------------------------------------------|------------------------------------------|------------------------------------------|
| Total number of Key Managerial Personnel and Senior Management       | 12                                       | 11                                       | 10                                       |
| Number of Key Managerial Personnel and Senior Management that exited | 1                                        | 2                                        | Nil                                      |
| Attrition Rate                                                       | 8.33%                                    | 18.18%                                   | Nil                                      |

*Note: Attrition rate represents number of resignations as a percentage of closing number of Key Managerial Personnel and Senior Management as at the end of respective year.*

We cannot assure you that attrition rates for our employees will not increase in the future, which could have an adverse effect on our business and results of operations.

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

We require power and fuel for our operations and the following table sets forth our power and fuel expenses in the years indicated:

| Particulars                                               | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|-----------------------------------------------------------|-------------|-------------|-------------|
| Power and fuel expenses (₹ million)                       | 436.84      | 578.32      | 430.38      |
| Power and fuel expenses as a percentage of total expenses | 2.84%       | 4.04%       | 3.95%       |

We purchase utilities for our operations from the state electricity boards and also source electricity requirements from diesel generator sets. In case the cost of electricity from state electricity boards is increased significantly and we are not able to pass on such increase to our customers, our cost of production and profitability will be adversely affected. Interruptions of electricity supply can result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. Further, our CDMO operations rely significantly on power generated by our captive combined heat and power plant, which is fueled by gas and accordingly, exposes us to the volatility of international gas prices. Any disruptions or failures in the plant could lead to increased power costs and potential delays in our operations. While we have not experienced any shutdowns or other significant impact on our manufacturing facilities due to disruptions in electricity supply in the preceding three Fiscals, we cannot assure you that such instances will not arise in the future. Any significant increase in power price or increased interruptions may require us to add additional captive power generation capacity which will lead to incremental capital expenditure which may adversely impact our results from operations. If energy costs or gas prices were to rise, or if electricity supplies or supply arrangements were disrupted, our business, results from operations, financial conditions and cash flows will be adversely impacted.

**40. *We have not incurred the required portion of the expenditure towards corporate social responsibility requirements under the Companies Act, 2013. We may be subject to imposition of notices or penalties under the Companies Act, 2013 from the Ministry of Corporates Affairs, Government of India for non-compliance in relation to our CSR***

**expenditure, which could adversely affect our reputation and business.**

The following table sets forth the details with respect to the gross amount required to be spent, amount approved by the Board and total amount spent towards the CSR activities in the years indicated:

| Particulars                                                             | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|-------------------------------------------------------------------------|-------------|-------------|-------------|
|                                                                         | (₹ million) |             |             |
| Balance (shortfall) / excess spent as at beginning of the period/year   | (1.77)      | 3.78        | -           |
| Gross amount required to be spent by our Company during the period/year | 15.90       | 12.74       | 14.03       |
| Total amount spent during the period/year                               | 10.22       | 14.52       | 10.24       |
| Balance (shortfall) / excess spent as at end of the year                | 5.68*       | (1.77)      | 3.78*       |

\* Against the CSR outstanding balances of ₹ 3.78 million as of March 31, 2023, and ₹ 5.68 million as of March 31, 2025, the Company has deposited ₹ 4.00 million and ₹ 5.35 million, respectively, into a separate bank account after adjusting for any surplus available at the beginning of the respective year. These funds are earmarked for ongoing CSR projects, in compliance with Section 135 of the Companies Act, 2013, and are long-term in nature.

During Fiscal 2023 and Fiscal 2025, we could not spend the total amount required to be spent towards CSR activities as a result of challenges in identifying suitable CSR projects that aligns with our strategic goals and values. However, as on the date of this Draft Red Herring Prospectus, we have transferred the unspent CSR amount to a separate, designated account, with the given timeframe as per the provisions of the Companies Act, 2013. We may be subject to imposition of notices or penalties under the Companies Act, 2013 from the Ministry of Corporates Affairs, Government of India for any future non-compliance under the provisions of the Companies Act, 2013.

**41. Any impairment to our goodwill may adversely affect our business, results of operations, financial conditions and cash flows.**

We recognize goodwill primarily in relation to the acquisition of Briar Chemicals Limited. In line with the requirements of *Ind AS 103 – Business Combinations* and *Ind AS 36 – Impairment of Assets*, goodwill is not amortised but is tested for impairment annually or more frequently if indicators of impairment exist. Goodwill is allocated to our operating segments, which also represent the lowest level at which it is monitored internally for the purpose of impairment testing. The recoverable amount of each Cash Generating Unit (“CGU”) is determined based on value-in-use calculations, derived from five-year cash flow projections approved by management. These projections incorporate assumptions such as revenue growth, EBITDA margins, terminal growth rates, and appropriate discount rates, which reflect current market and industry conditions. If the recoverable amount of a CGU is found to be less than its carrying amount, an impairment loss is recognised in our consolidated statement of profit and loss. Such impairment is first applied to reduce the carrying amount of goodwill and subsequently to other assets within the CGU on a pro-rata basis. Impairment losses on goodwill are not reversed in subsequent periods. In case of disposal of a CGU, the related goodwill is included in the computation of the resulting gain or loss. Consequently, an impairment of goodwill of ₹ 521.35 million was recognized during Fiscal 2025 against the carrying value of goodwill based on the valuation report since our subsidiary, Briar Chemicals was unable to generate cash as per the forecasts. We cannot assure you that such instances may not occur in the future, which may adversely affect our business, results of operations, financial conditions and cash flows.

**42. Our inability to effectively manage our growth or implement our growth strategies may have an adverse effect on our business, results of operations, financial condition and cash flows.**

We have grown our business and our revenue from operations was ₹ 15,847.80 million, ₹ 14,045.91 million and ₹ 11,610.18 million in Fiscals 2025, 2024 and 2023, respectively.

| Particulars                         | Fiscal 2025 | Fiscal 2024 | Fiscal 2023    |
|-------------------------------------|-------------|-------------|----------------|
| Revenue from operations (₹ million) | 15,847.80   | 14,045.91   | 11,610.18      |
| Revenue from operations growth (%)  | 12.83%      | 20.98%      | Not applicable |

Our growth strategies include (i) increasing the penetration of our products in our existing geographies, entering new regions and launching new products to broaden our product portfolio to grow our branded formulation business; (ii) focussing on increasing the sales of our existing products and introducing new and innovative products in the market to grow our specialty chemicals business; (iii) expanding our footprint and cater to new customer in new geographies and new industry verticals and strengthen our existing relationships by undertaking custom synthesis and contract manufacturing for new molecules across their various product segments to grow our CDMO business; and (iv) evaluating inorganic growth opportunities, in keeping with our strategy to grow and develop our market share or to add new product categories. For further information, see “Our Business – Our Strategies” on page 232. We cannot assure you that our future growth strategy will be successful or that we will be able to continue to expand further, or at the same rate. Our ability to manage our future growth will depend on our ability to



continue to implement and improve operational, financial and management systems on a timely basis and to expand, train, motivate and manage our personnel. We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Our inability to manage our business and implement our growth strategy could have an adverse effect on our business, results of operations, financial condition and cash flows.

**43. *Our funding requirements and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution or any external agency and if there are any delays or cost overruns, our business, results of operations, financial condition, and cash flows could be adversely affected. Further, any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval.***

We intend to use the Net Proceeds for the purposes described in “Objects of the Offer” on page 102. The objects of the Offer have not been appraised by any bank or financial institution or any external agency. While a monitoring agency will be appointed for monitoring the utilization of the Gross Proceeds, the proposed utilization of the Gross Proceeds is based on current conditions, internal management estimates and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. Based on the competitive nature of our industry, we may have to revise our business plan and/or management estimates from time to time and consequently our funding requirements may also change. Any variation in the utilization of the Net Proceeds shall be on account of a variety of factors such as our financial condition, business and strategy and external factors such as market conditions and competitive environment, which may not be within the control of our management, and may be subject to various other approvals, which includes, amongst others obtaining prior approval of the Shareholders of the Company.

Further, pending utilization of the Net Proceeds towards the objects of the Offer, we will have to temporarily deposit the Net Proceeds with one or more scheduled commercial banks listed in the Second Schedule of Reserve Bank of India Act, 1934, in a manner as may be approved by our Board.

Various risks and uncertainties, including those set forth in this “Risk Factors” section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. Accordingly, the use of the Net Proceeds to fund our growth and for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

For further details, see “Objects of the Offer” on page 102.

**44. *Our Promoters, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, and Piyush Jindal, have provided personal guarantees for loan facilities obtained by us, and any failure or default by us to repay such loans could trigger repayment obligations on our Promoters, which may impact our Promoter's ability to effectively service his obligations as our Promoter and thereby, adversely impact our business, results of operations, financial conditions and cash flows.***

Our Promoters, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, and Piyush Jindal, have provided personal guarantees to secure a portion of our existing borrowings, and may be required to continue to provide such guarantees and other security after the listing of our Equity Shares. For further details, please see “History and Certain Corporate Matters” on page 255. As of March 31, 2025, ₹11,357.09 million or 136.77 % of our total outstanding borrowings are backed by personal guarantees provided by our Promoters. Any default or failure by us to repay our loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoters in respect of such loans. This, in turn, could have an impact on his ability to effectively perform their responsibilities and obligations as a Promoters of our Company, thereby having an adverse effect on our business, results of operation and financial condition. Further, in the event that our Promoter withdraws or terminates the guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our business, results of operations, financial conditions and cash flows.

**45. *After the completion of the Offer, our Promoters along with members of our Promoter Group will continue to collectively hold majority of the shareholding in our Company, which will allow them to influence the outcome of matters requiring shareholder approval.***

As on the date of this Draft Red Herring Prospectus, our Promoters along with members of our Promoter Group collectively hold 54.30% of the share capital of our Company on a fully diluted basis. For details of their shareholding pre and post-Offer, see “Capital Structure” on page 83. After the completion of the Offer, our Promoters along with members of our Promoter Group will continue to collectively hold majority of the shareholding in our Company and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital

expenditures or any other matter requiring special resolution. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoters as our controlling shareholders could conflict with our interests or the interests of our other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further information in relation to the interests of our Promoters in the Company, see “Our Promoters and Promoter Group” and “Our Management” on pages 295 and 274, respectively.

**46. Information relating to our installed, effective installed, actual production capacities and the historical capacity utilization of our products included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.**

The information relating to the installed capacity, effective installed capacity, actual production capacity and capacity utilisation of our products included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by the independent chartered engineer in the calculation of our capacity. These assumptions and estimates include standard capacity calculation practices, the equipment production capacities and other ancillary equipment installed and verified at the facilities. For further information regarding our capacity details and the assumptions and estimates, see “Our Business – Installed Capacity, Actual Production and Capacity Utilisation” on page 237. These details have been certified by way of a certificate dated July 3, 2025 from S.K Jain, independent chartered engineer. Actual production levels and capacity utilization rates may therefore vary significantly from our available installed capacity. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information included in this Draft Red Herring Prospectus.

**47. We have certain contingent liabilities that have been disclosed in the Restated Consolidated Financial Information (₹ 109.60 million as of March 31, 2025), which if they materialize, may adversely affect our business, results of operations, financial condition and cash flows.**

As of March 31, 2025, our contingent liabilities that have been disclosed in our Restated Consolidated Financial Information, on a consolidated basis, were as follows:

| Particulars                                                                                                                                | Amount (₹ million) |
|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| (i) Claims against the Group not acknowledged as debt                                                                                      |                    |
| Goods and services tax                                                                                                                     |                    |
| - under Madhya Pradesh GST Act, for financial year 2017 - 2018 (including interest of Rs. 0.61 million and penalty of Rs. 0.09 million)    | 1.58               |
| - under Maharashtra GST Act, for financial year 2017 - 2018 (including interest of Rs. 0.69 million and penalty of Rs. 0.09 million)       | 0.79               |
| - under Gujrat GST Act, for financial year 2017 - 2018 (including interest of Rs. 2.38 million and penalty of Rs. 0.23 million)            | 4.94               |
| - under Rajasthan GST Act, for financial year 2017 - 2018 (including interest of Rs. 1.30 million and penalty of Rs. 0.12 million)         | 2.58               |
| - under Chhattisgarh GST Act, for financial year 2017 - 2018 (including penalty of Rs. 1.31 million)                                       | 2.49               |
| - under Jammu And Kashmir GST Act, for financial year 2019 - 2020 (including interest of Rs. 0.49 million and penalty of Rs. 0.13 million) | 0.62               |
| - under Bihar GST Act, for financial year 2019 - 2020 (including interest of Rs. 2.19 million and penalty of Rs. 0.28 million)             | 5.22               |
| - under Haryana GST Act, for financial year 2017 - 2018 (including penalty of Rs. 1.17 millions)                                           | 2.34               |
| - under Haryana GST Act, for financial year 2018 - 2019 (including penalty of Rs. 1.57 millions)                                           | 3.14               |
| - under Himachal Pradesh GST Act, for financial year 2022 - 2023 (including interest of Rs. 1.07 million)                                  | 1.07               |
| Income tax                                                                                                                                 |                    |
| - for financial year 2017 - 2018 (including interest and penalty)                                                                          | -                  |
| - for financial year 2019 - 2020 (including interest and penalty)                                                                          | 19.62              |
| - for financial year 2020 - 2021 (including interest and penalty)                                                                          | 0.01               |
| - for financial year 2021 - 2022 (including interest and penalty)                                                                          | 4.36               |
| Central Excise Act (Jammu & Kashmir)*                                                                                                      | 60.84              |
| <b>Total</b>                                                                                                                               | <b>109.60</b>      |

\*In respect of this matter, ₹ 6.08 million has been paid under protest. Further, the liability in respect of interest that may devolve upon the Company cannot be ascertained at this stage.

For further information, see “Restated Consolidated Financial Information – Note 38 – Contingent liabilities and commitments” on page 357. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations, financial condition and cash flows.

**48. Exchange rate fluctuations may adversely affect our business, results of operations, financial conditions and cash**

flows.

Our financial statements are presented in Indian Rupees. However, our revenue is influenced by the currencies that we export in as well as by currencies of countries from where we procure raw material. Our foreign currency exposures, exchange rate fluctuations between the Indian Rupee and foreign currencies, especially USD and GBP, may have an adverse impact on our business, results of operations, financial condition and cash flows. The table below sets forth details of foreign currency exposure as of the dates indicated:

| Particulars                                                   | As of/ for the year ended March 31, 2025 |                                       | As of/ for the year ended March 31, 2024 |                                       | As of/ for the year ended March 31, 2023 |                                       |
|---------------------------------------------------------------|------------------------------------------|---------------------------------------|------------------------------------------|---------------------------------------|------------------------------------------|---------------------------------------|
|                                                               | Amount (₹ million)                       | Percentage of Revenue from operations | Amount (₹ million)                       | Percentage of Revenue from operations | Amount (₹ million)                       | Percentage of Revenue from operations |
| Absolute total foreign currency exposure on trade receivables | 25.39                                    | 0.16%                                 | 13.38                                    | 0.09%                                 | 3.96                                     | 0.03%                                 |
| Absolute total foreign currency exposure on trade payable     | 532.78                                   | 3.36%                                 | 237.31                                   | 1.69%                                 | 255.32                                   | 2.20%                                 |
| Absolute total foreign currency exposure on borrowings        | 346.04                                   | 2.18%                                 | 459.55                                   | 3.27%                                 | 502.66                                   | 4.33%                                 |
| Total foreign currency exposure (unhedged)                    | 904.21                                   | 5.70%                                 | 710.24                                   | 5.06%                                 | 761.94                                   | 6.56%                                 |

We cannot assure you that our measures will adequately protect our business operations, financial conditions, results of operations and cash flows from the full effects of exchange rate fluctuations. Any unanticipated fluctuations in the foreign currency could render our hedges ineffective and adversely affect our business operations, financial conditions, results of operations and cash flows. While there has not been any instance in the last three Fiscals wherein our failure to hedge foreign exchange exposure had a material impact on the financials of our business, results of operations, financial condition and cash flows, there is no assurance that such instance will not arise in the future.

**49. Our Promoters, Directors, Key Managerial Personnel and Senior Management hold Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.**

Our Promoters, Directors, Key Managerial Personnel and Senior Management are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company, direct and indirect or entities in which they are interested in our Company and our Subsidiaries, if any, and the dividends payable, if any, and any other distributions in respect of their respective shareholding in our Company, the shareholding of their relatives in our Company, and the shareholding of entities in which our Promoters are interested. The table below sets forth the details of remuneration and shareholding of our Promoters and Directors, as applicable:

| Names                          | Percentage of the pre-Offer Equity Share capital (%) | Remuneration in Fiscal 2025 (in ₹ million) |
|--------------------------------|------------------------------------------------------|--------------------------------------------|
| <b>Promoters<sup>(1)</sup></b> |                                                      |                                            |
| Surinder Kumar Chaudhary       | 7.48                                                 | 43.62 <sup>(2)</sup>                       |
| Rajesh Kumar Jindal            | 9.63                                                 | 32.50 <sup>(3)</sup>                       |
| Neeraj Kumar Jindal            | 10.43                                                | 32.50 <sup>(4)</sup>                       |
| Piyush Jindal                  | 10.43                                                | 32.50 <sup>(5)</sup>                       |

(1) Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal are also our Directors and Key Managerial Personnel.

(2) Surinder Kumar Chaudhary has received an additional remuneration of ₹1.45 million and ₹5.26 million from our Subsidiary, Him Bio Agro and JayCee Lifesciences respectively in Fiscal 2025

(3) Rajesh Kumar Jindal has received an additional remuneration of ₹1.45 million and ₹5.05 million from our Subsidiary, Him Bio Agro and JayCee Lifesciences respectively in Fiscal 2025

(4) Neeraj Kumar Jindal has received an additional remuneration of ₹0.11 million from our Subsidiary, Briar Chemicals Limited, ₹1.45 million from our Subsidiary Him Bio Agro and ₹5.05 million from our Subsidiary, JayCee Lifesciences in Fiscal 2025

(5) Piyush Jindal has received an additional remuneration of ₹0.65 million from our Subsidiary, Safex Holdings UK Limited, ₹1.45 million from our Subsidiary Him Bio Agro and ₹5.05 million from our Subsidiary, JayCee Lifesciences in Fiscal 2025.

For further details, see "Capital Structure" and "Our Management" on pages 83 and 274 respectively. Further, certain of our Directors and Promoters are also directors on the boards, or are shareholders, kartas, proprietors, members or partners of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities.

Other than as disclosed in “Summary of Offer Document – Summary of related party transactions” and “Other Financial Information - Related Party Transactions” on pages 21 and 408, respectively and “Our Management - Interest of Directors”, and “Our Promoters and Promoter Group - Interests of Promoters and common pursuits” on pages 281 and 296, respectively, there are no other transactions entered into by our Company with our Promoters, Directors, KMP or SMP. While all such transactions have been conducted on an arm’s length basis, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties.

**50. *Technology failures could disrupt our operations and adversely affect our business, results of operations, financial condition and cash flows.***

IT systems are critical to our ability to manage our manufacturing process, inventory management, distribution network, financial management, data handling and supply chain management, to maximize efficiencies and optimize costs. For details, see “Our Business – Information Technology” on page 241. If we do not allocate and effectively manage the resources necessary to implement and sustain the proper IT infrastructure, we could be subject to transaction errors and processing inefficiencies. A significant or large-scale malfunction or interruption of one or more of our IT systems or manufacturing automation systems could adversely affect our ability to keep our operations running efficiently. Challenges relating to the revamping or implementation of new IT structures can also subject us to certain errors and inefficiencies, disruptions. Our IT systems and the systems of our third party IT service providers may also be vulnerable to a variety of interruptions due to events beyond our control, including, but not limited to, natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers and other security issues. While there has not been any instance in the last three Fiscals which impacted our IT systems, we cannot assure you that such instance will not arise in the future.

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

We have availed the services of an independent consulting company, Frost & Sullivan (India) Private Limited (“F&S”), appointed by our Company pursuant to an engagement letter dated December 13, 2024 to prepare an industry report titled “Industry report on Global and Indian Agrochemicals Industry for Safex Chemicals” dated July 2, 2025, for purposes of inclusion of such information in this Draft Red Herring Prospectus to understand the industry in which we operate. The F&S Report has been commissioned by our Company exclusively in connection with the Offer for a fee. Our Company, our Promoter, our Directors, and our Key Managerial Personnel and Senior Management Personnel are not related to F&S. This F&S Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. We make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics and these may be inaccurate or may not be comparable to statistics produced for other economies. 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. Further the commissioned report is not a recommendation to invest or divest in our Company. Prospective investors are advised not to unduly rely on the commissioned report or extracts thereof as included in this Draft Red Herring Prospectus, when making their investment decisions.

**52. *Internal or external fraud or misconduct by our employees could adversely affect our reputation and our results of operations.***

We may be subject to instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees which may go unnoticed for certain periods of time before corrective action is taken. Fraudulent and unauthorised conduct by our employees could also bind us to transactions that exceed the scope of authorisation and present significant risks to us. As a result, we may be subject to regulatory sanctions, brand and reputational damage or financial harm. It is not always possible to deter fraud or misconduct by employees and the precautions we take and the systems we have put in place to prevent and deter such activities may not be effective in all cases. Further, we employ third parties for certain operations and accordingly, we are exposed to the risk of theft and embezzlement. In addition, we may be subject to regulatory or other proceedings in connection with such acts by our employees, which could adversely affect our goodwill. Even if we identify instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees and pursue legal recourse or file claims, we cannot assure you that we will recover any amounts lost through such instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees. While we have not experienced any instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees in the last three Fiscals, such instances may arise in the future which could adversely affect our business, results of operations, financial condition and cash flows.

**53. *Our ability to access capital at attractive costs depends on our credit ratings. Non-availability of credit ratings or a poor***

***rating may restrict our access to capital and thereby adversely affect our business and results of operations.***

The cost and availability of capital depends on our credit ratings. The table below sets forth the credit rating received by our Company during the last three Fiscals and from April 1, 2025 till the date of this Draft Red Herring Prospectus:

| Rating Agency | Date                                     | Overall Rating                                                  |
|---------------|------------------------------------------|-----------------------------------------------------------------|
| CRISIL        | July 2, 2025 (assigned on June 25, 2025) | CRISIL A/A1 Stable (Reaffirmed)                                 |
| CRISIL        | October 29, 2024                         | CRISIL A/A1 Stable (Reaffirmed)                                 |
| CRISIL        | September 30, 2024                       | CRISIL A/A1 Stable (Reaffirmed)                                 |
| CRISIL        | July 21, 2023                            | CRISIL A/A1 Stable (Reaffirmed – Removed from Watch Developing) |
| CRISIL        | April 24, 2023                           | CRISIL A/A1 Stable (Continues Watch Developing)                 |
| CRISIL        | January 24, 2023                         | CRISIL A/A1 Stable (Continues Watch Developing)                 |
| CRISIL        | October 26, 2022                         | CRISIL A/A1 Stable (Watch Developing)                           |
| CRISIL        | July 5, 2022                             | CRISIL A/A1 Stable (Reaffirmed)                                 |

Credit ratings reflects the opinion of the rating agency on our management, track record, diversified clientele, increase in scale and operations and margins, medium term revenue visibility and operating cycle. While we have not experienced a downgrade in our credit rating in the last three Fiscals, any downgrade in our credit ratings or our inability to obtain such credit rating in a timely manner or any non-availability of credit ratings, or poor ratings, could increase borrowing costs, will give the right to our lenders to review the facilities availed by us under our financing arrangements and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, financial condition and cash flows.

***54. Failures in internal control systems could cause operational errors which may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows.***

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

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

***55. We have enrolled for benefits under certain government initiative schemes. Cancellation or our inability to meet the conditions under such schemes may adversely affect our business, results of operations, financial condition and cash flows.***

We have enrolled in the GST Budgetary Support scheme (“**GST Support Scheme**”), which aims to provide financial support to manufacturing units located in certain backward areas of India, which were previously availing benefits under the Central Excise regime. In Fiscals 2025, 2024 and 2023, the amount received under the GST Support Scheme was ₹ 30.77 million, ₹ 28.59 million and ₹ 14.24 million, respectively. Additionally, we are also enrolled in the Package Scheme of Incentives (“**PSI Scheme**”) which aim to reduce the tax burden on industrial units providing tax reimbursements and tax exemptions, however, we have not received any amount in the last three Fiscals under the PSI Scheme.

Cancellation of above schemes or our inability to meet the conditions as prescribed under such schemes would make our Company less competitive against its competitors who have been availing this scheme by complying all conditions and consequently, may adversely affect our business, results of operations, financial condition and cash flows.

***56. We have included in this Draft Red Herring Prospectus certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance such as EBITDA, EBITDA Margin, Net Debt to Equity, Return on Equity, Return on Capital Employed, have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of the industry, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. 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 audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Draft Red Herring Prospectus. 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. These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies. For further information, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*” on page 427.

**57. *Proceeds from the Offer for Sale portion of the Offer will not be available to us.***

As this Offer includes an Offer for Sale of Equity Shares by the Selling Shareholders, the entire proceeds from the Offer for Sale (net of their portion of their respective expenses of the Offer) will be received by each of the Selling Shareholders, to the extent of its respective portion of the Offered Shares, and our Company will not receive any proceeds from the Offer for Sale. For details relating to the Offer, see “*The Offer*” and “*Objects of the Offer*” on pages 67 and 102, respectively.

**58. *Upon listing, we may be subject to additional costs/unanticipated expenses arising from the obligations that a listed public company has to comply with, under the applicable regulatory framework in India.***

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 public company, we shall incur legal, accounting, insurance and other expenses that we have not incurred as an unlisted public company, including costs associated with listed company reporting and corporate governance requirements. We expect that rules and regulations shall increase our legal and financial compliance costs and make some activities more time-consuming and costly, although we are currently unable to estimate these costs with any degree of certainty. Laws and regulations could also make it more difficult or costly for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. Laws and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as our senior management. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting, fines, sanctions and other regulatory action and potentially civil litigation. Any such action could adversely affect our business, financial condition and results of operations and cash flow. For instance, we shall be subject to the SEBI Listing Regulations which shall require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we shall 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 shall 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 conditions and cash flows.

**External Risk Factors**

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

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

The GoI has labour codes in relation 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, respectively which consolidate, subsume and replace numerous existing central labor legislations (collectively, the “**Labor Codes**”). The rules for implementation under the Labor Codes are yet to be notified. 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.

The Parliament of India has passed the Bharatiya Nyaya Sanhita, 2023, the Bharatiya Nagarik Suraksha Sanhita, 2023 and the Bharatiya Sakshya, which have repealed the Indian Penal Code, 1860, the Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively, with effect from July 1, 2024. The effect of the provisions of these on us and the litigations involving us cannot be predicted with certainty at this stage.

The Digital Personal Data Protection Act, 2023 (“**DPDP Act**”), which received presidential assent on August 11, 2023, provides for personal data protection and privacy of individuals, regulates cross border data transfer, and provides several exemptions for personal data processing by the Government. It also provides for the establishment of a Data Protection Board of India for taking remedial actions and imposing penalties for breach of the provisions of the PDP Act. It imposes restrictions and obligations on data fiduciaries, resulting from dealing with personal data and further, provides for levy of penalties for breach of obligations prescribed under the DPDP Act. The DPDP Act is yet to be notified and requires promulgation of rules, basis which the GoI will notify the DPDP Act. The Ministry of Electronics and Information Technology, GoI (“**MeitY**”) published the draft Digital Personal Data Protection Rules, 2025, on January 3, 2025 (“**Draft DPDP Rules**”), inviting feedback/ comments from stakeholders. The Draft DPDP Rules pertain to operational aspects of the personal data protection framework, including manner of consent notice, form and manner of intimation of data breach, manner of obtaining verifiable consent, obligations of significant data fiduciaries, obligations of consent manager and establishment of a ‘Data Protection Board’. As the operational rules continue to be in the consultation stage, there is no clarity on the final framework that may be notified in this respect.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Further, our Subsidiary, Briar Chemicals Limited, is subject to the risk of changes in the laws and regulations of the United Kingdom, which may significantly impact our operations and compliance requirements. The United Kingdom’s legal and regulatory environment is dynamic, and changes in laws, including those related to corporate governance, tax, employment, environmental standards, and other areas, could impose additional compliance obligations, increase costs, or otherwise affect our business. Any failure to comply with these evolving laws and regulations could result in financial penalties, legal actions, or reputational damage, which may have an adverse impact on our business, results of operations, financial conditions and cash flows.

**60. *Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.***

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

**61. *A downgrade in ratings of India and other jurisdictions we operate in may affect the trading price of the Equity Shares.***

Our access to the debt capital markets depend significantly on the sovereign credit ratings of India. A downgrading of India’s credit ratings may occur, for reasons beyond our control such as upon a change of tax and fiscal policy or decline in India’s

foreign exchange reserves. Any further adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

**62. *Political, economic or other factors that are beyond our control may have an adverse effect on our business, results of operations, financial conditions and cash flows.***

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

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

The Restated Consolidated Financial Information is 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, U.S. GAAP, IFRS and other accounting principles with which prospective investors may be familiar in other countries. We have not attempted to quantify their 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. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on the prospective investor’s familiarity with Ind-AS and the Companies Act. 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.

**64. *Any adverse application or interpretation of the competition laws in India including the Competition Act, 2002, as amended, could adversely affect our business, results of operations, financial conditions and cash flows.***

The Competition Act, 2002, as amended (“**Competition Act**”) prohibits any anti-competition agreement or arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India. Any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services in any manner by way of allocation of geographical area, type of goods or services or number of consumers in the relevant market or in any other similar way or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition.

The Competition Act also prohibits abuse of a dominant position by any enterprise. The combination regulation (merger control) provisions under the Competition Act require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the Competition Commission of India (“**CCI**”). Any breach of the provisions of Competition Act, may attract substantial monetary penalties.

The Competition Act aims to, among other things, prohibit all agreements and transactions, which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. We are not currently party to any outstanding proceedings, nor have we ever received any notice in relation to non-compliance with the Competition Act. The applicability or interpretation of the Competition Act to any merger, amalgamation or acquisition proposed by us, or



any enforcement proceedings initiated by the CCI in future, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI may affect our business, results of operations, financial conditions or cash flows.

**65. *The Indian tax regime has undergone substantial changes which could adversely affect our business and the trading price of the Equity Shares.***

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

Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax (“DDT”), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, the GoI has amended the Income-tax Act, 1961 (“IT Act”) to abolish the DDT regime. Accordingly, any dividend distribution by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate.

The Government of India has recently announced the Union Budget for the Financial Year 2026 (“Budget”). Pursuant to the Budget, the Finance Bill, 2025, among others, proposes to amend the capital gains tax rates and amounts mentioned above, with effect from the date of announcement of the Budget. The Finance Bill, 2025 was enacted into law as the Finance Act, 2025, after having received the assent of the President of India on March 29, 2025. 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 new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether if at all, any laws or regulations would have an adverse effect on our business. Further, any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. In addition, we are subject to tax related inquiries and claims.

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

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages and other expenses. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our consumers, whether entirely or in part, and may adversely affect our business, results of operations, financial conditions or cash flows. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our consumers. In such case, our business, results of operations, financial condition and cash flows may be adversely affected. Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

**67. *The determination of the Price Band is based on various factors and assumptions and the Offer Price, price to earnings ratio and market capitalization to revenue multiple based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.***

Our Revenue from operations for Fiscal 2025 was ₹ 15,847.80 million and (Loss) for the year for Fiscal 2025 was ₹ (142.86) million. The table below provides details of our price to earnings ratio and market capitalization to Revenue from operations at the upper end of the Price Band:

| Particulars     | Price to Earnings Ratio | Market Capitalization to Revenue |
|-----------------|-------------------------|----------------------------------|
| For Fiscal 2025 | [●]                     | [●]                              |

*\*To be populated at Prospectus stage.*

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company in consultation with the BRLMs. The relevant financial parameters based on which the Price Band will be determined shall be disclosed in the advertisement that will be issued for the publication of the Price Band. Further, 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 the book-building process prescribed under the SEBI ICDR Regulations, and certain quantitative and qualitative factors as set out in the section “*Basis for the Offer Price*” on page 113 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, 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. As a result, we cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing. Further, the market price of the Equity Shares may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price.

**68. *Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (“ASM”) and Graded Surveillance Measures (“GSM”) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume and average delivery, and on securities which witness abnormal price rise not commensurate with the company’s financial health and fundamentals such as earnings, book value, fixed assets, net worth, price/earnings multiple, market capitalisation. These measures are in place to enhance the integrity of the market and safeguard the interest of investors. Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes or a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned events or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

**69. *Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements.***

Any dividends to be declared and paid in the future are required to be recommended by our Company’s Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. Our Company’s ability to pay dividends in the future will depend upon our future results of operations, financial condition, profit after tax available for distribution, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Company’s shareholders in future consistent with our past practices, or at all. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders. We have not declared any dividends on the Equity Shares during the last three Fiscals and during the period from April 1, 2025, until the date of this Draft Red Herring Prospectus. For information pertaining to dividend policy, see “*Dividend Policy*” on page 299.

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

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the stock exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Offer. Our Equity Shares are expected to trade on NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after the Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including, among others:

- the failure of security analysts to cover the Equity Shares after the Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our Shareholders;
- investor perception of us, our future performance, and the industry in which we operate;
- changes in accounting standards, policies, guidance, interpretations of principles;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations; and
- the public's reaction to our press releases and adverse media reports.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment. General or industry specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of our Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("STT") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which the equity shares are sold. Any capital gain realized on the sale of listed equity shares on a recognised stock exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognised stock exchanges, the quantum of gains, and any available treaty relief.

The Government of India announced the union budget for Financial Year 2025-2026, following which the Finance Bill, 2026 ("**Finance Bill**") was introduced in the Lok Sabha on February 1, 2025. 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.

The Finance Act has amended certain sections of the Income Tax Act, 1961, with effect from July 23, 2024. Accordingly, long term capital gains exceeding the exempted limit of ₹125,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.5% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018 continue to be tax-exempted in such cases. Further, STT will be levied and collected by an Indian stock exchange if the equity shares are sold on a stock exchange. With respect to capital gains arising in an off market sale, long term capital gains are subject to tax at the rate of 10% (plus applicable surcharge and cess) without the exemption of ₹100,000.

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 15% (plus applicable surcharge and cess) for transfers taking place before July 23, 2024.

However, per the Finance Act, short-term capital gains will be taxed at 20% for transfers taking place after July 23, 2024. The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020. It 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, is specified at 0.015% (on a delivery basis) and 0.003% (on a non-delivery basis) of the consideration amount. As such, there is no certainty on the effect that the Finance Act, 2019 may have on our business and operations.

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 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.

Additionally, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Further, our Company is required to withhold tax on such dividends distributed at the applicable rate. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. Our 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. Any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller.

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. Unfavorable 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.

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

In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to the Issue and until our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of our Equity Shares. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the Stock Exchanges within a prescribed time. Accordingly, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all and there could be a failure or delay in listing our Equity Shares on the Stock Exchanges, which would adversely affect your ability to sell our Equity Shares.

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

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

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior 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. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all. Further, due to possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, all investments under the foreign direct investment route by entities of a country sharing a land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, 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. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Additionally, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

For further information, see "Restrictions on Foreign Ownership of Indian Securities" on page 515.

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

Upon listing, the Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Indian Rupees and subsequently converted into appropriate foreign currency for repatriation. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders.

**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 the submission of their Bid, and Retail Individual Bidders, Eligible Employees Bidding the Employee Reservation Portion are not permitted to withdraw their Bids after closure of the Bid/ Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and NIBs are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders and Eligible Employees Bidding the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, financial conditions or cash flows may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

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

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

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value such custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

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

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

|                                                                                                                                                            |                                                                                                                                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>The Offer</b> <sup>(1)(2)</sup>                                                                                                                         | Up to [●] Equity Shares of face value of ₹1 each, aggregating up to ₹[●] million                                                                             |
| <i>of which:</i>                                                                                                                                           |                                                                                                                                                              |
| Fresh Issue <sup>(1)</sup>                                                                                                                                 | Up to [●] Equity Shares of face value of ₹1 each, aggregating up to ₹ 4,500 million                                                                          |
| Offer for Sale <sup>(2)</sup>                                                                                                                              | Up to 35,734,818 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million                                                                       |
| Employee Reservation Portion <sup>(7)</sup>                                                                                                                | Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million                                                                              |
| Net Offer                                                                                                                                                  | Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million                                                                              |
| <b>The Net Offer consists of:</b>                                                                                                                          |                                                                                                                                                              |
| A) QIB Portion <sup>(3)(4)</sup>                                                                                                                           | Not more than [●] Equity Shares of face value of ₹1 each                                                                                                     |
| <i>of which:</i>                                                                                                                                           |                                                                                                                                                              |
| - Anchor Investor Portion <sup>(5)</sup>                                                                                                                   | 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                                                                                                             |
| <i>of which:</i>                                                                                                                                           |                                                                                                                                                              |
| - Mutual Fund Portion                                                                                                                                      | Up to [●] Equity Shares of face value of ₹1 each                                                                                                             |
| - Balance for all QIBs including Mutual Funds                                                                                                              | Up to [●] Equity Shares of face value of ₹1 each                                                                                                             |
|                                                                                                                                                            |                                                                                                                                                              |
| B) Non-Institutional Portion <sup>(6)</sup>                                                                                                                | Not less than [●] Equity Shares of face value of ₹1 each                                                                                                     |
| <i>of which:</i>                                                                                                                                           |                                                                                                                                                              |
| One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million | Up to [●] 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 ₹1.00 million                         | Up to [●] Equity Shares of face value of ₹1 each                                                                                                             |
|                                                                                                                                                            |                                                                                                                                                              |
| C) Retail Portion <sup>(5)</sup>                                                                                                                           | Not less than [●] Equity Shares of face value of ₹1 each                                                                                                     |
|                                                                                                                                                            |                                                                                                                                                              |
| <b>Pre-Offer and post-Offer Equity Shares</b>                                                                                                              |                                                                                                                                                              |
| Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)                                                         | [●] Equity Shares of face value of ₹1 each                                                                                                                   |
| Equity Shares outstanding after the Offer                                                                                                                  | [●] Equity Shares of face value of ₹1 each                                                                                                                   |
|                                                                                                                                                            |                                                                                                                                                              |
| <b>Use of Net Proceeds</b>                                                                                                                                 | See “Objects of the Offer” on page 102 for information about the use of the Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale. |

\* Our Company, in consultation with the Book Running Lead Managers may consider a further issue of specified securities for an amount up to ₹900.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. The proceeds of the Pre-IPO Placement, if undertaken, will be adjusted towards the general corporate purposes portion of the Objects of the Offer, unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific Objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Pre-IPO Placement shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).

<sup>(1)</sup> The Offer has been authorised by our Board pursuant to the resolutions passed at their meetings dated June 23, 2025 and the Fresh Issue has been authorised by our Shareholders pursuant to the special resolution passed at their extra-ordinary general meeting dated June 24, 2025. Further, our Board has taken on record the authorisations/consents for the Offer for Sale by the Selling Shareholders, severally and not jointly, to participate in the Offer for Sale pursuant to the resolution dated July 3, 2025.

<sup>(2)</sup> Each of the Selling Shareholders has, severally and not jointly authorized the inclusion of its respective portion of the Offered Shares in the Offer for Sale as set out below:

| Name of the Selling Shareholder      | Aggregate amount of Offer for Sale (₹ million) | Maximum number of Equity Shares of face value of ₹1 each offered in the Offer for Sale | Date of board resolution/ authorization | Date of consent letter |
|--------------------------------------|------------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------|------------------------|
| <b>Promoter Selling Shareholders</b> |                                                |                                                                                        |                                         |                        |
| Surinder Kumar Chaudhary*            | Up to ₹ [●] million                            | Up to 1,151,088 Equity Shares of face value of ₹1 each                                 | N.A.                                    | July 2, 2025           |
| Rajesh Kumar Jindal*                 | Up to ₹ [●] million                            | Up to 748,198 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |

| Name of the Selling Shareholder      | Aggregate amount of Offer for Sale (₹ million) | Maximum number of Equity Shares of face value of ₹1 each offered in the Offer for Sale | Date of board resolution/ authorization | Date of consent letter |
|--------------------------------------|------------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------|------------------------|
| Neeraj Kumar Jindal*                 | Up to ₹ [●] million                            | Up to 499,098 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Piyush Jindal                        | Up to ₹ [●] million                            | Up to 499,098 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| <b>Investor Selling Shareholders</b> |                                                |                                                                                        |                                         |                        |
| Sarcoline Limited                    | Up to ₹ [●] million                            | Up to 29,105,996 Equity Shares of face value of ₹1 each                                | June 16, 2025                           | July 3, 2025           |
| Anchor Partners                      | Up to ₹ [●] million                            | Up to 1,088,234 Equity Shares of face value of ₹1 each                                 | June 25, 2025                           | July 3, 2025           |
| Sage Investment Trust                | Up to ₹ [●] million                            | Up to 605,770 Equity Shares of face value of ₹1 each                                   | June 24, 2025                           | July 3, 2025           |
| <b>Other Selling Shareholders</b>    |                                                |                                                                                        |                                         |                        |
| Nivedita Jindal*                     | Up to ₹ [●] million                            | Up to 500,000 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Karishma Jindal*                     | Up to ₹ [●] million                            | Up to 500,000 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Garima Chaudhary*                    | Up to ₹ [●] million                            | Up to 264,000 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Ishan Jindal*                        | Up to ₹ [●] million                            | Up to 250,000 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Veena Jindal*                        | Up to ₹ [●] million                            | Up to 250,000 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Kiran Jindal*                        | Up to ₹ [●] million                            | Up to 125,900 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Rachna Chaudhary*                    | Up to ₹ [●] million                            | Up to 100,000 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Raghunathan Hariharan                | Up to ₹ [●] million                            | Up to 47,436 Equity Shares of face value of ₹1 each                                    | N.A.                                    | July 2, 2025           |

\* Authorised through power of attorney in favour of Piyush Jindal.

The Offered Shares are eligible to be offered for sale in the Offer in accordance with Regulations 8 of the SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus.

- (3) 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. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added back to the Net QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. 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 QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see “Offer Procedure” on page 494.
- (4) 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. Under-subscription, if any, in the Net QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. In the event of under-subscription in the Offer, subject to receiving minimum subscription as described in “Terms of the Offer – Minimum Subscription” on page 488 and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made in such manner as specified in the Offer Agreement. For further details, see “Offer Structure” on page 490.
- (5) Allocation to Bidders in all categories except the Anchor Investor Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each 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 allocated on a proportional basis. For further details, see “Offer Procedure” on page 494.
- (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 ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of NIBs.
- (7) The initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million, however, an Eligible Employee may submit a Bid for a maximum Bid Amount of ₹0.50 million under the Employee Reservation Portion. Only in the event of an undersubscription in the Employee Reservation Portion, the unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. The unsubscribed portion if any, in the Employee Reservation Portion (after allocation up to ₹0.50 million), shall be added back to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits.

Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see “Offer Procedure” and “Offer Structure” on pages 494 and 490, respectively. For details of terms of the Offer, see “Terms of the Offer” on page 483.



## SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

*The following tables provide the summary of restated consolidated financial information of our Company derived from the Restated Consolidated Financial Information as at and for the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023.*

*The Restated Consolidated Financial Information referred to above are presented under “Financial Information” beginning on page 300. The summary of Restated Consolidated 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 300 and 410, respectively.*

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

## SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in million)

| Particulars                                                                                | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|--------------------------------------------------------------------------------------------|----------------------|----------------------|----------------------|
| <b>ASSETS</b>                                                                              |                      |                      |                      |
| <b>Non-current assets</b>                                                                  |                      |                      |                      |
| Property, plant and equipment                                                              | 6,767.12             | 6,046.55             | 6,043.68             |
| Capital work-in-progress                                                                   | 281.60               | 1,054.80             | 675.48               |
| Right-of-use assets                                                                        | 696.78               | 520.04               | 401.70               |
| Investment property                                                                        | 56.91                | 106.94               | 132.93               |
| Goodwill                                                                                   | 1,177.26             | 1,603.69             | 1,544.06             |
| Intangible assets under development                                                        | 37.34                | 45.38                | 11.45                |
| Other intangible assets                                                                    | 902.90               | 959.24               | 1,050.86             |
| Financial assets                                                                           |                      |                      |                      |
| (i) Loans                                                                                  | 2.14                 | 1.95                 | 3.42                 |
| (ii) Other financial assets                                                                | 27.34                | 18.51                | 13.55                |
| Deferred tax assets (net)                                                                  | 189.63               | 140.51               | 96.29                |
| Income tax assets (net)                                                                    | 13.54                | 120.59               | 116.31               |
| Other non-current assets                                                                   | 18.33                | 16.18                | 16.98                |
| <b>Total non-current assets</b>                                                            | <b>10,170.89</b>     | <b>10,634.38</b>     | <b>10,106.71</b>     |
| <b>Current assets</b>                                                                      |                      |                      |                      |
| Inventories                                                                                | 4,121.98             | 3,483.33             | 3,160.57             |
| Financial assets                                                                           |                      |                      |                      |
| (i) Trade receivables                                                                      | 3,900.11             | 3,113.69             | 3,590.18             |
| (ii) Cash and cash equivalents                                                             | 929.75               | 626.81               | 932.36               |
| (iii) Bank balances other than (ii) above                                                  | 963.37               | 713.21               | 502.11               |
| (iv) Loans                                                                                 | 5.11                 | 5.45                 | 3.36                 |
| (v) Other financial assets                                                                 | 44.12                | 52.05                | 65.99                |
| Other current assets                                                                       | 708.22               | 605.34               | 690.44               |
| <b>Total current assets</b>                                                                | <b>10,672.66</b>     | <b>8,599.88</b>      | <b>8,945.01</b>      |
| <b>Total assets</b>                                                                        | <b>20,843.55</b>     | <b>19,234.26</b>     | <b>19,051.72</b>     |
| <b>EQUITY AND LIABILITIES</b>                                                              |                      |                      |                      |
| <b>Equity</b>                                                                              |                      |                      |                      |
| Equity share capital                                                                       | 160.59               | 160.59               | 160.59               |
| Other equity                                                                               | 6,564.71             | 6,578.35             | 6,648.46             |
| <b>Total equity</b>                                                                        | <b>6,725.30</b>      | <b>6,738.94</b>      | <b>6,809.05</b>      |
| <b>Non-current liabilities</b>                                                             |                      |                      |                      |
| Financial liabilities                                                                      |                      |                      |                      |
| (i) Borrowings                                                                             | 4,178.60             | 3,970.30             | 4,204.23             |
| (ii) Lease liabilities                                                                     | 369.62               | 208.97               | 80.21                |
| (iii) Other financial liabilities                                                          | 0.30                 | 0.76                 | 1.53                 |
| Other non-current liabilities                                                              | 83.26                | -                    | -                    |
| Provisions                                                                                 | 579.84               | 451.67               | 429.54               |
| Deferred tax liabilities (net)                                                             | 942.62               | 1,217.72             | 1,432.91             |
| <b>Total non-current liabilities</b>                                                       | <b>6,154.24</b>      | <b>5,849.42</b>      | <b>6,148.42</b>      |
| <b>Current liabilities</b>                                                                 |                      |                      |                      |
| Financial liabilities                                                                      |                      |                      |                      |
| (i) Borrowings                                                                             | 4,125.34             | 2,800.60             | 2,597.95             |
| (ii) Lease liabilities                                                                     | 58.91                | 25.17                | 13.25                |
| (iii) Trade payables                                                                       |                      |                      |                      |
| (a) Total outstanding dues to micro enterprises and small enterprises; and                 | 56.08                | 95.53                | 49.80                |
| (b) Total outstanding dues to creditors other than micro enterprises and small enterprises | 2,558.79             | 2,473.05             | 2,365.78             |
| (iv) Other financial liabilities                                                           | 220.34               | 207.77               | 280.14               |
| Other current liabilities                                                                  | 479.39               | 721.79               | 438.69               |
| Provisions                                                                                 | 214.74               | 182.29               | 289.35               |
| Current tax liabilities (net)                                                              | 250.42               | 139.70               | 59.29                |
| <b>Total current liabilities</b>                                                           | <b>7,964.01</b>      | <b>6,645.90</b>      | <b>6,094.25</b>      |

(₹ in million)

| Particulars                  | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|------------------------------|----------------------|----------------------|----------------------|
| Total liabilities            | 14,118.25            | 12,495.32            | 12,242.67            |
| Total equity and liabilities | 20,843.55            | 19,234.26            | 19,051.72            |

## SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in million)

| Particulars                                                                        | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| <b>Income</b>                                                                      |                                      |                                      |                                      |
| Revenue from operations                                                            | 15,847.80                            | 14,045.91                            | 11,610.18                            |
| Other income                                                                       | 210.39                               | 130.65                               | 64.51                                |
| <b>Total income</b>                                                                | <b>16,058.19</b>                     | <b>14,176.56</b>                     | <b>11,674.69</b>                     |
| <b>Expenses</b>                                                                    |                                      |                                      |                                      |
| Cost of materials consumed                                                         | 7,429.53                             | 6,166.81                             | 4,845.09                             |
| Purchase of stock-in-trade                                                         | 601.24                               | 1,368.00                             | 2,164.92                             |
| Changes in inventories of finished goods, work-in-progress and stock-in-trade      | (276.58)                             | (288.66)                             | (200.88)                             |
| Employee benefits expense                                                          | 2,828.09                             | 2,497.94                             | 1,477.33                             |
| Finance costs                                                                      | 987.31                               | 743.54                               | 399.69                               |
| Depreciation and amortisation expense                                              | 874.56                               | 711.63                               | 387.71                               |
| Other expenses                                                                     | 2,935.18                             | 3,115.37                             | 1,833.13                             |
| <b>Total expenses</b>                                                              | <b>15,379.33</b>                     | <b>14,314.63</b>                     | <b>10,906.99</b>                     |
| <b>Profit/ (Loss) before exceptional items</b>                                     | <b>678.86</b>                        | <b>(138.07)</b>                      | <b>767.70</b>                        |
| Exceptional items                                                                  | 539.86                               | -                                    | 560.49                               |
| <b>Profit/ (Loss) after exceptional items but before tax</b>                       | <b>139.00</b>                        | <b>(138.07)</b>                      | <b>207.21</b>                        |
| Tax expense:                                                                       |                                      |                                      |                                      |
| (1) Current tax                                                                    | 654.87                               | 389.94                               | 203.48                               |
| (2) Deferred tax                                                                   | (373.01)                             | (300.13)                             | 13.90                                |
| Total tax expense                                                                  | 281.86                               | 89.81                                | 217.38                               |
| <b>(Loss) for the year</b>                                                         | <b>(142.86)</b>                      | <b>(227.88)</b>                      | <b>(10.17)</b>                       |
| <b>Other comprehensive income</b>                                                  |                                      |                                      |                                      |
| <b>Items that will not be reclassified to profit or loss</b>                       |                                      |                                      |                                      |
| (i) Re-measurement (loss)/ gain on defined benefit obligation                      | (5.39)                               | 0.77                                 | 7.20                                 |
| (ii) Income tax relating to items that will not be reclassified to profit and loss | 1.40                                 | (0.21)                               | (1.82)                               |
| <b>Items that will be reclassified to Profit or Loss</b>                           |                                      |                                      |                                      |
| (i) Cash flow hedge reserve                                                        | 2.61                                 | 7.39                                 | (9.23)                               |
| (ii) Cost of hedging reserve                                                       | 19.52                                | 52.01                                | (65.96)                              |
| (iii) Foreign Currency Translation Reserve                                         | 111.08                               | 97.81                                | 322.76                               |
| <b>Total other comprehensive income for the year</b>                               | <b>129.22</b>                        | <b>157.77</b>                        | <b>252.95</b>                        |
| <b>Total comprehensive (loss)/ income for the year</b>                             | <b>(13.64)</b>                       | <b>(70.11)</b>                       | <b>242.78</b>                        |
| Earnings/(loss) per equity share (face value of Re. 1 each)                        |                                      |                                      |                                      |
| - Basic (in Rs.)                                                                   | (0.89)                               | (1.42)                               | (0.07)                               |
| - Diluted (in Rs.)                                                                 | (0.89)                               | (1.42)                               | (0.07)                               |

## SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(₹ in million)

| Particulars                                                                                     | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|-------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| <b>Cash flows from operating activities</b>                                                     |                                      |                                      |                                      |
| <b>Profit/ (Loss) after exceptional items</b>                                                   | <b>139.00</b>                        | <b>(138.07)</b>                      | <b>207.21</b>                        |
| <b>Adjustments for:</b>                                                                         |                                      |                                      |                                      |
| Impairment of goodwill                                                                          | 521.35                               | -                                    | 236.46                               |
| Loss on account of flood                                                                        | 18.51                                | -                                    | -                                    |
| Depreciation and amortisation expense                                                           | 874.56                               | 711.63                               | 387.71                               |
| Impairment of intangible assets under development                                               | -                                    | -                                    | 1.50                                 |
| Provision for environmental remediation                                                         | 96.69                                | -                                    | 18.01                                |
| Net (Profit)/Loss on sale of property, plant and equipment and investment property              | (2.12)                               | (26.37)                              | 3.38                                 |
| Finance costs                                                                                   | 987.31                               | 743.54                               | 399.69                               |
| Allowance for expected credit loss (including bad debts written off)                            | 73.86                                | 51.20                                | 49.50                                |
| Liabilities no longer required written back                                                     | (0.71)                               | (1.19)                               | (0.71)                               |
| Rental income                                                                                   | (3.53)                               | (6.09)                               | (6.63)                               |
| Interest income                                                                                 | (53.93)                              | (44.26)                              | (21.70)                              |
| Interest income under the effective interest method on security deposits                        | (0.34)                               | (0.37)                               | (0.24)                               |
| Unrealised foreign exchange fluctuation/ Foreign currency monetary items translation difference | 111.08                               | (194.87)                             | (220.14)                             |
| <b>Operating profit before working capital changes</b>                                          | <b>2,761.73</b>                      | <b>1,095.15</b>                      | <b>1,054.04</b>                      |
| <b>Adjustments for changes in working capital :</b>                                             |                                      |                                      |                                      |
| (Increase)/ decrease in trade receivables                                                       | (859.16)                             | 382.82                               | (141.79)                             |
| (Increase)/ decrease in other financial assets                                                  | (5.11)                               | 9.12                                 | (92.48)                              |
| (Increase)/ decrease in other non current assets                                                | (2.15)                               | 0.80                                 | -                                    |
| (Increase)/ decrease in other current assets                                                    | (98.45)                              | 79.70                                | (87.34)                              |
| (Increase) in inventories                                                                       | (631.33)                             | (346.87)                             | (310.54)                             |
| Increase/ (decrease) in other financial liabilities                                             | 18.93                                | (10.92)                              | (97.73)                              |
| Increase in other non current liabilities                                                       | 83.26                                | -                                    | -                                    |
| (Decrease)/ increase in other current liabilities                                               | (242.39)                             | 276.31                               | 17.64                                |
| Increase in provisions                                                                          | 159.17                               | 67.70                                | 17.30                                |
| Increase in trade and other payables                                                            | 48.87                                | 64.57                                | 377.08                               |
| <b>Cash generated from operations</b>                                                           | <b>1,233.37</b>                      | <b>1,618.38</b>                      | <b>736.18</b>                        |
| Income taxes paid                                                                               | (339.19)                             | (230.29)                             | (385.67)                             |
| <b>Net cash flow from operating activities</b>                                                  | <b>894.18</b>                        | <b>1,388.09</b>                      | <b>350.51</b>                        |
| <b>Cash flow from investing activities</b>                                                      |                                      |                                      |                                      |
| Payments for property, plant & equipment                                                        | (343.52)                             | (777.71)                             | (585.42)                             |
| Proceeds from sale of property, plant and equipment and investment property                     | 47.91                                | 55.92                                | 3.41                                 |
| Purchase of intangible assets                                                                   | (25.46)                              | (33.93)                              | (15.49)                              |
| Rental income on investment property                                                            | 3.53                                 | 6.09                                 | 6.63                                 |
| Loan received back/ (given) to employees                                                        | 0.11                                 | (0.93)                               | (1.62)                               |
| Payment for acquisition of subsidiaries                                                         | -                                    | -                                    | (6,700.09)                           |
| Investment in bank deposits                                                                     | (409.87)                             | (706.97)                             | (126.61)                             |
| Proceeds from maturity of bank deposits                                                         | 159.77                               | 496.10                               | -                                    |
| Interest received                                                                               | 53.93                                | 44.26                                | 21.70                                |
| <b>Net cash used in investing activities</b>                                                    | <b>(513.60)</b>                      | <b>(917.17)</b>                      | <b>(7,397.49)</b>                    |
| <b>Cash flow from financing activities</b>                                                      |                                      |                                      |                                      |
| Proceeds from issue of equity shares including security premium                                 | -                                    | -                                    | 2,644.23                             |
| Proceeds from long term borrowings                                                              | 3,152.78                             | 308.16                               | 3,598.26                             |
| Repayment of long term borrowings                                                               | (3,554.09)                           | (572.67)                             | (50.32)                              |
| Net proceeds from short term borrowings                                                         | 1,318.85                             | 212.08                               | 1,141.67                             |
| Payment of lease liabilities (including interest)                                               | (46.17)                              | (25.47)                              | (23.15)                              |
| Interest paid                                                                                   | (944.90)                             | (717.91)                             | (485.48)                             |
| <b>Net cash (used in)/ from financing activities</b>                                            | <b>(73.53)</b>                       | <b>(795.81)</b>                      | <b>6,825.21</b>                      |

(₹ in million)

| Particulars                                                             | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|-------------------------------------------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Net increase/ (decrease) in cash and cash equivalents (A + B + C)       | 307.05                               | (324.89)                             | (221.77)                             |
| Opening balance of cash and cash equivalents                            | 626.81                               | 932.36                               | 752.09                               |
| Add : Acquired through business combination                             | -                                    | -                                    | 375.15                               |
| Add : Foreign currency translation reserve on Cash and cash equivalents | (4.11)                               | 19.34                                | 26.89                                |
| Closing balance of cash and cash equivalents                            | 929.75                               | 626.81                               | 932.36                               |
| Cash and cash equivalents comprise :                                    |                                      |                                      |                                      |
| Cash in hand                                                            | 3.63                                 | 3.06                                 | 91.68                                |
| Foreign currency in hand                                                | 0.87                                 | 0.54                                 | 0.72                                 |
| Balance with banks :                                                    |                                      |                                      |                                      |
| In current accounts                                                     | 892.25                               | 464.25                               | 686.15                               |
| In others                                                               | 33.00                                | 158.96                               | 153.81                               |
| Total cash and cash equivalents                                         | 929.75                               | 626.81                               | 932.36                               |

## GENERAL INFORMATION

**Corporate Identity Number:** U72411DL1991PLC042652

**Registration Number:** 042652

### Registered and Corporate Office

#### Safex Chemicals (India) Limited

4th & 5th floor, Block-A  
NDM-1, Netaji Subhash Place  
North West Delhi  
110 034, India

For details of our incorporation and changes to the name and registered office of our Company, see “*History and Certain Corporate Matters*” on page 255.

### Registrar of Companies

Our Company is registered with the Registrar of Companies, Delhi and Haryana at New Delhi:

4th Floor, IFCI Tower  
61, Nehru Place  
New Delhi – 110 019  
Delhi, India

### Board of Directors

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

| Name                         | Designation                                          | DIN      | Address                                                                                                                 |
|------------------------------|------------------------------------------------------|----------|-------------------------------------------------------------------------------------------------------------------------|
| Surinder Kumar Chaudhary     | Chairman <sup>(1)</sup> and Whole-time Director      | 00263756 | House No 6068, Modern Housing Complex, Manimajra, Daria, Chandigarh 160 101                                             |
| Rajesh Kumar Jindal          | Vice Chairman <sup>(2)</sup> and Whole-time Director | 00335396 | 271, Sector -9, Panchkula Haryana 134 109                                                                               |
| Neeraj Kumar Jindal          | Managing Director                                    | 03473376 | F-3/21, Ground Floor, Vasant Vihar, Vasant Vihar 1, South West Delhi, Delhi 110 057                                     |
| Piyush Jindal                | Joint Managing Director and Chief Financial Officer  | 06515285 | J-701, Ambience Caitriona Apartment Complex, Ambience Island, NH-8, DLF Phase- III, Gurgaon Haryana 122 010             |
| Raghav Ramdev                | Nominee Director <sup>(3)</sup>                      | 09043096 | 56, First Floor, Hemkunt Colony, Greater Kailash, Delhi 110 048                                                         |
| Prem Chand                   | Independent Director                                 | 05204760 | Gurgaon One Housing Complex, Property No GP-1-1B, Mullahera, Gurgaon. Sector-22 Molahera (65), Gurgaon, Haryana 122 015 |
| Yogesh Kapur                 | Independent Director                                 | 00070038 | D 1063, New Friends Colony, South Delhi, Delhi 110 025                                                                  |
| Savan Rashmikanth Godiawala  | Independent Director                                 | 07874111 | 19, Niyojan Nagar Opp. Manekbaug Hall, Ambawadi, Ahmadabad City, Ambawadi Vistar, Ahmadabad, Gujarat 380 015            |
| Bipinchandra Solanki         | Independent Director                                 | 00029753 | C-18-19-20 Riverway Residency, Near Homeopathic College, Sindhrot Road, Sevasi, Vadodra, Gujarat 391 101                |
| Manisha Raghunath Kadagathur | Independent Director                                 | 05344761 | B - 2206, Oberoi Splendor, JVL R, Jogeshwari East, Mumbai Maharashtra 400 060                                           |

(1) Appointed as the Chairman, pursuant to the Board resolution dated December 20, 2024.

(2) Appointed as the Vice Chairman, pursuant to the Board resolution dated December 20, 2024.

(3) Nominee of Sarcoline Limited.

For further details of our Board of Directors, see “*Our Management*” on page 274.

### Company Secretary and Compliance Officer

Manju Pathak Khulbe is our Company Secretary and Compliance Officer. Her contact details are as set forth below:

**Manju Pathak Khulbe**

4th & 5th floor, Block-A  
NDM-1, Netaji Subhash Place  
North West Delhi  
Delhi 110 034, India  
**Tel:** +91 011 66105000  
**E-mail:** cs@safexchemicals.com

**Filing of this Draft Red Herring Prospectus and the Red Herring Prospectus**

A copy of this Draft Red Herring 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 pursuant to the SEBI ICDR Master Circular.

It will also be filed with the SEBI at:

**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 (E), Mumbai 400 051  
Maharashtra, India

The Red Herring Prospectus and Prospectus, respectively, will be filed with the RoC in accordance with section 32 read with section 26 of the Companies Act, along with the material contracts and documents referred to in each of the Red Herring Prospectus and the Prospectus, respectively, and through the electronic portal of MCA at <http://www.mca.gov.in/mcafoportal/logininvalidateuser.do>. For details of the address of the RoC, see “- Registrar of Companies” on page 75.

**Book Running Lead Managers****Axis Capital Limited**

1st Floor, Axis House  
Pandurang Budhkar Marg  
Worli, Mumbai 400 025  
Maharashtra, India  
**Tel:** +91 22 4325 2183  
**E-mail:** safex.ipo@axiscap.in  
**Website:** [www.axiscapital.co.in](http://www.axiscapital.co.in)  
**Investor Grievance E-mail:** [complaints@axiscap.in](mailto:complaints@axiscap.in)  
**Contact Person:** Harish Patel/Simran Gadh  
**SEBI Registration No.:** INM000012029

**JM Financial Limited**

7th Floor, Cnergy  
Appasaheb Marathe Marg, Prabhadevi  
Mumbai 400 025  
Maharashtra, India  
**Tel:** +91 22 6630 3030  
**E-mail:** safex.ipo@jmfl.com  
**Website:** [www.jmfl.com](http://www.jmfl.com)  
**Investor Grievance E-mail:** [grievance.ibd@jmfl.com](mailto:grievance.ibd@jmfl.com)  
**Contact Person:** Prachee Dhuri  
**SEBI Registration No.:** INM000010361

**SBI Capital Markets Limited**

1501, 15th floor, A & B Wing  
Parinee Crescenzo Building,  
G Block, Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051  
Maharashtra, India  
**Tel:** +91 22 4006 9807  
**E-mail:** safex.ipo@sbicaps.com  
**Website:** [www.sbicaps.com](http://www.sbicaps.com)  
**Investor Grievance E-mail:** [investor.relations@sbicaps.com](mailto:investor.relations@sbicaps.com)  
**Contact Person:** Kristina Dias/ Manas Jain  
**SEBI Registration No.:** INM000003531

**Syndicate Members**

[•]



## Legal Counsel to the Company as to Indian Law

### Trilegal

7<sup>th</sup> Floor, Mark Square  
61, St. Marks Road  
Bangalore – 560 001  
Karnataka, India  
**Tel:** +91 080 43434646

### Registrar to the Offer

KFin Technologies Limited  
Selenium Tower B, Plot No. 31 and 32 Gachibowli  
Financial District  
Nanakramguda, Serilingampally  
Hyderabad - 500 032  
Telangana, India  
**Tel:** +91 40 6716 2222/18003094001  
**E-mail:** safex.ipo@kfintech.com  
**Website:** www.kfintech.com  
**Investor Grievance E-mail:** einward.ris@kfintech.com  
**Contact Person:** M. Murali Krishna  
**SEBI Registration No.:** INR000000221

### Statutory Auditors to our Company

#### Walker Chandiok & Co LLP, Chartered Accountants

21st Floor, DLF Square,  
Jacaranda Marg, DLF Phase II  
Gurugram – 122 002  
Haryana, India  
**Tel:** +91 124 462 8000  
**E-mail:** Ashish.Gera@walkerchandiok.in  
**Firm registration number:** 001076N/N500013  
**Peer review number:** 020566

### Changes in Auditors

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

| Particulars                                                                                                                                                                                                                                                                                                                         | Date of the change | Reason for change                                |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|--------------------------------------------------|
| <b>Walker Chandiok and Co LLP, Chartered Accountants</b><br>21st Floor, DLF Square,<br>Jacaranda Marg, DLF Phase II<br>Gurgaon – 122 002<br>Haryana, India<br><b>Tel:</b> +91 124 462 8000<br><b>E-mail:</b> Ashish.Gera@walkerchandiok.in<br><b>Firm registration number:</b> 001076N/N500013<br><b>Peer review number:</b> 020566 | June 8, 2023*      | Appointment as statutory auditors of our Company |

*\*The shareholders of our Company, pursuant to the resolution dated June 8, 2023, had appointed Walker Chandiok and Co LLP, Chartered Accountants, as the Statutory Auditor to our Company. However, their tenure started from April 1, 2022 and Walker Chandiok and Co LLP, Chartered Accountants has audited the financials of the Company for the three years preceding the date of this Draft Red Herring Prospectus.*

### Bankers to the Offer

#### Escrow Collection Bank(s), Refund Bank(s) and Public Offer Account Bank(s)

[•]

#### Sponsor Banks

## Bankers to our Company

### Axis Bank Limited

4<sup>th</sup> Floor Tower -4 Axis House

Sector 128, Noida - 201301

Uttar Pradesh, India

**Tel:** 8527955988

**Contact Person:** Jityendra Singh

**Website:** <https://www.axisbank.com/>

**Email:** jityendra.Singh@axisbank.com

### HDFC Bank Limited

Plot no.31, Tower B, 1st floor

Najafgarh Industrial Area, Shivaji Marg,

Moti Nagar, New Delhi – 110 015, India

**Tel:** 9311855775

**Contact Person:** Dinesh Bilaney

**Website:** <https://www.hdfcbank.com/>

**Email:** Dinesh.Bilaney@hdfcbank.com

### Citi Bank N.A.

9<sup>th</sup> Floor, DLF Square Block

Jacaranda Marg, M-Block, DLF City Phase-II

Gurugram – 122 002

Haryana, India

**Tel:** 0124-418 6711

**Contact Person:** Prasoon Dwivedi

**Website:** <https://www.citi.com/>

**Email:** prasoon.dwivedi@citi.com

### Bajaj Finance Limited

8<sup>th</sup> Floor, Bajaj FinServ Corporate office,

Weikfield IT CITI Infor Park

Viman Nagar, Pune 411014

Maharashtra, India

**Tel:** +91 9031955491

**Contact Person:** Sumit Kumawat

**Website:** [www.bajajfinance.com](http://www.bajajfinance.com)

**Email:** Sumit.Kumawat@bajajfinserv.in

### Standard Chartered Bank

2nd Floor, DLF Building No 7A

DLF Cyber City, Sector 24/25/25A

Gurgaon – 122 002,

Haryana, India

**Tel:** 9920221378

**Contact Person:** Gagan Azad

**Website:** <https://www.sc.com/in>

**Email:** Gagan.Azad@sc.com

### The Hongkong and Shanghai Banking Corporation Limited

Plot No 68 Sector 44, Gurugram – 122 002

Haryana, India

**Tel:** +91-124-4762065 / 066

**Contact Person:** Shiladitya Gangopadhyay

**Website:** <https://www.hsbc.co.in>

**Email:** shiladityagangopadhyay@hsbc.co.in

### Yes Bank Limited

4<sup>th</sup> Floor, Max Towers, Sector-16B,

Noida - 201 301

Uttar Pradesh, India

**Tel:** +91 1206 79 1711

**Contact Person:** Manish Gupta

**Website:** <https://www.yesbank.in/>

**Email:** manish.gupta4@yesbank.in

### RBL Bank Limited

Upper Ground Floor, Hansalaya Building

15, Barakhamba road

New Delhi – 110 001

India

**Tel:** +91 9810611228

**Contact Person:** Vikash Singh

**Website:** <https://www.rblbank.com/>

**Email:** Vikash.Singh@rblbank.com

## Designated Intermediaries

### Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

The banks registered with SEBI, which offer the facility of ASBA services, (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](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (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](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

In accordance with the SEBI RTA Master Circular, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI ICDR Master Circular, read with other applicable UPI Circulars, 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 issues 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](http://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 Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI ([www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35](http://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 [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35](http://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 stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the respective 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 [www.bseindia.com/Static/PublicIssues/RtaDp.aspx](http://www.bseindia.com/Static/PublicIssues/RtaDp.aspx) and [www.nseindia.com/products-services/initial-public-offerings-asba-procedures](http://www.nseindia.com/products-services/initial-public-offerings-asba-procedures), respectively, as updated from time to time and on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10), 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 [www.bseindia.com/Static/PublicIssues/RtaDp.aspx](http://www.bseindia.com/Static/PublicIssues/RtaDp.aspx) and [www.nseindia.com/products-services/initial-public-offerings-asba-procedures](http://www.nseindia.com/products-services/initial-public-offerings-asba-procedures), 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 July 3, 2025 from Walker Chandiok and Co LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 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, 2013 to the extent and in their capacity as our Statutory Auditor and in respect of their (i) examination report, dated June 28, 2025 on our Restated Consolidated Financial Information; and (ii) their report dated July 3, 2025 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated July 3, 2025 from P N A M & Co. LLP, Chartered Accountants, having a firm registration number as 001092N/N500395, holding a valid peer review certificate from ICAI, to include their names as required under section 26 (5) of the Companies Act, 2013 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, 2013 in respect of various certificates issued by them in their capacity as the Independent Chartered Accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated July 3, 2025, from S. K. Jain, Independent Chartered Engineer, 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, 2013 to the extent and in their capacity as an Independent Chartered Engineer, in relation to the certificate dated July 3, 2025, certifying, *inter alia*, the details of the installed production capacity of our manufacturing facilities. Such consent has not been withdrawn as on the date of this DRHP.

Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. It is clarified, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## IPO Grading

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

## Monitoring Agency

In accordance with Regulation 41 of SEBI ICDR Regulations, our Company will appoint a monitoring agency to monitor utilization of the Gross Proceeds from the Fresh Issue prior to the filing of the Red Herring Prospectus with the RoC. For details in relation to the proposed utilisation of the Net Proceeds, see “*Objects of the Offer*” on page 102

## Appraising Entity

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

## Credit Rating

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

## Debenture Trustees

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

## Green Shoe Option

No green shoe option is contemplated under the Offer.

## Inter-se allocation of responsibilities

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

| S. No. | Activity                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Responsibility | Coordinator  |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------|
| 1.     | Capital structuring, due diligence of the Company including its operations / management / business plans / legal, etc. Drafting and design of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, abridged prospectus and application form. The Book Running Lead Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus, Finalising application form and RoC filing. | BRLMs          | Axis         |
| 2.     | Drafting and approval of statutory advertisements including audio-video presentation                                                                                                                                                                                                                                                                                                                                                                                                                                         | BRLMs          | Axis         |
| 3.     | Drafting and approval of all publicity material other than statutory advertisements, corporate advertising, brochures, media monitoring, etc. and filing of media compliance report                                                                                                                                                                                                                                                                                                                                          | BRLMs          | JM Financial |
| 4.     | Appointment of intermediaries - advertising agency and registrar (including coordinating all agreements to be entered with such parties)                                                                                                                                                                                                                                                                                                                                                                                     | BRLMs          | Axis         |
| 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.                                                                                                                                                                                                                                                                                                   | BRLMs          | SBICAPS      |
| 6.     | International institutional marketing of the Offer, which will cover, inter alia: <ul style="list-style-type: none"><li>• Institutional marketing strategy;</li><li>• Finalizing the list and division of international investors for one-to-one meetings;</li><li>• Finalizing international road show and investor meeting schedule; and</li><li>• Preparation of road show marketing presentation and frequently asked questions</li></ul>                                                                                | BRLMs          | SBICAPS      |
| 7.     | Domestic institutional marketing of the Offer, which will cover, inter alia: <ul style="list-style-type: none"><li>• Institutional marketing strategy;</li><li>• Finalizing the list and division of domestic investors for one-to-one meetings; and</li><li>• Finalizing domestic road show and investor meeting Schedule</li></ul>                                                                                                                                                                                         | BRLMs          | Axis         |
| 8.     | <ul style="list-style-type: none"><li>• Non-Institutional marketing of the Offer, which will cover, inter alia:</li><li>• Finalising media, marketing and public relations strategy; and</li><li>• Formulating strategies for marketing to Non - Institutional Investors.</li><li>• Finalising centres for holding conferences for brokers etc.</li></ul>                                                                                                                                                                    | BRLMs          | JM Financial |
| 9.     | Retail marketing of the Offer, which will cover, inter alia:                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | BRLMs          | JM Financial |

| S. No. | Activity                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Responsibility | Coordinator  |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------|
|        | <ul style="list-style-type: none"> <li>Finalising media, marketing, public relations strategy and publicity</li> <li>Budget including list of frequently asked questions at retail road shows</li> <li>Finalising collection centres</li> <li>Finalising centres for holding conferences for brokers etc.</li> <li>Follow - up on distribution of publicity; and</li> <li>Offer material including form, Red Herring Prospectus/ Prospectus and deciding on the quantum of the Offer material</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                |              |
| 10.    | Managing the book and finalization of pricing in consultation with our Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | BRLMs          | SBICAPS      |
| 11.    | Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, anchor coordination, anchor CAN and intimation of anchor allocation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | BRLMs          | SBICAPS      |
| 12.    | <p>Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to bidders, etc.</p> <p>Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising our 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 and 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.</p> <p>Co-ordination with SEBI and Stock Exchanges for submission of all post Offer reports including the initial and final post Offer report to SEBI.</p> | BRLMs          | JM Financial |

### 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 and the Bid Cum Application Forms and the Revision Forms within the Price Band, which will be decided by our Company, in consultation with the Book Running Lead Managers, and which will either be included in the Red Herring Prospectus or will be advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of Delhi, 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 and the Book Running Lead Managers after the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. For details, see “Offer Procedure” on page 494.

**All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Pursuant to SEBI ICDR Master Circular, all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use 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 of face value of ₹1 each 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 Bidding Date. Except for Allocation to RIBs, NIBs and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis and allocation to the Non-Institutional Investors will be in a manner as may be introduced under applicable laws.**

**Each Bidder will be deemed to have acknowledged the above restrictions and the terms of the Offer, by submitting their Bid in 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 as per the prescribed timelines in compliance with the SEBI ICDR Regulations.

For further details, see “*Terms of the Offer*”, “*Offer Structure*” and “*Offer Procedure*” on pages 483, 490 and 494, respectively. For details in relation to filing of this Draft Red Herring Prospectus see “*-Filing of this Draft Red Herring Prospectus*” on page 75.

### **Illustration of Book Building and Price Discovery Process**

For an illustration of the Book Building Process and the price discovery process, see “*Offer Procedure*” on page 494.

### **Underwriting Agreement**

After determination of the Offer Price and allocation of Equity Shares, our Company and the Selling Shareholders intend to, prior to the filing of the Prospectus with the RoC, enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

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

*(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.)*

| <b>Name, address, telephone number and e-mail address of the Underwriters</b> | <b>Indicative number of Equity Shares of face value of ₹1 each to be underwritten</b> | <b>Amount underwritten (in ₹ million)</b> |
|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------|
| [●]                                                                           | [●]                                                                                   | [●]                                       |

The aforementioned underwriting commitments are indicative and will be finalised after pricing of the Offer, the Basis of Allotment and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board/ IPO committee, at its meeting held on [●], approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company.

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

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure 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

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

| (in ₹, except share data) |                                                                                                                              |                               |                                 |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------|-------------------------------|---------------------------------|
|                           | Particulars                                                                                                                  | Aggregate value at face value | Aggregate value at Offer Price* |
| <b>A</b>                  | <b>AUTHORISED SHARE CAPITAL<sup>(1)</sup></b>                                                                                |                               |                                 |
|                           | <i>Equity Shares comprising:</i>                                                                                             |                               |                                 |
|                           | 200,000,000 Equity Shares of face value of ₹1 each                                                                           | 200,000,000                   | -                               |
|                           | <b>Total</b>                                                                                                                 | <b>200,000,000</b>            | <b>-</b>                        |
| <b>B</b>                  | <b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER</b>                                                         |                               |                                 |
|                           | <i>Equity Shares comprising</i>                                                                                              |                               |                                 |
|                           | 160,585,503 Equity Shares of face value of ₹1 each                                                                           | 160,585,503                   | -                               |
|                           | <b>Total</b>                                                                                                                 | <b>160,585,503</b>            | <b>-</b>                        |
| <b>C</b>                  | <b>PRESENT OFFER<sup>(2)</sup></b>                                                                                           |                               |                                 |
|                           | Offer of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million <sup>(3)(4)</sup>                   | [●]                           | [●]                             |
|                           | <i>which includes</i>                                                                                                        |                               |                                 |
|                           | Fresh Issue of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹4,500 million <sup>(3)</sup>              | [●]                           | [●]                             |
|                           | Offer for Sale of up to 35,734,818 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million <sup>(4)</sup>      | [●]                           | [●]                             |
|                           | The Offer Includes                                                                                                           |                               |                                 |
|                           | Employee Reservation Portion of up to [●] Equity Shares of face value ₹1 each aggregating up to ₹ [●] million <sup>(5)</sup> | [●]                           | [●]                             |
|                           | Net Offer of up to [●] Equity Shares of face value ₹ 1 each                                                                  | [●]                           | [●]                             |
| <b>D</b>                  | <b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER</b>                                                          |                               |                                 |
|                           | [●] Equity Shares of face value of ₹1 each*                                                                                  | [●]                           | [●]                             |
| <b>E</b>                  | <b>SECURITIES PREMIUM ACCOUNT</b>                                                                                            |                               |                                 |
|                           | Before the Offer (in ₹ million)                                                                                              |                               | 5,883.79                        |
|                           | After the Offer*                                                                                                             |                               | [●]                             |

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

- (1) For details of changes in the authorised share capital of our Company since incorporation, see “History and Certain Corporate Matters – Amendments to our MoA in the last 10 years” on page 256.
- (2) Our Company, in consultation with the Book Running Lead Managers may consider a further issue of specified securities for an amount up to ₹900.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. The proceeds of the Pre-IPO Placement, if undertaken, will be adjusted towards the general corporate purposes portion of the Objects of the Offer, unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific Objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Pre-IPO Placement shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).
- (3) The Offer has been authorised by our Board pursuant to the resolutions passed at their meeting dated June 23, 2025 and the Fresh Issue has been authorised by our Shareholders pursuant to the special resolution passed at their extraordinary general meeting dated June 24, 2025.
- (4) Our Board has taken on record the authorization for the Offer for Sale by each of the Selling Shareholders, severally and not jointly, to participate in the Offer for Sale, pursuant to its resolution dated July 3, 2025. The Selling Shareholders, severally and not jointly, confirm that their respective portion of the Offered Shares are eligible for being offered for sale in the Offer in accordance with Regulation 8 of the SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus. For further details, see “The Offer” and “Other Regulatory and Statutory Disclosures” on pages 67 and 467, respectively.
- (5) Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹ 0.50 million. However, a Bid by an Eligible Employee Bidding in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 0.20 million. 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 ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Non-Institutional Portion or the RIB Portion and such Bids will not be treated as multiple Bids. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

## Notes to the Capital Structure

### 1. Share capital history of our Company

#### (a) Equity share capital

The history of the equity share capital of our Company is set forth below:

| Date of allotment                                                                                                                                                                                                                                                                                                                                                                                                                                    | Nature of allotment                                                                   | Nature of consideration | Number of equity shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | Details of allottees/shareholders and equity shares allotted                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------|----------------------------------|------------------------------------|-------------------------------------|------------------------------------|------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| January 8, 1991*                                                                                                                                                                                                                                                                                                                                                                                                                                     | Initial subscription to the Memorandum of Association                                 | Cash                    | 200*                             | 100                                | 100                                 | 200                                | 20,000                                         | Allotment of 100 equity shares to Surinder Kumar Jindal and 100 equity shares to Surinder Kumar Chaudhary |
| March 31, 1992                                                                                                                                                                                                                                                                                                                                                                                                                                       | Further issue                                                                         | Cash                    | 2,850 <sup>(1)</sup>             | 100                                | 100                                 | 3,050                              | 305,000                                        | Please refer to the footnote (1) below                                                                    |
| November 30, 1993                                                                                                                                                                                                                                                                                                                                                                                                                                    | Further issue                                                                         | Cash                    | 9,150                            | 100                                | 100                                 | 12,200                             | 1,220,000                                      | Please refer to the footnote (2) below                                                                    |
| April 30, 1996 <sup>(9)</sup>                                                                                                                                                                                                                                                                                                                                                                                                                        | Further issue                                                                         | Cash                    | 36,398                           | 100                                | 100                                 | 48,598                             | 4,859,800                                      | Please refer to the footnote (3) below                                                                    |
| December 10, 1996 <sup>(9)</sup>                                                                                                                                                                                                                                                                                                                                                                                                                     | Further issue                                                                         | Cash                    | 53,110                           | 100                                | 100                                 | 101,708                            | 10,170,800                                     | Please refer to the footnote (4) below                                                                    |
| March 24, 1998 <sup>(9)</sup>                                                                                                                                                                                                                                                                                                                                                                                                                        | Further issue                                                                         | Cash                    | 13,720                           | 100                                | 100                                 | 115,428                            | 11,542,800                                     | Please refer to the footnote (5) below                                                                    |
| March 27, 2000 <sup>(9)</sup>                                                                                                                                                                                                                                                                                                                                                                                                                        | Further issue                                                                         | Cash                    | 27,380                           | 100                                | 100                                 | 142,808                            | 14,280,800                                     | Please refer to the footnote (6) below                                                                    |
| March 10, 2006 <sup>(9)</sup>                                                                                                                                                                                                                                                                                                                                                                                                                        | Preferential allotment                                                                | Cash                    | 24,500                           | 100                                | 100                                 | 167,308                            | 16,730,800                                     | Please refer to the footnote (7) below                                                                    |
| <b>Pursuant to the resolution passed by our Shareholders on February 1, 2012, each equity share of our Company of face value of ₹100 was sub-divided to 10 equity shares of face value of ₹10 each. Accordingly, the paid-up equity share capital of our Company was sub-divided from ₹16,730,800 consisting of 167,308 equity shares of face value of ₹100 each to ₹16,730,800 consisting of 1,673,080 equity shares of face value of ₹10 each.</b> |                                                                                       |                         |                                  |                                    |                                     |                                    |                                                |                                                                                                           |
| February 1, 2012                                                                                                                                                                                                                                                                                                                                                                                                                                     | Preferential allotment                                                                | Cash                    | 600,000                          | 10                                 | 10                                  | 2,273,080                          | 22,730,800                                     | Allotment of 600,000 equity shares to Surinder Kumar Chaudhary                                            |
| February 20, 2016                                                                                                                                                                                                                                                                                                                                                                                                                                    | Private placement                                                                     | Cash                    | 100                              | 10                                 | 879.86                              | 2,273,180                          | 22,731,800                                     | Allotment of 100 equity shares to BanyanTree Growth Capital II, LLC                                       |
| March 23, 2021                                                                                                                                                                                                                                                                                                                                                                                                                                       | Private placement                                                                     | Cash                    | 394,015                          | 10                                 | 3,045.57                            | 2,667,195                          | 26,671,950                                     | Allotment of 394,015 equity shares to Sarcoline Limited                                                   |
| July 19, 2021                                                                                                                                                                                                                                                                                                                                                                                                                                        | Conversion of 6,000 compulsorily convertible debentures to equity shares <sup>^</sup> | Cash**                  | 681,927                          | 10                                 | N.A.                                | 3,349,122                          | 33,491,220                                     | Allotment of 681,927 equity shares to Sarcoline Limited                                                   |



| Date of allotment                                                                                                                                                                                                                                                                                                                                                                                                                                | Nature of allotment         | Nature of consideration | Number of equity shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | Details of allottees/shareholders and equity shares allotted                                                                                                                                                                                                                                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-------------------------|----------------------------------|------------------------------------|-------------------------------------|------------------------------------|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Pursuant to the resolution passed by our Shareholders on July 19, 2021, each equity share of our Company of face value of ₹10 was sub-divided to 10 Equity Shares of face value of ₹1 each. Accordingly, the paid-up equity share capital of our Company was sub-divided from ₹33,491,220 consisting of 3,349,122 equity shares of face value of ₹10 each to ₹33,491,220 consisting of 33,491,220 Equity Shares of face value of ₹1 each.</b> |                             |                         |                                  |                                    |                                     |                                    |                                                |                                                                                                                                                                                                                                                                                                                 |
| September 3, 2021                                                                                                                                                                                                                                                                                                                                                                                                                                | Bonus issue in ratio of 3:1 | N.A.                    | 100,473,660                      | 1                                  | N.A.                                | 133,964,880                        | 133,964,880                                    | Please refer to the footnote (8) below                                                                                                                                                                                                                                                                          |
| September 5, 2022                                                                                                                                                                                                                                                                                                                                                                                                                                | Private placement           | Cash                    | 24,162,123                       | 1                                  | 99.33                               | 158,127,003                        | 158,127,003                                    | Allotment of 22,761,009 Equity Shares to Sarcoline Limited, 851,003 Equity Shares to Anchor Partners, 473,715 Equity Shares to Sage Investment Trust and 76,396 Equity Shares to Raghunathan Hariharan                                                                                                          |
| November 4, 2022                                                                                                                                                                                                                                                                                                                                                                                                                                 | Private placement           | Cash                    | 2,458,500                        | 1                                  | 99.33                               | 160,585,503                        | 160,585,503                                    | Allotment of 101,000 Equity Shares to Veena Jindal, 277,000 Equity Shares to Piyush Jindal, 277,000 Equity Shares to Neeraj Kumar Jindal, 100,000 Equity Shares to Rachna Chaudhary, 20,100 Equity Shares to Mehak Singla, 125,900 Equity Shares to Kiran Jindal, 1,557,500 Equity Shares to Safex Ventures LLP |

\* Our Company was incorporated on January 8, 1991. The date of subscription to the Memorandum of Association is December 21, 1990 and this subscription to the Memorandum of Association was taken on record by our Board in its meeting held on February 4, 1991.

^ 6,000 CCDs were transferred to Sarcoline Limited by BanyanTree Growth Capital II, LLC on March 23, 2021, prior to conversion of CCDs.

\*\*Consideration was paid at the time of allotment on February 20, 2016. The issue price for the allotment was ₹100,000 per CCD.

- (1) Allotment of 750 equity shares to Surinder Kumar Jindal, 200 equity shares to Surinder Kumar Chaudhary, 200 equity shares to Rachna Chaudhary, 200 equity shares to Neelam Chaudhary, 300 equity shares to Rajesh Kumar Jindal, 200 equity shares to Kiran Jindal, 250 equity shares to Sunita Jain, 250 equity shares to Madhu Jain, 200 equity shares to Kashmiri Lal Jindal, 250 equity shares to Suraj Bhan and 250 equity shares to Kanta Rani. Please note that this allotment includes allotment of 200 equity shares of face value of ₹ 100 each which was taken on record by our Board on February 4, 1991, consisting of 100 equity shares allotted to Surinder Kumar Jindal and 100 equity shares allotted to Surinder Kumar Chaudhary, on account of a clerical error in the Form-2 (Return of Allotment) filed with the Registrar of Companies for this allotment, wherein 3,050 equity shares were inadvertently stated as allotted, instead of the correct figure of 2,850 equity shares. For further details, please refer to "Risk Factor - Some of our corporate records, including forms filed with the Registrar of Companies, are not traceable. Further, there have been certain instances of errors in the past in relation to certain of our form filings. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to the untraceable filings and corporate records, which may impact our financial condition and reputation." on page 43.
- (2) Allotment of 650 equity shares to N.C. Mittal, 550 equity shares to Nirmal Mittal, 1,700 equity shares to S.K. Jindal, 430 equity shares to Baby Twinkle, 100 equity shares to Baby Chinkle, 470 equity shares to Rohit Bansal, 900 equity shares to Ram Chander, 450 equity shares to H.C. Bansal, 1,500 equity shares to Rajesh Jindal, 180 equity shares to Sunil Kumar, 170 equity shares to Kuldeep, 180 equity shares to Ajay Gupta, 150 equity shares to Anita Rani, 150 equity shares to Bimla Jain, 170 equity shares to Panna Lal, 300 equity shares to Ravinandan, 200 equity shares to Rampat, 250 equity shares to M.K. Kanadia, 200 equity shares to Vijay Kumar Jain, 150 equity shares to Shama Rani, 200 equity shares to Sudhir Kumar and 100 equity shares to K. L. Vyas.
- (3) Allotment of 1,502 equity shares to Diwan Chand, 50 equity shares to Kashmiri Lal, 275 equity shares to Saroj Bala, 805 equity shares to H.C. Bansal, 550 equity shares to Sunita Jain, 550 equity shares to Madhu Jain, 10 equity shares to Sanjay Bansal, 10 equity shares to Ram Avtar, 100 equity shares to Vinod Kandwal, 10 equity shares to Manju Bansal, 450 equity shares to Bupinder Singh, 450 equity shares to Surinder Singh, 470 equity shares to Jagjeet Singh, 480 equity shares to Chand Singh, 250 equity shares to Pritam Singh, 300 equity shares to Kuldeep Singh, 250 equity shares to Nachhattar Singh, 400 equity shares to Mahal Singh, 550 equity shares to Mani Rak, 400 equity shares to Balbinder Singh, 10 equity shares to Rajesh Kumar, 30 equity shares to Kedar Nath, 10 equity shares to Lalit Kumar, 400 equity shares to Kam Singh, 400 equity shares to Raj Bahadur Singh, 400 equity shares to Naranga Ram, 450 equity shares to Jagdish Chandar, 900 equity shares to Hardayal Singh, 450 equity shares to Bikar Singh, 450 equity shares to Major Singh, 1,300 equity shares to Harneg Singh, 400 equity shares to Gurcharan Singh, 400 equity shares to Harchand Singh, 30 equity shares to Ronak Ram Jaganath, 400 equity shares to Balwant Singh, 400 equity shares to Jang Singh, 350 equity shares to Balwan Singh, 400 equity shares to Gurupratap Singh, 250 equity shares to Harbachan Singh, 250 equity shares to Lakhmir Singh, 300 equity shares to Jornail Singh, 300 equity shares to Kuldeep Kumar, 200 equity shares to Vijiath Singh, 400 equity shares to Labha Singh, 200 equity shares to Ajmer Singh, 300 equity shares to Sampuran Singh, 200 equity shares to Darshan Singh, 1,300 equity shares to Thona Singh, 1,700 equity shares to A.S. Ladwa, 10 equity shares to Rajendra Kumar,

- 450 equity shares to Narchater Singh, 200 equity shares to Narchater Singh, 250 equity shares to Pradeep Jain, 450 equity shares to Parmila Jain , 200 equity shares to Rajbir Kaur, 250 equity shares to Ravinder Kaur, 200 equity shares to Sant Ram, 400 equity shares to Raj Kumar, 400 equity shares to Adarsh Hakla, 450 equity shares to Dilbag Singh, 400 equity shares to Jaswant Singh, 450 equity shares to Gurdash Singh, 400 equity shares to Gurmeet Singh, 400 equity shares to Balbir Singh, 200 equity shares to Tarshem Singh, 400 equity shares to Waliti Singh, 200 equity shares to Ajaib Singh, 450 equity shares to Atom Singh, 450 equity shares to Surjeet Singh, 400 equity shares to Gurcharan Singh, 499 equity shares to Raj Pal Singh, 998 equity shares to Megh Singh, 499 equity shares to Gulamnabi, 300 equity shares to Ravi Bansal, 300 equity shares to Sarada Bansal, 300 equity shares to Mukesh Jain, 300 equity shares to Sudesh Jain, 300 equity shares to Lalit Jain, 250 equity shares to Deepak Kumar, 250 equity shares to Surrender, 250 equity shares to Rakesh Kumar, 300 equity shares to Raj Kumar, 300 equity shares to Puran Chand, 300 equity shares to Rakesh Kumar, 300 equity shares to Sunil Kumar, 300 equity shares to Sanjiv Kumar, 300 equity shares to Maheendra Kumar, 300 equity shares to Youdhister, 300 equity shares to Mukesh Kumar, 400 equity shares to Joginder Singh, 400 equity shares to Hind Kaur, 300 equity shares to Jarnial Singh, 400 equity shares to Naib Singh, 400 equity shares to Hans Raj, 400 equity shares to Raj Kumar.
- (4) Allotment of 250 equity shares to Amro Devi, 400 equity shares to Ajaib Singh, 450 equity shares to Ajmer Singh (son of Mehar Singh), 350 equity shares to Ajmer Singh (son of Jageer Singh), 400 equity shares to Angerej Singh, 300 equity shares to Amarjeet Singh, 500 equity shares to ARU Finance & Investment, 500 equity shares to Avings Trading and Holdings, 490 equity shares to Bhim Sein, 700 equity shares to Bhola Singh (son of Narshingh), 310 equity shares to Bhola Singh (son of Kartar Singh), 250 equity shares to Beant Singh (son of Gurdial Singh), 200 equity shares to Beant Singh (son of Joginder Singh), 250 equity shares to Boota Singh (son of Mohinder Singh), 150 equity shares to Boota Singh (son of Mohinder Singh), 400 equity shares to Bhajan Singh, 400 equity shares to Balbir Singh (son of Mastan Singh), 300 equity shares to Balbir Singh (son of Gurubhakt Singh), 400 equity shares to Balbir Singh (son of Gurbir Singh), 250 equity shares to Balbir Singh (son of Gurbachan Singh), 350 equity shares to Balbir Singh (son of Sri Sita Singh), 400 equity shares to Balvinder Singh (son of Bachitar Singh), 400 equity shares to Balvinder Singh (son of Didar Singh), 350 equity shares to Balvinder Singh (son of Pritam Singh), 350 equity shares to Dil Raj Singh, 250 equity shares to Durgi Devi, 400 equity shares to Devi Lal (son of Mota Singh), 350 equity shares to Devi Lal (son of Jot Ram), 400 equity shares to Dhanik Singh, 400 equity shares to Dhanna Singh, 400 equity shares to Didar Singh, 450 equity shares to Darshan Singh (son of Shiv Chand), 380 equity shares to Darshan Singh (son of Kartar Singh), 350 equity shares to Darshan Singh (son of Pritam Singh), 200 equity shares to Gurcharan Singh, 460 equity shares to Ganga Ram, 350 equity shares to Gajan Singh, 400 equity shares to Gopal Kumar, 400 equity shares to Harbans Singh, 300 equity shares to Harmal Singh, 1000 equity shares to H.C. Bansal, 380 equity shares to Harsharn Singh, 900 equity shares to Harjeet Singh, 440 equity shares to Hira Ram, 450 equity shares to Hukum Singh, 400 equity shares to Jagdish Chander, 250 equity shares to Jaipal Chand, 350 equity shares to Inder Singh, 400 equity shares to Jarnail Singh (son of Didar Singh), 400 equity shares to Jarnail Singh (son of Gurnam Singh), 300 equity shares to Jagjit Singh, 250 equity shares to Jeet Singh, 400 equity shares to Jaswinder Singh, 250 equity shares to Jagbir Singh, 400 equity shares to Joginder Singh, 500 equity shares to Jeet Ram, 400 equity shares to Jagtar Singh, 300 equity shares to Koara Singh, 350 equity shares to Kaka Singh, 20 equity shares to Kaushlya Devi, 450 equity shares to Kewal Krishan, 460 equity shares to Krishan Kumar, 200 equity shares to Kurunesh Mittal, 500 equity shares to Krishna Krishi (P) Limited, 400 equity shares to Labh Singh, 1000 equity shares to Mohinder Singh (son of Jarnail Singh), 250 equity shares to Mohinder Singh (son of Thera Singh), 250 equity shares to Mohinder Singh (son of Soham Chand), 300 equity shares to Mohinder Singh (son of Mithu Singh), 250 equity shares to Mohinder Singh (son of Jagdish), 450 equity shares to Makhan Lal, 400 equity shares to Mahesh Kumar, 440 equity shares to Mohinder Pall, 1000 equity shares to Major Singh, 300 equity shares to Madan Lal (son of Babu Ram), 480 equity shares to Madan Lal (son of Jot Ram), 400 equity shares to Morinder Singh, 350 equity shares to Nirmal Prabha, 500 equity shares to Number One Builders Fine (P) Ltd, 400 equity shares to Nikka Singh, 200 equity shares to Nachatter Singh (son of Roshan Singh), 400 equity shares to Nachatter Singh (son of Karnal Singh). 380 equity shares to Nachatter Singh (son of Nihal Singh), 350 equity shares to Pat Ram, 450 equity shares to Pritam Singh, 550 equity shares to Ram Nath Kumar, 400 equity shares to Rajender Singh, 400 equity shares to Raj Singh, 450 equity shares to Ram Singh, 450 equity shares to Rakesh Jain, 490 equity shares to Ram Sharan, 500 equity shares to M/s Sammi Leasing (P) Limited, 500 equity shares to Sanjay Arvin TPT Co. (P) Limited, 250 equity shares to M/s Share Singh, 200 equity shares to Sandeep Kumar, 350 equity shares to Suresh Kumar (son of Gurubachan Dass), 300 equity shares to Suresh Kumar (son of Nandalal), 1500 equity shares to Sham Lal (son of Batachand), 450 equity shares to Sham Lal (son of Sadhu Ram), 490 equity shares to Shakuntala Devi, 370 equity shares to Shambar Lal, 450 equity shares to Shant Lal, 750 equity shares to Sukhbinder Singh, 50 equity shares to Soma Goyal, 350 equity shares to Sheetal Kumar, 400 equity shares to Surinder Kumar (son of Rasulchand), 400 equity shares to Surinder Kumar (son of Harbhajan Singh), 360 equity shares to Sukhdev Singh (son of Delip Singh), 400 equity shares to Sukhdev Singh (son of Charan Singh), 250 equity shares to Sunita Jain, 400 equity shares to Sunita Jain, 500 equity shares to Sunita Auto Spring (P), 50 equity shares to Singla Trading Co., 250 equity shares to Tek Singh (son of Pritam Singh), 300 equity shares to Tek Singh (son of Bachan Singh), 450 equity shares to Tek Singh (son of Bikar Singh), 400 equity shares to Tek Singh (son of Santa Ram), 300 equity shares to Vijay Kumar, 250 equity shares to Virinder Singh, 350 equity shares to Atma Singh, 380 equity shares to Ajmer Singh, 250 equity shares to Baldev Singh, 450 equity shares to Bohar Singh, 210 equity shares to Bhanta Singh, 450 equity shares to Balbir Singh, 120 equity shares to Beant Singh, 110 equity shares to Bakhtour Singh, 100 equity shares to Balvinder Singh, 480 equity shares to Boota Singh, 350 equity shares to Balwant Singh, 470 equity shares to Dalip Singh, 130 equity shares to Darshan Singh (son of Banta Singh), 400 equity shares to Darshan Singh (son of Narar Singh), 240 equity shares to Darshan Singh (son of Mukhtiar Singh), 900 equity shares to Dula Singh and 470 equity shares to Gurdev Singh.
- (5) Allotment of 360 equity shares to Gurubachan Singh (son of Tota Singh), 200 equity shares to Gurubachan Singh (son of Jugraj Singh), 450 equity shares to Gurdev Singh, 450 equity shares to Gurdeep Singh (son of Pritam Singh), 440 equity shares to Gurdeep Singh (son of Roop Singh), 450 equity shares to Hukum Singh, 450 equity shares to Harcharan Singh, 300 equity shares to Jarnail Singh, 280 equity shares to Jasvinder Singh, 400 equity shares to Jangir Singh, 480 equity shares to Jaggi Singh, 200 equity shares to Jagdev Singh, 120 equity shares to Jagjeet Singh, 400 equity shares to Jalar Singh, 260 equity shares to Kaka Singh, 480 equity shares to Kaura Singh (son of Karam Singh), 200 equity shares to Kaura Singh (son of Gurudyal Singh), 340 equity shares to Kartar Singh, 450 equity shares to Karnail Singh, 150 equity shares to Lachman Singh, 180 equity shares to Lakhvinder Singh, 150 equity shares to Mohan Singh, 470 equity shares to Nachattar Singh, 100 equity shares to Naib Singh, 350 equity shares to Nazar Singh, 450 equity shares to Nath Singh, 350 equity shares to Prithvi Singh, 450 equity shares to Ram Dass, 350 equity shares to Raja Singh, 300 equity shares to Sampuran Singh, 650 equity shares to Sher Singh, 100 equity shares to Sohna Singh, 160 equity shares to Nihal Singh, 100 equity shares to Sadhu Singh, 470 equity shares to Sajan Singh, 310 equity shares to Surjeet Singh, 50 equity shares to M/s Sat Pal & Sons, 10 equity shares to Shankara Devi, 460 equity shares to Tek Singh, 250 equity shares to Thana Singh (son of Mewa Singh), 450 equity shares to Thana Singh (son of Dula Singh) and 700 equity shares to Ram Swaroop.
- (6) Allotment of 400 equity shares to Anita Rani, 450 equity shares to Arun Mehta, 420 equity shares to Guru Singh, 400 equity shares to Gurdev Singh, 450 equity shares to Gurdial Singh. 450 equity shares to Gajraj Singh, 350 equity shares to Gurjant Singh, 350 equity shares to Gurmail Singh, 350 equity shares to Gurbax Singh, 450 equity shares to Gurpreet Singh, 400 equity shares to Harnek Singh, 400 equity shares to Hardev Singh, 400 equity shares to Jagmail Singh, 400 equity shares to Jarnail Singh, 450 equity shares to Joginder Singh, 400 equity shares to Jaskaran Singh, 450 equity shares to Kashmiri Singh, 400 equity shares to Kanta Devi, 420 equity shares to Lakha Singh, 350 equity shares to Labh Singh, 400 equity shares to Major Singh, 450 equity shares to Madhu Jain, 450 equity shares to Mukmad Singh, 400 equity shares to Malkit Singh, 300 equity shares to Mohinder Singh, 420 equity shares to Malkit Singh, 400 equity shares to Mela Singh, 400 equity shares to Mehkam Singh, 400 equity shares to Nazar Singh, 450 equity shares to Nachatter Singh (son of Resham Singh), 450 equity shares to Nachatter Singh (son of Moti Singh), 450 equity shares to Nain Singh, 450 equity shares to Pardeep Singh, 400 equity shares to Pawan Singh, 450 equity shares to Puran Singh, 6,000 equity shares to Parkasho Devi, 400 equity shares to Rajneesh, 400 Rajinder Jain, 450 equity shares to Raldu Singh (son of Sohna Singh), 400 equity shares to Raldu Singh (son of Joginder Singh), 350 equity shares to Ramsharan Dass, 450 equity shares to Rajkumar, 400 equity shares to Sheetal, 400 equity shares to Sunita, 400 equity shares to Sunita Jain, 420 equity shares to Sher Singh, 400 equity shares to Sajan Singh, 400 equity shares to Suresh Kumar, 450 equity shares to Tek Singh, 400 equity shares to Vijay Kumar, 400 equity shares to Vijay Jain, 400 equity shares to Vijay Kumar and 450 equity shares to Vakil Singh.

- <sup>(7)</sup> Allotment of 1,000 equity shares to Manohar Lal, 1,000 equity shares to Sunita, 1,300 equity shares to Jai Bhagwan, 1,300 equity shares to Deepak Malik, 1,400 equity shares to Trishna, 1,000 equity shares to Mukesh Jain, 1,000 equity shares to Rajesh Jain, 1,250 equity shares to Anita, 1,500 equity shares to Monika Goyal, 1,500 equity shares to Sudhir Aggarwal, 1,250 equity shares to Pramod Aggarwal, 1,500 equity shares to Ram Niwas, 1,250 equity shares to Anish Goel, 1,750 equity shares to Geeta Goyal, 1,750 equity shares to Sanjeev Kumar Goyal, 1,750 equity shares to Madan Mohan, 1,750 equity shares to Sat Parkash Aggarwal and 1,250 equity shares to Vinod Kumar.
- <sup>(8)</sup> Allotment of 19,842,060 Equity Shares to Surinder Kumar Chaudhary, 14,268,330 Equity Shares to Rajesh Kumar Jindal, 4,024,770 Equity Shares to Veena Jindal, 12,353,760 Equity Shares to Neeraj Kumar Jindal, 12,353,760 Equity Shares to Piyush Jindal, 300 Equity Shares to Sahil Chaudhary, 600,300 Equity Shares to Ishan Jindal, 198,000 Equity Shares to Garima Chaudhary, 502,500 Equity Shares to Karishma Jindal, 502,500 Equity Shares to Nivedita Jindal, 33,749,820 Equity Shares to Sarcoline Limited, 1,261,860 Equity Shares to Anchor Partners, 702,420 Equity Shares to Sage Investment Trust, and 113,280 Equity Shares to Raghunathan Hariharan.
- <sup>(9)</sup> Our Company has been unable to trace Form – 23 filed in relation to these allotments. Accordingly, reliance has been placed on copies of the relevant Form – 2's, copies of the Board and Shareholder meeting minutes, and the certified true copies of the Board and Shareholders' resolutions, approving the issuance and allotment of equity shares. For further details, please see "Risk Factors - Some of our corporate records, including forms filed with the Registrar of Companies, are not traceable. Further, there have been certain instances of errors in the past in relation to certain of our form filings. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to the untraceable filings and corporate records, which may impact our financial condition and reputation." on page 43.

Our Company has made the abovementioned issuances and allotments of equity shares from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus in compliance with the relevant provisions of the Companies Act, 1956 and Act, 2013, to the extent applicable.

**(b) Secondary Transactions**

Secondary transactions by members of Promoter Group and Selling Shareholders

| Date of transfer/<br>board resolution | Names of the<br>transferor           | Names of the<br>transferee | Number of equity<br>shares transferred | Nature of<br>consideration | Face value<br>per equity<br>share (₹) | Issue price/ transfer<br>price per equity<br>share (₹) |
|---------------------------------------|--------------------------------------|----------------------------|----------------------------------------|----------------------------|---------------------------------------|--------------------------------------------------------|
| Sarcoline Limited                     |                                      |                            |                                        |                            |                                       |                                                        |
| March 23, 2021                        | BanyanTree Growth<br>Capital II, LLC | Sarcoline Limited          | 100                                    | Cash                       | 10                                    | 3,045.57                                               |
|                                       | Surinder Kumar<br>Chaudhary          |                            | 13,229                                 | Cash                       | 10                                    | 3,018.42                                               |
|                                       | Rajesh Kumar<br>Jindal               |                            | 18,780                                 | Cash                       | 10                                    | 3,018.42                                               |
|                                       | Veena Jindal                         |                            | 16,943                                 | Cash                       | 10                                    | 3,018.42                                               |
| Garima Chaudhary                      |                                      |                            |                                        |                            |                                       |                                                        |
| December 7, 2020                      | Surinder Kumar<br>Chaudhary          | Garima<br>Chaudhary        | 6,600                                  | Gift                       | 10                                    | N.A.                                                   |
| May 2, 2025                           | Surinder Kumar<br>Chaudhary          | Garima<br>Chaudhary        | 5,832,723                              | Gift                       | 1                                     | N.A.                                                   |
| Ishan Jindal                          |                                      |                            |                                        |                            |                                       |                                                        |
| June 25, 2015                         | Kiran Jindal                         | Ishan Jindal               | 10                                     | Gift                       | 10                                    | N.A.                                                   |
| November 12, 2020                     | Rajesh Kumar<br>Jindal               |                            | 20,000                                 | Gift                       | 10                                    | N.A.                                                   |
| May 6, 2025                           | Rajesh Kumar<br>Jindal               |                            | 1,194,674                              | Gift                       | 1                                     | N.A.                                                   |
| Nivedita Jindal                       |                                      |                            |                                        |                            |                                       |                                                        |
| August 11, 2021                       | Neeraj Kumar<br>Jindal               | Nivedita Jindal            | 16,750                                 | Gift                       | 10*                                   | N.A.                                                   |
| Karishma Jindal                       |                                      |                            |                                        |                            |                                       |                                                        |
| August 9, 2021*                       | Piyush Jindal                        | Karishma Jindal            | 16,750                                 | Gift                       | 10*                                   | N.A.                                                   |
| June 23, 2025                         | Bharat Bhushan<br>Jindal             | Karishma Jindal            | 30,000                                 | Gift                       | 1                                     | N.A.                                                   |
| Veena Jindal                          |                                      |                            |                                        |                            |                                       |                                                        |
| December 5, 2003 <sup>(1)</sup>       | Vakil Singh<br>Madhu Mohan           | Veena Jindal               | 450                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 250                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 550                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 250                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 550                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 300                                    | Cash                       | 100                                   | 100                                                    |
|                                       | Kavita Mohan                         |                            | 100                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 805                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 1,000                                  | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 275                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 170                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 250                                    | Cash                       | 100                                   | 100                                                    |
|                                       | MM (HUF) Madhu<br>Mohan              |                            | 450                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 180                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 180                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 150                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 150                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 170                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 200                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 200                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 120                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 300                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 998                                    | Cash                       | 100                                   | 100                                                    |
|                                       | Ashok Kumar<br>Parveen Sharma        |                            | 150                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 200                                    | Cash                       | 100                                   | 100                                                    |

| Date of transfer/<br>board resolution | Names of the<br>transferor           | Names of the<br>transferee | Number of equity<br>shares transferred | Nature of<br>consideration | Face value<br>per equity<br>share (₹) | Issue price/ transfer<br>price per equity<br>share (₹) |
|---------------------------------------|--------------------------------------|----------------------------|----------------------------------------|----------------------------|---------------------------------------|--------------------------------------------------------|
|                                       |                                      |                            | 450                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 450                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 470                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 480                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 250                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 50                                     | Cash                       | 100                                   | 100                                                    |
|                                       | Rachna Sharma                        |                            | 250                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 550                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       | Param Paul                           |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 450                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 450                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       | Shruti Gupta                         |                            | 900                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 450                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 250                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 1,300                                  | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 450                                    | Cash                       | 100                                   | 100                                                    |
|                                       | Kalawati Gupta                       |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 350                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 250                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 250                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 300                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 300                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 200                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 150                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 200                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 300                                    | Cash                       | 100                                   | 100                                                    |
|                                       | Anil Dutt                            |                            | 300                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 200                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 150                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 400                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 200                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 250                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 450                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 200                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 300                                    | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 1,300                                  | Cash                       | 100                                   | 100                                                    |
|                                       |                                      |                            | 200                                    | Cash                       | 100                                   | 100                                                    |
| 200                                   |                                      | Cash                       | 100                                    | 100                        |                                       |                                                        |
| 210                                   |                                      | Cash                       | 100                                    | 100                        |                                       |                                                        |
| Pooja Dutt                            | 200                                  | Cash                       | 100                                    | 100                        |                                       |                                                        |
|                                       | 300                                  | Cash                       | 100                                    | 100                        |                                       |                                                        |
|                                       | 1,300                                | Cash                       | 100                                    | 100                        |                                       |                                                        |
|                                       | 200                                  | Cash                       | 100                                    | 100                        |                                       |                                                        |
|                                       | 200                                  | Cash                       | 100                                    | 100                        |                                       |                                                        |
|                                       | 210                                  | Cash                       | 100                                    | 100                        |                                       |                                                        |
| Madhu Sharma                          | 200                                  | Cash                       | 100                                    | 100                        |                                       |                                                        |
|                                       | 200                                  | Cash                       | 100                                    | 100                        |                                       |                                                        |
|                                       | 210                                  | Cash                       | 100                                    | 100                        |                                       |                                                        |
|                                       | 200                                  | Cash                       | 100                                    | 100                        |                                       |                                                        |
|                                       | 200                                  | Cash                       | 100                                    | 100                        |                                       |                                                        |
| Manoj Kumar                           | Ashok Kumar<br>Gupta & Sons<br>(HUF) | 200                        | Cash                                   | 100                        | 100                                   |                                                        |
|                                       |                                      |                            |                                        |                            |                                       |                                                        |
| October 1, 2013                       | Surinder Kumar                       | Veena Jindal               | 524,000                                | Gift                       | 10                                    | N.A.                                                   |
| April 23, 2015                        | Neeraj Kumar                         | Veena Jindal               | 21,229                                 | Gift                       | 10                                    | N.A.                                                   |
| January 15, 2016                      | Veena Jindal                         | Neeraj Kumar<br>Jindal     | 409,149                                | Gift                       | 10                                    | N.A.                                                   |
|                                       |                                      | Piyush Jindal              | 409,149                                | Gift                       | 10                                    | N.A.                                                   |
| July 24, 2019                         | Neeraj Kumar                         | Veena Jindal               | 56,830                                 | Gift                       | 10                                    | N.A.                                                   |
| July 24, 2019                         | Piyush Jindal                        | Veena Jindal               | 56,830                                 | Gift                       | 10                                    | N.A.                                                   |
| March 23, 2021                        | Veena Jindal                         | Sarcoline Limited          | 16,943                                 | Cash                       | 10                                    | 3,018.42                                               |
| July 29, 2021                         | Piyush Jindal                        | Veena Jindal               | 37,431                                 | Gift                       | 10*                                   | N.A.                                                   |
| Anchor Partners                       |                                      |                            |                                        |                            |                                       |                                                        |

| Date of transfer/<br>board resolution | Names of the<br>transferor  | Names of the<br>transferee | Number of equity<br>shares transferred | Nature of<br>consideration  | Face value<br>per equity<br>share (₹) | Issue price/<br>transfer<br>price per equity<br>share (₹) |
|---------------------------------------|-----------------------------|----------------------------|----------------------------------------|-----------------------------|---------------------------------------|-----------------------------------------------------------|
| March 23, 2021                        | Rajesh Kumar<br>Jindal      | Anchor Partners            | 8,407                                  | Cash                        | 10                                    | 3,018.42                                                  |
|                                       | Neeraj Kumar<br>Jindal      |                            | 33,655                                 | Cash                        | 10                                    | 3,018.42                                                  |
| Sage Investment Trust                 |                             |                            |                                        |                             |                                       |                                                           |
| March 23, 2021                        | Surinder Kumar<br>Chaudhary | Sage Investment<br>Trust   | 23,414                                 | Cash                        | 10                                    | 3,018.42                                                  |
| Raghunathan Hariharan                 |                             |                            |                                        |                             |                                       |                                                           |
| March 23, 2021                        | Neeraj Kumar<br>Jindal      | Raghunathan<br>Hariharan   | 3,776                                  | Cash                        | 10                                    | 3,018.42                                                  |
| Rachna Chaudhary                      |                             |                            |                                        |                             |                                       |                                                           |
| March 27, 2009 <sup>(1)</sup>         | Sankarao Devi               | Rachna<br>Chaudhary        | 10                                     | Cash                        | 100                                   | 100                                                       |
|                                       | Kanta Rani                  |                            | 400                                    | Cash                        | 100                                   | 100                                                       |
|                                       | M/s Singla Trading<br>Co.   |                            | 50                                     | Cash                        | 100                                   | 100                                                       |
|                                       | Madhu Jain                  |                            | 450                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Suresh Kumar                |                            | 400                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Vijay Kumar                 |                            | 400                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Vijay Kumar                 |                            | 400                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Pradeep Jain                |                            | 250                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Parmila Jain                |                            | 450                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Rajendra Kumar              |                            | 10                                     | Cash                        | 100                                   | 100                                                       |
|                                       | Kaushlya Devi               |                            | 20                                     | Cash                        | 100                                   | 100                                                       |
|                                       | Manohar Lal                 |                            | 1,000                                  | Cash                        | 100                                   | 100                                                       |
|                                       | June 25, 2015               |                            | Rachna Chaudhary                       | Surinder Kumar<br>Chaudhary | 40,390                                | Gift                                                      |
| Sahil Chaudhary                       |                             | 10                         |                                        | Gift                        | 10                                    | N.A.                                                      |
| May 2, 2025                           | Surinder Kumar<br>Chaudhary | Rachna<br>Chaudhary        | 4,254,802                              | Gift                        | 1                                     | N.A.                                                      |
| Kiran Jindal                          |                             |                            |                                        |                             |                                       |                                                           |
| March 27, 2009 <sup>(1)</sup>         | Baby Twinkle                | Kiran Jindal               | 430                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Baby Chinkle                |                            | 100                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Rohit Bansal                |                            | 470                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Ram Chander                 |                            | 900                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Ravi Nandan                 |                            | 300                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Sanjay Bansal               |                            | 10                                     | Cash                        | 100                                   | 100                                                       |
|                                       | Ram Avtar                   |                            | 10                                     | Cash                        | 100                                   | 100                                                       |
|                                       | Manju Bansal                |                            | 10                                     | Cash                        | 100                                   | 100                                                       |
|                                       | Rajesh Kumar                |                            | 10                                     | Cash                        | 100                                   | 100                                                       |
|                                       | Ronak Ram<br>Jaganath       |                            | 30                                     | Cash                        | 100                                   | 100                                                       |
|                                       | Amro Devi                   |                            | 250                                    | Cash                        | 100                                   | 100                                                       |
|                                       | M/s Sat Pal & Sons          |                            | 50                                     | Cash                        | 100                                   | 100                                                       |
|                                       | Ram Swaroop                 |                            | 700                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Rajinder Jain               |                            | 400                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Rajkumar                    |                            | 450                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Sunita                      |                            | 400                                    | Cash                        | 100                                   | 100                                                       |
|                                       | Sunita Jain                 |                            | 400                                    | Cash                        | 100                                   | 100                                                       |
| June 25, 2015                         | Kiran Jindal                | Rajesh Kumar<br>Jindal     | 51,190                                 | Gift                        | 10                                    | N.A.                                                      |
|                                       | Kiran Jindal                | Ishan Jindal               | 10                                     | Gift                        | 10                                    | N.A.                                                      |
| May 6, 2025                           | Rajesh Kumar<br>Jindal      | Kiran Jindal               | 1,869,174                              | Gift                        | 1                                     | N.A.                                                      |
| Sahil Chaudhary                       |                             |                            |                                        |                             |                                       |                                                           |
| June 25, 2015                         | Rachna Chaudhary            | Sahil Chaudhary            | 10                                     | Gift                        | 10                                    | N.A.                                                      |
| May 2, 2025                           | Surinder Kumar<br>Chaudhary | Sahil Chaudhary            | 4,354,402                              | Gift                        | 1                                     | N.A.                                                      |
| Mishika Jindal                        |                             |                            |                                        |                             |                                       |                                                           |
| May 22, 2025                          | Rajesh Kumar<br>Jindal      | Mishika Jindal             | 498,769                                | Gift                        | 1                                     | N.A.                                                      |
| Bharat Bhushan Jindal                 |                             |                            |                                        |                             |                                       |                                                           |
| March 20, 2025                        | Safex Ventures LLP          | Bharat Bhushan<br>Jindal   | 80,000                                 | N.A.**                      | 1                                     | N.A.**                                                    |

| Date of transfer/<br>board resolution | Names of the<br>transferor | Names of the<br>transferee | Number of equity<br>shares transferred | Nature of<br>consideration | Face value<br>per equity<br>share (₹) | Issue price/ transfer<br>price per equity<br>share (₹) |
|---------------------------------------|----------------------------|----------------------------|----------------------------------------|----------------------------|---------------------------------------|--------------------------------------------------------|
| June 23, 2025                         | Bharat Bhushan<br>Jindal   | Karishma Jindal            | 30,000                                 | Gift                       | 1                                     | N.A.                                                   |
| <b>Sanjiv Gupta</b>                   |                            |                            |                                        |                            |                                       |                                                        |
| March 18, 2025                        | Safex Ventures LLP         | Sanjiv Gupta               | 50,000                                 | N.A.**                     | 1                                     | N.A.**                                                 |

\*Each equity share of face value ₹10 of our Company was sub-divided to 10 equity shares of face value ₹1 each pursuant to the Shareholders resolution dated July 19, 2021. However, the corporate action for such sub-division was updated in the records of NSDL on September 1, 2021. Accordingly, face value of the equity shares at the time of the share transfer was ₹10 each.

\*\* Pursuant to the terms of the limited liability partnership dissolution agreement dated March 17, 2025, Safex Ventures LLP was dissolved, and accordingly, 80,000 Equity Shares of face value ₹1 each and 50,000 Equity Shares of face value ₹1 each, held by Safex Ventures LLP were transferred to Bharat Bhushan Jindal and Sanjiv Gupta, respectively.

(1) Our Company has been unable to trace the share transfer forms filed in relation to these share transfers. Accordingly, reliance has been placed on the register of members, the register of transfers and board resolutions noting the transfers, where available. For further details, please see "Risk Factors - Some of our corporate records, including forms filed with the Registrar of Companies, are not traceable. Further, there have been certain instances of errors in the past in relation to certain of our form filings. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to the untraceable filings and corporate records, which may impact our financial condition and reputation." on page 43.

### (c) Compulsorily convertible debentures

The history of the CCDs of our Company is set forth below:

| Date of allotment<br>of CCDs | Number of CCDs<br>allotted/converted | Face value per<br>CCD (in ₹) | Issue price per<br>CCD (in ₹) | Nature of<br>transaction                                                              | List of Allottees                                                  | Nature of<br>consideration |
|------------------------------|--------------------------------------|------------------------------|-------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------|----------------------------|
| February 20, 2016            | 6,000                                | 100,000                      | 100,000                       | Private<br>placement                                                                  | Allotment of 6,000 CCDs<br>to BanyanTree Growth<br>Capital II, LLC | Cash                       |
| July 19, 2021                | (6,000)                              | 100,000                      | 100,000                       | Conversion of<br>CCDs to<br>681,927 equity<br>shares of face<br>value ₹10 each<br>(2) | Sarcoline Limited                                                  | Cash <sup>(1)</sup>        |

<sup>(1)</sup> Cash was paid at the time of allotment of CCDs on February 20, 2016.

<sup>(2)</sup> 6,000 CCDs were transferred to Sarcoline Limited by BanyanTree Growth Capital II, LLC on March 23, 2021 prior to conversion of these CCDs to 681,927 equity shares of face value ₹10 each.

### 2. Shares issued for consideration other than cash or out of revaluation reserves (excluding bonus issuance of equity shares)

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

### 3. Issue of shares pursuant to any scheme of arrangement

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

### 4. Issue of securities or Equity Shares at a price lower than the Offer Price in the last one year

Our Company has not issued any securities or equity shares at a price lower than the Offer Price in the preceding one year.

### 5. Details of Equity Shares issued under the employee stock option scheme

As on date of this Draft Red Herring Prospectus, our Company does not have any employee stock option schemes and employee stock appreciation scheme.

6. **Shareholding pattern of our Company**

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

| Category<br>(I) | Category of shareholder<br>(II) | Number of shareholders<br>(III) | Number of fully paid-up equity shares held<br>(IV) | Number of partly paid-up equity shares held<br>(V) | Number of shares underlying Depository Receipts<br>(VI) | Total number of shares held<br>(VII)<br>=(IV)+(V)+(VI) | Shareholding as a % of total number of shares<br>(calculated as per SCRR, 1957)<br>(VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities<br>(IX) |                    |        |                            | Number of shares underlying outstanding convertible securities (including Warrants)<br>(X) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)<br>(XI)= (VII)+(X)<br>As a % of (A+B+C2) | Number of Locked in shares<br>(XII) |                                    | Number of Shares pledged or otherwise encumbered<br>(XIII) |                                    | Number of equity shares held in dematerialized form<br>(XIV) |
|-----------------|---------------------------------|---------------------------------|----------------------------------------------------|----------------------------------------------------|---------------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|--------------------|--------|----------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|------------------------------------|------------------------------------------------------------|------------------------------------|--------------------------------------------------------------|
|                 |                                 |                                 |                                                    |                                                    |                                                         |                                                        |                                                                                                              | Number of Voting Rights                                          |                    |        | Total as a % of<br>(A+B+C) |                                                                                            |                                                                                                                                                             | Number<br>(a)                       | As a % of total Shares held<br>(b) | Number<br>(a)                                              | As a % of total Shares held<br>(b) |                                                              |
|                 |                                 |                                 |                                                    |                                                    |                                                         |                                                        |                                                                                                              | Class e.g.: Equity Shares                                        | Class e.g.: Others | Total  |                            |                                                                                            |                                                                                                                                                             |                                     |                                    |                                                            |                                    |                                                              |
| (A)             | Promoter and Promoter Group     | 15                              | 87,205,940                                         | -                                                  | -                                                       | 87,205,940                                             | 54.30                                                                                                        | 54.30                                                            | -                  | 54.30  | 54.30                      | -                                                                                          | -                                                                                                                                                           | -                                   | -                                  | -                                                          | 87,205,940                         |                                                              |
| (B)             | Public                          | 40                              | 73,379,563                                         | -                                                  | -                                                       | 73,379,563                                             | 45.70                                                                                                        | 45.70                                                            | -                  | 45.70  | 45.70                      | -                                                                                          | -                                                                                                                                                           | -                                   | -                                  | -                                                          | 73,379,563                         |                                                              |
| (C)             | Non-Promoter-Non Public         | -                               | -                                                  | -                                                  | -                                                       | -                                                      | -                                                                                                            | -                                                                | -                  | -      | -                          | -                                                                                          | -                                                                                                                                                           | -                                   | -                                  | -                                                          | -                                  |                                                              |
| (C1)            | Shares held by Employee Trusts  | -                               | -                                                  | -                                                  | -                                                       | -                                                      | -                                                                                                            | -                                                                | -                  | -      | -                          | -                                                                                          | -                                                                                                                                                           | -                                   | -                                  | -                                                          | -                                  |                                                              |
|                 | Total                           | 55                              | 160,585,503                                        | -                                                  | -                                                       | 160,585,503                                            | 100.00                                                                                                       | 100.00                                                           | 0                  | 100.00 | 100.00                     | -                                                                                          | -                                                                                                                                                           | -                                   | -                                  | -                                                          | 160,585,503                        |                                                              |



7. **Details of equity shareholding of the major shareholders of our Company:**

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

| S. No. | Name of the Shareholder  | Number of Equity Shares of face value of ₹1 each | Percentage of the pre-Offer Equity Share capital (%) |
|--------|--------------------------|--------------------------------------------------|------------------------------------------------------|
| 1.     | Sarcoline Limited        | 67,760,769                                       | 42.20                                                |
| 2.     | Neeraj Kumar Jindal      | 16,748,680                                       | 10.43                                                |
| 3.     | Piyush Jindal            | 16,748,680                                       | 10.43                                                |
| 4.     | Rajesh Kumar Jindal      | 15,461,823                                       | 9.63                                                 |
| 5.     | Surinder Kumar Chaudhary | 12,014,153                                       | 7.48                                                 |
| 6.     | Garima Chaudhary         | 6,096,723                                        | 3.80                                                 |
| 7.     | Veena Jindal             | 5,467,360                                        | 3.40                                                 |
| 8.     | Sahil Chaudhary          | 4,354,802                                        | 2.71                                                 |
| 9.     | Rachna Chaudhary         | 4,354,802                                        | 2.71                                                 |
| 10.    | Anchor Partners          | 2,533,483                                        | 1.58                                                 |
| 11.    | Kiran Jindal             | 1,995,074                                        | 1.24                                                 |
| 12.    | Ishan Jindal             | 1,995,074                                        | 1.24                                                 |

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

| S. No. | Name of the Shareholder  | Number of Equity Shares of face value of ₹1 each | Percentage of the pre-Offer Equity Share capital (%) |
|--------|--------------------------|--------------------------------------------------|------------------------------------------------------|
| 1.     | Sarcoline Limited        | 67,760,769                                       | 42.20                                                |
| 2.     | Neeraj Kumar Jindal      | 16,748,680                                       | 10.43                                                |
| 3.     | Piyush Jindal            | 16,748,680                                       | 10.43                                                |
| 4.     | Rajesh Kumar Jindal      | 15,461,823                                       | 9.63                                                 |
| 5.     | Surinder Kumar Chaudhary | 12,014,153                                       | 7.48                                                 |
| 6.     | Garima Chaudhary         | 6,096,723                                        | 3.80                                                 |
| 7.     | Veena Jindal             | 54,67,360                                        | 3.40                                                 |
| 8.     | Sahil Chaudhary          | 4,354,802                                        | 2.71                                                 |
| 9.     | Rachna Chaudhary         | 4,354,802                                        | 2.71                                                 |
| 10.    | Anchor Partners          | 2,533,483                                        | 1.58                                                 |
| 11.    | Kiran Jindal             | 1,995,074                                        | 1.24                                                 |
| 12.    | Ishan Jindal             | 1,995,074                                        | 1.24                                                 |

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

| S. No. | Name of the Shareholder  | Number of Equity Shares of face value of ₹1 each | Percentage of the pre-Offer Equity Share capital (%) |
|--------|--------------------------|--------------------------------------------------|------------------------------------------------------|
| 1.     | Sarcoline Limited        | 67,760,769                                       | 42.20                                                |
| 2.     | Surinder Kumar Chaudhary | 26,456,080                                       | 16.47                                                |
| 3.     | Rajesh Kumar Jindal      | 19,024,440                                       | 11.85                                                |
| 4.     | Neeraj Kumar Jindal      | 16,748,680                                       | 10.43                                                |
| 5.     | Piyush Jindal            | 16,748,680                                       | 10.43                                                |
| 6.     | Veena Jindal             | 5,467,360                                        | 3.40                                                 |
| 7.     | Anchor Partners          | 2,533,483                                        | 1.58                                                 |

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

| S. No. | Name of the Shareholder  | Number of Equity Shares of face value of ₹1 each | Percentage of the pre-Offer Equity Share capital (%) |
|--------|--------------------------|--------------------------------------------------|------------------------------------------------------|
| 1.     | Sarcoline Limited        | 67,760,769                                       | 42.20                                                |
| 2.     | Surinder Kumar Chaudhary | 26,456,080                                       | 16.47                                                |
| 3.     | Rajesh Kumar Jindal      | 19,024,440                                       | 11.85                                                |
| 4.     | Neeraj Kumar Jindal      | 16,748,680                                       | 10.43                                                |
| 5.     | Piyush Jindal            | 16,748,680                                       | 10.43                                                |
| 6.     | Veena Jindal             | 5,467,360                                        | 3.40                                                 |
| 7.     | Anchor Partners          | 2,533,483                                        | 1.58                                                 |

## 8. History of the Equity Share capital held by our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters, in aggregate hold 60,973,336 Equity Shares of face value of ₹1 each, representing 37.97% of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding are set forth below.

### a) Build-up of the Equity shareholding of our Promoters in our Company

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

| Date of allotment/transfer                                                                                                                                                                                                                                                                                                                                                | Nature of transaction                                 | Number of equity shares allotted/transferred | Nature of consideration | Face value per equity share (₹) | Issue price/transfer price per equity share (₹) | Percentage of the pre-Offer equity share capital (%) | Percentage of fully diluted post-Offer equity share capital (%) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|----------------------------------------------|-------------------------|---------------------------------|-------------------------------------------------|------------------------------------------------------|-----------------------------------------------------------------|
| <b>Surinder Kumar Chaudhary</b>                                                                                                                                                                                                                                                                                                                                           |                                                       |                                              |                         |                                 |                                                 |                                                      |                                                                 |
| January 8, 1991                                                                                                                                                                                                                                                                                                                                                           | Initial subscription to the Memorandum of Association | 100                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
| March 31, 1992                                                                                                                                                                                                                                                                                                                                                            | Further issue                                         | 100                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
| March 27, 2009 <sup>(1)</sup>                                                                                                                                                                                                                                                                                                                                             | Transfer from Raj Kumar                               | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                           | Transfer from Ravi Bansal                             | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                           | Transfer from Sarada Bansal                           | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                           | Transfer from Vijay Jain                              | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                           | Transfer from Jai Bhagwan                             | 1,300                                        | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                           | Transfer from Deepak Malik                            | 1,300                                        | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                           | Transfer from Trishna                                 | 1,400                                        | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                           | Transfer from Mukesh Jain                             | 1,000                                        | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
| <b>Pursuant to the resolution passed by our Shareholders on February 1, 2012, each equity share of our Company of face value of ₹100 was sub-divided to 10 equity shares of face value of ₹10 each. Accordingly, 6,600 equity shares of face value of ₹100 each, held by Surinder Kumar Chaudhary were sub-divided to 66,000 equity shares of face value of ₹10 each.</b> |                                                       |                                              |                         |                                 |                                                 |                                                      |                                                                 |
| February 1, 2012                                                                                                                                                                                                                                                                                                                                                          | Preferential Allotment                                | 6,00,000                                     | Cash                    | 10                              | 10                                              | 0.37                                                 | [●]                                                             |
| April 23, 2015                                                                                                                                                                                                                                                                                                                                                            | Transfer to Rajesh Kumar Jindal, by way of gift       | (1,745)                                      | N.A.                    | 10                              | N.A.                                            | Negligible                                           | [●]                                                             |
| June 25, 2015                                                                                                                                                                                                                                                                                                                                                             | Transfer from Rachna Chaudhary, by way of gift        | 40,390                                       | N.A.                    | 10                              | N.A.                                            | 0.03                                                 | [●]                                                             |
| December 7, 2020                                                                                                                                                                                                                                                                                                                                                          | Transfer to Garima Chaudhary, by way of gift          | (6,600)                                      | N.A.                    | 10                              | N.A.                                            | Negligible                                           | [●]                                                             |
| March 23, 2021                                                                                                                                                                                                                                                                                                                                                            | Transfer to Sarcoline Limited                         | (13,229)                                     | Cash                    | 10                              | 3018.42                                         | (0.01)                                               | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                           | Transfer to Sage Investment Trust                     | (23,414)                                     | Cash                    | 10                              | 3018.42                                         | (0.01)                                               | [●]                                                             |
| <b>Pursuant to the resolution passed by our Shareholders on July 19, 2021, each equity share of our Company of face value of ₹10 was sub-divided to 10 Equity Shares of face value of ₹1 each. Accordingly, 661,402 equity shares of face value of ₹10 each, held by Surinder Kumar Chaudhary were sub-divided into 661,4020 equity shares of face value of ₹1 each.</b>  |                                                       |                                              |                         |                                 |                                                 |                                                      |                                                                 |
| September 3, 2021                                                                                                                                                                                                                                                                                                                                                         | Bonus issue in ratio of 3:1                           | 19,842,060                                   | N.A.                    | 1                               | N.A.                                            | 12.36                                                | [●]                                                             |
| May 2, 2025                                                                                                                                                                                                                                                                                                                                                               | Transfer to Garima Chaudhary, by way of gift          | (5,832,723)                                  | N.A.                    | 1                               | N.A.                                            | (3.63)                                               | [●]                                                             |
| May 2, 2025                                                                                                                                                                                                                                                                                                                                                               | Transfer to Sahil Chaudhary, by way of gift           | (4,354,402)                                  | N.A.                    | 1                               | N.A.                                            | (2.71)                                               | [●]                                                             |
| May 2, 2025                                                                                                                                                                                                                                                                                                                                                               | Transfer to Rachna Chaudhary, by way of gift          | (4,254,802)                                  | N.A.                    | 1                               | N.A.                                            | (2.65)                                               | [●]                                                             |
| <b>Sub-total (A)</b>                                                                                                                                                                                                                                                                                                                                                      |                                                       | <b>12,014,153</b>                            |                         |                                 |                                                 | <b>7.48</b>                                          |                                                                 |
| <b>Rajesh Kumar Jindal</b>                                                                                                                                                                                                                                                                                                                                                |                                                       |                                              |                         |                                 |                                                 |                                                      |                                                                 |
| March 31, 1992                                                                                                                                                                                                                                                                                                                                                            | Further issue                                         | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
| November 30, 1993                                                                                                                                                                                                                                                                                                                                                         | Further issue                                         | 1,500                                        | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
| March 27, 2009 <sup>(1)</sup>                                                                                                                                                                                                                                                                                                                                             | Transfer from Neelam Chaudhary                        | 200                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                           | Transfer from Parkasho Devi                           | 6,000                                        | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                           | Transfer from Rajneesh                                | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
| <b>Pursuant to the resolution passed by our Shareholders on February 1, 2012, each equity share of our Company of face value of ₹100 was sub-divided to 10 Equity Shares of face value of ₹10 each. Accordingly, 8,400 equity shares of face value of ₹100 each, held by Rajesh Kumar Jindal were sub-divided into 84,000 equity shares of face value of ₹10 each.</b>    |                                                       |                                              |                         |                                 |                                                 |                                                      |                                                                 |

| Date of allotment/transfer                                                                                                                                                                                                                                                                                                                                           | Nature of transaction                                  | Number of equity shares allotted/transferred | Nature of consideration | Face value per equity share (₹) | Issue price/transfer price per equity share (₹) | Percentage of the pre-offer equity share capital (%) | Percentage of fully diluted post-offer equity share capital (%) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------|-------------------------|---------------------------------|-------------------------------------------------|------------------------------------------------------|-----------------------------------------------------------------|
| March 31, 2015                                                                                                                                                                                                                                                                                                                                                       | Transmission from Kashmiri Lal Jindal                  | 2,500                                        | N.A.                    | 10                              | N.A.                                            | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      | Transfer from Shanti Devi, by way of gift              | 250,000                                      | N.A.                    | 10                              | N.A.                                            | 0.16                                                 | [●]                                                             |
| April 23, 2015                                                                                                                                                                                                                                                                                                                                                       | Transfer from Surinder Kumar Chaudhary, by way of gift | 1,745                                        | N.A.                    | 10                              | N.A.                                            | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      | Transfer from Neeraj Kumar Jindal, by way of gift      | 133,363                                      | N.A.                    | 10                              | N.A.                                            | 0.08                                                 | [●]                                                             |
| June 25, 2015                                                                                                                                                                                                                                                                                                                                                        | Transfer from Kiran Jindal, by way of gift             | 51,190                                       | N.A.                    | 10                              | N.A.                                            | 0.03                                                 | [●]                                                             |
| November 12, 2020                                                                                                                                                                                                                                                                                                                                                    | Transfer to Ishan Jindal, by way of gift               | (20,000)                                     | N.A.                    | 10                              | N.A.                                            | (0.01)                                               | [●]                                                             |
| March 23, 2021                                                                                                                                                                                                                                                                                                                                                       | Transfer to Sarcoline Limited                          | (18,780)                                     | Cash                    | 10                              | 3018.42                                         | (0.01)                                               | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      | Transfer to Anchor Partners                            | (8,407)                                      | Cash                    | 10                              | 3018.42                                         | (0.01)                                               | [●]                                                             |
| <b>Pursuant to the resolution passed by our Shareholders on July 19, 2021, each equity share of our Company of face value of ₹10 was sub-divided to 10 Equity Shares of face value of ₹1 each. Accordingly, 475,611 equity shares of face value of ₹10 each, held by Rajesh Kumar Jindal were sub-divided into 4,756,110 equity shares of face value of ₹1 each.</b> |                                                        |                                              |                         |                                 |                                                 |                                                      |                                                                 |
| September 3, 2021                                                                                                                                                                                                                                                                                                                                                    | Bonus issue in ratio of 3:1                            | 14,268,330                                   | N.A.                    | 1                               | N.A.                                            | 8.89                                                 | [●]                                                             |
| May 6, 2025                                                                                                                                                                                                                                                                                                                                                          | Transfer to Ishan Jindal, by way of gift               | (1,194,674)                                  | N.A.                    | 1                               | N.A.                                            | (0.74)                                               | [●]                                                             |
| May 6, 2025                                                                                                                                                                                                                                                                                                                                                          | Transfer to Kiran Jindal, by way of gift               | (1,869,174)                                  | N.A.                    | 1                               | N.A.                                            | (1.16)                                               | [●]                                                             |
| May 22, 2025                                                                                                                                                                                                                                                                                                                                                         | Transfer to Mishika Jindal, by way of gift             | (498,769)                                    | N.A.                    | 1                               | N.A.                                            | (0.31)                                               | [●]                                                             |
| <b>Sub-total (B)</b>                                                                                                                                                                                                                                                                                                                                                 |                                                        | <b>15,461,823</b>                            |                         |                                 |                                                 | <b>9.63</b>                                          | <b>[●]</b>                                                      |
| <b>Neeraj Kumar Jindal</b>                                                                                                                                                                                                                                                                                                                                           |                                                        |                                              |                         |                                 |                                                 |                                                      |                                                                 |
| December 5, 2003 <sup>(1)</sup>                                                                                                                                                                                                                                                                                                                                      | Transfer from Madhu Sharma                             | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      | Transfer from Mukesh Chand                             | 450                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      | Transfer from Chatter Singh                            | 1,700                                        | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 450                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 350                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      | Transfer from Ashok Kumar Gupta & Sons (HUF)           | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 450                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 200                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 250                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 250                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      | Transfer from R.P. Gupta & Sons (HUF)                  | 450                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 350                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 450                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 250                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 250                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                                                                                                                                                                                                                                                                                                                                                                      |                                                        | 350                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |

| Date of allotment/transfer | Nature of transaction                | Number of equity shares allotted/transferred | Nature of consideration | Face value per equity share (₹) | Issue price/transfer price per equity share (₹) | Percentage of the pre-offer equity share capital (%) | Percentage of fully diluted post-offer equity share capital (%) |
|----------------------------|--------------------------------------|----------------------------------------------|-------------------------|---------------------------------|-------------------------------------------------|------------------------------------------------------|-----------------------------------------------------------------|
|                            |                                      | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 100                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 200                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            | Transfer from H.S. Portfolio (P) Ltd | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 450                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 300                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 500                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 500                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 490                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 700                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 310                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 250                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 200                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 250                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 480                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 250                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 350                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 350                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 350                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 250                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 400                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 450                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 380                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 460                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 350                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 380                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 440                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 450                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 450                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            |                                      | 250                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |
|                            | Transfer from Ashok Kumar Gupta      | 360                                          | Cash                    | 100                             | 100                                             | Negligible                                           | [●]                                                             |

**Pursuant to the resolution passed by our Shareholders on February 1, 2012, each equity share of our Company of face value of ₹100 was sub-divided to 10 equity shares of face value of ₹10 each. Accordingly, 27,500 equity shares of face value of ₹100 each, held by Neeraj Kumar Jindal were sub-divided into 275,000 equity shares of face value of ₹10 each.**

|                  |                                                 |           |      |     |         |              |     |
|------------------|-------------------------------------------------|-----------|------|-----|---------|--------------|-----|
| April 23, 2015   | Transfer to Rajesh Kumar Jindal, by way of gift | (133,363) | N.A. | 10  | N.A.    | (0.08)       | [●] |
|                  | Transfer to Veena Jindal, by way of gift        | (21,229)  | N.A. | 10  | N.A.    | (0.01)       | [●] |
|                  | Transfer to Piyush Jindal, by way of gift       | (6,754)   | N.A. | 10  | N.A.    | (Negligible) | [●] |
| January 15, 2016 | Transfer from Veena Jindal, by way of gift      | 409,149   | N.A. | 10  | N.A.    | 0.25         | [●] |
| July 24, 2019    | Transfer to Veena Jindal, by way of gift        | (56,830)  | N.A. | 10  | N.A.    | (0.04)       | [●] |
| March 23, 2021   | Transfer to Anchor Partners                     | (33,655)  | Cash | 10  | 3018.42 | (0.02)       | [●] |
|                  | Transfer to Raghunathan Hariharan               | (3,776)   | Cash | 10  | 3018.42 | (Negligible) | [●] |
| August 11, 2021  | Transfer to Nivedita Jindal, by way of gift     | (16,750)  | N.A. | 10* | N.A.    | (0.01)       | [●] |

**Pursuant to the resolution passed by our Shareholders on July 19, 2021, each equity share of our Company of face value of ₹10 was sub-divided to 10 Equity Shares of face value of ₹1 each. Accordingly, 411,792 equity shares of face value of ₹10 each, held by Neeraj Kumar Jindal were sub-divided into 4,117,920 equity shares of face value of ₹1 each.**

| Date of allotment/transfer                                                                                                                                                                                                                                                                                                                                       | Nature of transaction                       | Number of equity shares allotted/transferred | Nature of consideration | Face value per equity share (₹) | Issue price/transfer price per equity share (₹) | Percentage of the pre- Offer equity share capital (%) | Percentage of fully diluted post- Offer equity share capital (%) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|----------------------------------------------|-------------------------|---------------------------------|-------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------|
| September 3, 2021                                                                                                                                                                                                                                                                                                                                                | Bonus issue in ratio of 3:1                 | 12,353,760                                   | N.A.                    | 1                               | N.A.                                            | 7.69                                                  | [●]                                                              |
| November 4, 2022                                                                                                                                                                                                                                                                                                                                                 | Private placement                           | 277,000                                      | Cash                    | 1                               | 99.33                                           | 0.17                                                  | [●]                                                              |
| <b>Sub-total (C)</b>                                                                                                                                                                                                                                                                                                                                             |                                             | <b>16,748,680</b>                            |                         |                                 |                                                 | <b>10.43</b>                                          |                                                                  |
| <b>Piyush Jindal</b>                                                                                                                                                                                                                                                                                                                                             |                                             |                                              |                         |                                 |                                                 |                                                       |                                                                  |
| March 27, 2009 <sup>(1)</sup>                                                                                                                                                                                                                                                                                                                                    | Transfer from Sunita                        | 1,000                                        | Cash                    | 100                             | 100                                             | Negligible                                            | [●]                                                              |
|                                                                                                                                                                                                                                                                                                                                                                  | Transfer from Rajesh Jain                   | 1,000                                        | Cash                    | 100                             | 100                                             | Negligible                                            | [●]                                                              |
|                                                                                                                                                                                                                                                                                                                                                                  | Transfer from Anita                         | 1,250                                        | Cash                    | 100                             | 100                                             | Negligible                                            | [●]                                                              |
|                                                                                                                                                                                                                                                                                                                                                                  | Transfer from Monika Goyal                  | 1,500                                        | Cash                    | 100                             | 100                                             | Negligible                                            | [●]                                                              |
|                                                                                                                                                                                                                                                                                                                                                                  | Transfer from Sudhir Aggarwal               | 1,500                                        | Cash                    | 100                             | 100                                             | Negligible                                            | [●]                                                              |
|                                                                                                                                                                                                                                                                                                                                                                  | Transfer from Pramod Aggarwal               | 1,250                                        | Cash                    | 100                             | 100                                             | Negligible                                            | [●]                                                              |
|                                                                                                                                                                                                                                                                                                                                                                  | Transfer from Ram Niwas                     | 1,500                                        | Cash                    | 100                             | 100                                             | Negligible                                            | [●]                                                              |
| <b>Pursuant to the resolution passed by our Shareholders on February 1, 2012, each equity share of our Company of face value of ₹100 was sub-divided to 10 equity shares of face value of ₹10 each. Accordingly, 9,000 equity shares of face value of ₹100 each, held by Piyush Jindal were sub-divided into 90,000 equity shares of face value of ₹10 each.</b> |                                             |                                              |                         |                                 |                                                 |                                                       |                                                                  |
| April 2, 2013                                                                                                                                                                                                                                                                                                                                                    | Transfer from Nirmal Mittal                 | 9,000                                        | Cash                    | 10                              | 90                                              | 0.01                                                  | [●]                                                              |
|                                                                                                                                                                                                                                                                                                                                                                  | Transfer from N.C. Mittal                   | 6,500                                        | Cash                    | 10                              | 90                                              | Negligible                                            | [●]                                                              |
|                                                                                                                                                                                                                                                                                                                                                                  | Transfer from Vinod Kandwal                 | 1,000                                        | Cash                    | 10                              | 90                                              | Negligible                                            | [●]                                                              |
|                                                                                                                                                                                                                                                                                                                                                                  | Transfer from Kedar Nath                    | 300                                          | Cash                    | 10                              | 90                                              | Negligible                                            | [●]                                                              |
|                                                                                                                                                                                                                                                                                                                                                                  | Transfer from Lalit Kumar                   | 100                                          | Cash                    | 10                              | 90                                              | Negligible                                            | [●]                                                              |
| April 23, 2015                                                                                                                                                                                                                                                                                                                                                   | Transfer from Neeraj Kumar Jindal           | 6,754                                        | N.A.                    | 10                              | N.A.                                            | Negligible                                            | [●]                                                              |
| January 15, 2016                                                                                                                                                                                                                                                                                                                                                 | Transfer from Veena Jindal, by way of gift  | 409,149                                      | N.A.                    | 10                              | N.A.                                            | 0.25                                                  | [●]                                                              |
| July 24, 2019                                                                                                                                                                                                                                                                                                                                                    |                                             | (56,830)                                     | N.A.                    | 10                              | N.A.                                            | (0.04)                                                | [●]                                                              |
| July 29, 2021                                                                                                                                                                                                                                                                                                                                                    |                                             | (37,431)                                     | N.A.                    | 10*                             | N.A.                                            | (0.02)                                                | [●]                                                              |
| August 9, 2021                                                                                                                                                                                                                                                                                                                                                   | Transfer to Karishma Jindal, by way of gift | (16,750)                                     | N.A.                    | 10*                             | N.A.                                            | (0.01)                                                | [●]                                                              |
| <b>Pursuant to the resolution passed by our Shareholders on July 19, 2021, each equity share of our Company of face value of ₹10 was sub-divided to 10 Equity Shares of face value of ₹1 each. Accordingly, 411,792 equity shares of face value of ₹10 each, held by Piyush Jindal were sub-divided into 4,117,920 equity shares of face value of ₹1 each.</b>   |                                             |                                              |                         |                                 |                                                 |                                                       |                                                                  |
| September 3, 2021                                                                                                                                                                                                                                                                                                                                                | Bonus issue in ratio of 3:1                 | 12,353,760                                   | N.A.                    | 1                               | N.A.                                            | 7.69                                                  | [●]                                                              |
| November 4, 2022                                                                                                                                                                                                                                                                                                                                                 | Private placement                           | 277,000                                      | Cash                    | 1                               | 99.33                                           | 0.17                                                  | [●]                                                              |
| <b>Sub-total (D)</b>                                                                                                                                                                                                                                                                                                                                             |                                             | <b>16,748,680</b>                            |                         |                                 |                                                 | <b>10.43</b>                                          | [●]                                                              |
| <b>Sub-total (A+B+C+D)</b>                                                                                                                                                                                                                                                                                                                                       |                                             | <b>60,973,336</b>                            |                         |                                 |                                                 | <b>37.97</b>                                          | [●]                                                              |

\* Each equity share of ₹10 of our Company was sub-divided to 10 equity shares of face value ₹1 each and was approved by the Shareholders pursuant to the resolution dated July 19, 2021. However, the corresponding corporate action was updated in the records of NSDL on September 1, 2021. Accordingly, due to the delay in updating the NSDL records, the share transfer was carried out at a face value of ₹10 per equity share instead of ₹1 per Equity Share.

(1) Our Company has been unable to trace the share transfer forms filed in relation to these share transfers. Accordingly, reliance has been placed on the register of members, the register of transfers and board resolutions noting the transfers, where available. For further details, please see "Risk Factors - Some of our corporate records, including forms filed with the Registrar of Companies, are not traceable. Further, there have been certain instances of errors in the past in relation to certain of our form filings. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to the untraceable filings and corporate records, which may impact our financial condition and reputation." on page 43.

## b) Shareholding of our Promoters and Promoter Group

The details of shareholding of our Promoters and members of our Promoter Group as on the date of this Draft Red Herring Prospectus are set forth below:

| Pre-Offer |                          |                                                |                                                      | Post-Offer                                     |                                                       |
|-----------|--------------------------|------------------------------------------------|------------------------------------------------------|------------------------------------------------|-------------------------------------------------------|
| S. No.    | Name of the shareholder  | Number of Equity Shares of face value ₹ 1 each | Percentage of the pre-Offer Equity Share capital (%) | Number of Equity Shares of face value ₹ 1 each | Percentage of the post-Offer Equity Share capital (%) |
| Promoter  |                          |                                                |                                                      |                                                |                                                       |
| 1.        | Neeraj Kumar Jindal      | 16,748,680                                     | 10.43                                                | [●]                                            | [●]                                                   |
| 2.        | Piyush Jindal            | 16,748,680                                     | 10.43                                                | [●]                                            | [●]                                                   |
| 3.        | Rajesh Kumar Jindal      | 15,461,823                                     | 9.63                                                 | [●]                                            | [●]                                                   |
| 4.        | Surinder Kumar Chaudhary | 12,014,153                                     | 7.48                                                 | [●]                                            | [●]                                                   |

| Pre-Offer      |                         |                                                |                                                      | Post-Offer                                     |                                                       |
|----------------|-------------------------|------------------------------------------------|------------------------------------------------------|------------------------------------------------|-------------------------------------------------------|
| S. No.         | Name of the shareholder | Number of Equity Shares of face value ₹ 1 each | Percentage of the pre-Offer Equity Share capital (%) | Number of Equity Shares of face value ₹ 1 each | Percentage of the post-Offer Equity Share capital (%) |
| Total (A)      |                         | 60,973,336                                     | 37.97                                                | ●                                              | ●                                                     |
| Promoter Group |                         |                                                |                                                      |                                                |                                                       |
| 1.             | Garima Chaudhary        | 6,096,723                                      | 3.80                                                 | ●                                              | ●                                                     |
| 2.             | Veena Jindal            | 5,467,360                                      | 3.40                                                 | ●                                              | ●                                                     |
| 3.             | Rachna Chaudhary        | 4,354,802                                      | 2.71                                                 | ●                                              | ●                                                     |
| 4.             | Sahil Chaudhary         | 4,354,802                                      | 2.71                                                 | ●                                              | ●                                                     |
| 5.             | Kiran Jindal            | 1,995,074                                      | 1.24                                                 | ●                                              | ●                                                     |
| 6.             | Ishan Jindal            | 1,995,074                                      | 1.24                                                 | ●                                              | ●                                                     |
| 7.             | Nivedita Jindal         | 670,000                                        | 0.42                                                 | ●                                              | ●                                                     |
| 8.             | Karishma Jindal         | 700,000                                        | 0.44                                                 | ●                                              | ●                                                     |
| 9.             | Mishika Jindal          | 498,769                                        | 0.31                                                 | ●                                              | ●                                                     |
| 10.            | Bharat Bhushan Jindal   | 50,000                                         | 0.03                                                 | ●                                              | ●                                                     |
| 11.            | Sanjiv Gupta            | 50,000                                         | 0.03                                                 | ●                                              | ●                                                     |
| Total (B)      |                         | 26,232,604                                     | 16.33                                                | ●                                              | ●                                                     |
| Total (A+B)    |                         | 87,205,940                                     | 54.30                                                | ●                                              | ●                                                     |

Further, as on date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters and members of our Promoter Group are pledged or otherwise encumbered.

#### 9. Details of Promoter's Contribution and lock-in

- a) In accordance with Regulation 14 and Regulation 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters, shall be locked in for a period of 18 months, or such other period as prescribed under the SEBI ICDR Regulations, as minimum promoters' contribution from the date of Allotment ("**Promoters' Contribution**"), and our Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.
- b) The details of the Equity Shares to 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 Promoters' Contribution are set forth in the table below:

| Name of Promoter | Number of Equity Shares locked-in <sup>(1)(2)</sup> | Date of allotment/transfer of Equity Shares | Nature of transaction | Face value per Equity Share (₹) | Issue/acquisition price per Equity Share (₹) | Percentage of pre-Offer paid-up Equity Share capital | Percentage of post-Offer paid-up Equity Share capital* | Date up to which the Equity Shares are subject to lock in |
|------------------|-----------------------------------------------------|---------------------------------------------|-----------------------|---------------------------------|----------------------------------------------|------------------------------------------------------|--------------------------------------------------------|-----------------------------------------------------------|
| [●]              | [●]                                                 | [●]                                         | [●]                   | [●]                             | [●]                                          | [●]                                                  | [●]                                                    | [●]                                                       |
| <b>Total</b>     | <b>[●]</b>                                          | <b>[●]</b>                                  | <b>[●]</b>            | <b>[●]</b>                      | <b>[●]</b>                                   | <b>[●]</b>                                           | <b>[●]</b>                                             | <b>[●]</b>                                                |

\* Subject to finalisation of the Basis of Allotment.

<sup>(1)</sup> For a period of 18 months from the date of Allotment.

<sup>(2)</sup> All Equity Shares were fully paid-up at the time of allotment/acquisition.

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

- c) Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "*- History of the Equity Share capital held by our Promoters*" on page 94.

In this connection, we confirm that the Equity Shares considered as Promoters' Contribution:

- (i) have not been acquired during the immediately preceding three years from the date of this Draft Red Herring Prospectus for consideration other than cash and any revaluation of assets or capitalisation of intangible assets was not involved in such transactions;
- (ii) did not result from a bonus issue during the immediately preceding three years from the date of this Draft Red Herring Prospectus, by utilisation of revaluation reserves or unrealised profits of our Company, or from bonus issue against Equity Shares which are otherwise ineligible for Promoters' Contribution;

- (iii) are not acquired or subscribed to during the immediately preceding year from the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer; and
- (iv) are not subject to any pledge or any other encumbrance.

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

#### 10. Details of Equity Shares held by our Directors, Key Managerial Personnel and Senior Management Personnel

Except as disclosed below, as on the date of this Draft Red Herring Prospects, neither our Directors, Key Managerial Personnel or Senior Management Personnel hold any Equity Shares in our Company:

| S. No.                                                          | Name of the Shareholder   | Number of Equity Shares of face value ₹1 each held | Percentage of the pre- Offer Equity Share capital (%) | Percentage of the post- Offer Equity Share capital (%) |
|-----------------------------------------------------------------|---------------------------|----------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------|
| <b>Directors</b>                                                |                           |                                                    |                                                       |                                                        |
| 1.                                                              | Neeraj Kumar Jindal*      | 16,748,680                                         | 10.43                                                 | ●                                                      |
| 2.                                                              | Piyush Jindal*            | 16,748,680                                         | 10.43                                                 | ●                                                      |
| 3.                                                              | Rajesh Kumar Jindal*      | 15,461,823                                         | 9.63                                                  | ●                                                      |
| 4.                                                              | Surinder Kumar Chaudhary* | 12,014,153                                         | 7.48                                                  | ●                                                      |
| <b>Sub-total (A)</b>                                            |                           | <b>60,973,336</b>                                  | <b>37.97</b>                                          | ●                                                      |
| <b>Key Managerial Personnel and Senior Management Personnel</b> |                           |                                                    |                                                       |                                                        |
| 1.                                                              | Manju Pathak Khulbe       | 50,000                                             | 0.03                                                  | ●                                                      |
| 2.                                                              | Abhay Kumar Gupta         | 50,000                                             | 0.03                                                  | ●                                                      |
| <b>Sub Total (B)</b>                                            |                           | <b>100,000</b>                                     | <b>0.06</b>                                           | ●                                                      |
| <b>Total (A+B)</b>                                              |                           | <b>61,073,336</b>                                  | <b>38.03</b>                                          | ●                                                      |

\* Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal are also our Key Managerial Personnel.

#### 11. Details of Equity Shares locked-in for six months

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre- Offer equity share capital of our Company held by persons other than our Promoters will 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, except for (i) the Equity Shares transferred pursuant to the Offer for Sale; and (ii) the Equity Shares held by Shareholders who are VCFs, Category I AIFs, Category II AIFs or FVCIs, provided that such Equity Shares will be locked-in for a period of at least six months from the date of purchase by such VCFs or Category I AIFs or Category II AIFs or FVCI Shareholders respectively, subject to the provisions of Regulation 8A(c) of the SEBI ICDR Regulations. Provided that for the purposes of (ii) above, if the Equity Shares have been allotted pursuant to a bonus issue, then the holding period of such Equity Shares against which the bonus issue is made as well the holding period of the resultant bonus Equity Shares together shall be considered for the purposes of calculation of the six months period.

#### 12. Lock-in of the Equity Shares to be Allotted, if any, to the 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 Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

#### 13. Other requirements

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 Depositories.

Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in for a period of 18 months from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of six months from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that pledge of the Equity Shares is one of the terms of sanction of such loans.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with provisions of the SEBI Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons (other than our Promoters) prior to the Offer and locked-in for a period of six months, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in with the transferee for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the provisions of the SEBI Takeover Regulations.

However, such lock-in will continue for the remaining period 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.

14. Except for the Fresh Issue, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential or rights basis or by way of issue of bonus shares or a further public issue of Equity Shares or otherwise.
15. Except for any issue of Equity Shares pursuant to Fresh Issue and Pre-IPO Placement prior to filing the Red Herring Prospectus with the RoC, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges, or all application monies have been refunded, as the case may be.
16. As on the date of filing of this Draft Red Herring Prospectus, the total number of Shareholders of our Company is 55.
17. As on the date of this Draft Red Herring Prospectus, all Equity Shares held by our Promoters are held in dematerialized form.
18. Except as disclosed in “-History of the Equity Share capital held by our Promoters – a) Build-up of the Equity shareholding of our Promoters in our Company” and “- Share capital history of our Company – (b) Secondary transfers”, none of our Promoters, the members of our Promoter Group or any of the Directors or their relatives, as applicable, have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
19. Except as disclosed in “History of the Equity Share capital held by our Promoters – a) Build-up of the Equity shareholding of our Promoters in our Company” and “- Share capital history of our Company – (b) Secondary transfers”, there have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and their relatives, have financed the purchase by any other person of securities of our Company, other than the normal course of business, during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
20. Our Company, any of our Directors and the BRLMs have not entered into any buy back arrangements for purchase of Equity Shares from any person.
21. The Equity Shares issued and transferred pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.
22. Other than Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, Piyush Jindal, Veena Jindal, Ishan Jindal, Garima Chaudhary, Karishma Jindal, Rachna Chaudhary, Kiran Jindal and Nivedita Jindal, who are Selling Shareholders, the Promoters and the members of the Promoter Group shall not participate in the Offer nor receive any proceeds from the Offer, except to the extent of their participation in the Offer for Sale.
23. As on the date of this Draft Red Herring Prospectus, the BRLMs and their respective associates (as defined in the SEBI Merchant Bankers Regulations) do not hold any Equity Shares of our Company. The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company and its respective directors and officers, partners, trustees, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and each of its respective directors and officers, partners, trustees, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.



24. No person connected with the Offer shall offer of any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.
25. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus.
26. All transactions in Equity Shares by our Promoter and members of our Promoter Group and Pre-IPO Placement, if any, between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

## OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and the Offer for Sale. For details, see “Offer Document Summary – Offer Size” and “The Offer” on pages 16 and 67, respectively.

### Offer for Sale

The Selling Shareholders shall sell an aggregate of up to 35,734,818 Equity Shares of face value of ₹1, aggregating up to ₹ [●] million held by them. 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, as applicable. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For further details, see “- Offer related expenses” on page 109.

For details on the authorisation of each of the Selling Shareholders in relation to their respective portion of the Offered Shares, see “Other Regulatory and Statutory Disclosures – Authorisation by the Selling Shareholders” on page 467.

### Fresh Issue

The details of the proceeds of the Fresh Issue are set forth below:

| Particulars                                                   | Estimated amount (in ₹ million) |
|---------------------------------------------------------------|---------------------------------|
| Proceeds of the Fresh Issue <sup>(1)</sup>                    | ₹ 4,500.00                      |
| (Less) Expenses in relation to the Fresh Issue <sup>(2)</sup> | [(●)]                           |
| Net Proceeds <sup>(1)(2)</sup>                                | [●]                             |

<sup>(1)</sup> Our Company, in consultation with the Book Running Lead Managers may consider a further issue of specified securities for an amount up to ₹900.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. The proceeds of the Pre-IPO Placement, if undertaken, will be adjusted towards the general corporate purposes portion of the Objects of the Offer, unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific Objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Pre-IPO Placement shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).

<sup>(2)</sup> To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholders, please refer to “- Offer related expenses” on page 109.

### Requirement of funds

We propose to utilise the Net Proceeds towards funding the following objects:

1. Repayment/prepayment, in part or full, of certain of or all of borrowings availed by: (a) our Company and (b) our Subsidiary, namely, Shogun Organics Limited (“**Shogun Organics**”), through investments in such Subsidiary; and
2. General corporate purposes.

(collectively, the “**Objects**”).

Our Company also expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including enhancement of our Company’s brand name and creation of a public market for our Equity Shares in India.

The main objects clause and the objects incidental and ancillary to the main objects clause of our Memorandum of Association enables our Company and Shogun Organics to: (a) undertake their existing business activities; (b) undertake the activities for which the funds are being raised by in the Fresh Issue and are proposed to be funded from the Net Proceeds; and (c) undertake the activities for which the borrowings proposed to be repaid/ prepaid from the Net Proceeds were utilised.

### Utilization of Net Proceeds

The Net Proceeds are proposed to be utilised in the following manner:

| (in ₹ million) |                                                                                          |                   |
|----------------|------------------------------------------------------------------------------------------|-------------------|
| S. No.         | Particulars                                                                              | Estimated amount* |
| 1.             | Repayment/prepayment, in part or full, of certain of or all of borrowings availed by:    |                   |
|                | (a) our Company;                                                                         | 2,555.86          |
|                | (b) our Subsidiary, namely, Shogun Organics, through investments in such Subsidiary; and | 1,099.96          |

| S. No. | Particulars                | Estimated amount* |
|--------|----------------------------|-------------------|
| 2.     | General corporate purposes | ● <sup>#</sup>    |
|        | <b>Net Proceeds*</b>       | ●                 |

\* To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. This includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Details of the Pre-IPO Placement, if undertaken, will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR, as amended and shall be included in the Red Herring Prospectus. Our Company, in consultation with the Book Running Lead Managers may consider a further issue of specified securities for an amount up to ₹900.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. The proceeds of the Pre-IPO Placement, if undertaken, will be adjusted towards the general corporate purposes portion of the Objects of the Offer, unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific Objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Pre-IPO Placement shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).

<sup>#</sup> The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

### Proposed schedule of implementation and deployment of Net Proceeds

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

| (in ₹ million)                                                                           |                                                                           |                                                                  |
|------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|------------------------------------------------------------------|
| Particulars                                                                              | Estimated amount proposed to be financed from Net Proceeds <sup>(3)</sup> | Estimated utilisation of Net Proceeds Fiscal 2026 <sup>(2)</sup> |
| Repayment/prepayment, in part or full, of certain of or all of borrowings availed by:    |                                                                           |                                                                  |
| (a) our Company; and                                                                     | 2,555.86                                                                  | 2,555.86                                                         |
| (b) our Subsidiary, namely, Shogun Organics, through investments in such Subsidiary; and | 1,099.96                                                                  | 1,099.96                                                         |
| General corporate purposes                                                               | ● <sup>(1)</sup>                                                          | ● <sup>(1)</sup>                                                 |
| <b>Total</b>                                                                             | ●                                                                         | ●                                                                |

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

<sup>(2)</sup> Total amount proposed to be utilized from Net Proceeds will be utilized entirely in Fiscal 2026

<sup>(3)</sup> Our Company, in consultation with the Book Running Lead Managers may consider a further issue of specified securities for an amount up to ₹900.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. The proceeds of the Pre-IPO Placement, if undertaken, will be adjusted towards the general corporate purposes portion of the Objects of the Offer, unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific Objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Pre-IPO Placement shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, prevailing market conditions and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution or any other independent agency. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and other external factors such as changes in the business environment, terms and conditions of borrowings availed by our Company and Shogun Organics and interest or exchange rate fluctuations, which may not be within the control of our management. Depending upon such factors, we may have to reduce or extend the deployment period for the Objects, at the discretion of our management, and in accordance with applicable laws. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. For details, see “Risk Factors – Our funding requirements and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution or any external agency and if there are any delays or cost overruns, our business, results of operations, financial condition, and cash flows could be adversely affected. Further, any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders’ approval” on page 53.

In case of a shortfall in the Net Proceeds towards meeting the Objects, we may explore a range of options including utilising our internal accruals and availing additional borrowings. In the event that the estimated utilization of the Net Proceeds in a scheduled fiscal year is not completely met, due to the reasons stated above, the same shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. If the actual utilisation towards any of the Objects

is lower than the proposed deployment such balance will be used towards general corporate purposes within the permissible limits in accordance with the SEBI ICDR Regulations.

## Details of the Objects

### 1. ***Repayment/prepayment, in part or full, of certain of or all of borrowings availed by: (a) our Company and (b) our Subsidiary, namely, Shogun Organics, through investments in such Subsidiary***

Our Company and its Subsidiaries have entered into various financial arrangements with banks, financial institutions and other entities. The loan facilities entered into by our Company and its Subsidiaries include borrowing in the form of, inter alia, cash credit and working capital loans, demand loans, rupee term loans, foreign currency term loans, vehicle loans and external commercial borrowings. For further details, including indicative terms and conditions, see “*Financial Indebtedness*” on page 442. As on April 30, 2025, the aggregate outstanding borrowings of our Company and Subsidiaries, on consolidated basis amounted to ₹ 8,890.34 million.

Our Company proposes to utilise an estimated amount of ₹ 3,655.82 million from the Net Proceeds towards repayment/prepayment, in part or full, of all or a portion of certain borrowings availed by our Company and investing in our Subsidiary, Shogun Organics, in order to repay/ prepay in full or in part, certain or all of the borrowings availed by Shogun Organics. The repayment/ prepayment will help reduce our outstanding indebtedness, debt servicing costs, assist us in maintaining a favourable debt-equity ratio and enable utilisation of funds from our internal accruals for further investment in business growth and expansion. In addition, we believe that this will enable us to raise further resources at competitive rates and additional funds / capital in the future to fund potential business development opportunities and plans to grow and expand our business in the future. Further, our Company and our Subsidiary, Shogun Organics, shall pay the prepayment charges, if any, on the loans identified below, out of the portion of Net Proceeds.

Owing to nature of our business, we may avail additional facilities or repay certain instalments of our borrowings after the filing of the Draft Red Herring Prospectus and may also draw down further funds under existing loans from time to time. Accordingly, our Company and Shogun Organics may choose to repay/ prepay certain borrowings availed by our Company and Shogun Organics, other than those identified in the table below, which may include such additional borrowings, and the details herein shall be suitably updated in the Red Herring Prospectus to reflect the revised amounts or loans, as the case may be, which have been availed by us. Given the nature of these borrowings and the terms of repayment/prepayment, the aggregate outstanding borrowing amounts may vary from time to time and our Company and Shogun Organics may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment. Further, the amounts outstanding under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. However, the aggregate amount to be utilised from the Net Proceeds towards repayment/ prepayment of borrowings (including refinanced or additional borrowings availed, if any, or otherwise), in part or in full, would not exceed ₹3,655.82 million.

The following table sets forth details of certain borrowings (including interest thereon) availed by our Company and our Subsidiary, Shogun Organics, which are outstanding as on April 30, 2025, out of which our Company and / or Shogun Organics, as applicable, may repay/prepay, all or a portion of, any or all of the borrowings, from the Net Proceeds:

| Sr. No                                      | Name of the lender                                           | Date of loan agreement / sanction letter                                                                                                  | Nature of borrowing           | Purpose^                                                                                                                                                                                                                                                                                     | Tenor                                                                                                                                                                          | Applicable rate of interest as on April 30, 2025 (% per annum) | Amount sanctioned as on April 30, 2025 (₹ in million) | Amount outstanding as on April 30, 2025 (₹ in million) | Repayment Schedule                                                                                | Prepayment conditions and penalty                                                      |
|---------------------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| <b>A. Borrowings availed by our Company</b> |                                                              |                                                                                                                                           |                               |                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                |                                                                |                                                       |                                                        |                                                                                                   |                                                                                        |
| 1.                                          | The Hongkong and Shanghai Banking Corporation Limited, India | Term loan agreement dated August 23, 2022                                                                                                 | External Commercial Borrowing | Infusion to the UK subsidiary namely Safex Holdings UK Limited to part finance the acquisition of Briar Chemicals Limited.                                                                                                                                                                   | Five years, commencing from August 30, 2022 to August 30, 2027, with a moratorium period of 18 months and half-yearly principal repayments starting from February 29, 2024.    | SONIA + 4.00%                                                  | 465.75*                                               | 355.87*                                                | Repayable in eight equated half yearly instalments of GBP 625,000 each ending on August 30, 2027. | Nil, subject to compliance of terms & conditions agreed as per the facility agreement. |
| 2.                                          | Axis Bank Limited                                            | Term loan agreement dated September 13, 2024 executed with Standard Chartered Bank. Total amount of Rs. 2,200.00 million was disbursed by | Term Loan                     | Infusion of funds into UK Subsidiary namely Safex Holdings UK Limited in the form of Equity Capital to repay part of the debt obtained by Safex Holdings UK Limited for the acquisition of Briar Chemicals Limited and for other transaction costs and expenses in relation to the facility. | Five years, commencing from September 13, 2024 to September 13, 2029, with a moratorium period of 18 months and half-yearly principal repayments starting from March 31, 2026. | (MIBOR Fortnight + 3.10%)( <sup>1</sup> )                      | 1,050.00                                              | 1,050.00                                               | Repayable in eight half yearly instalments of varying amounts ending on September 13, 2029.       | Nil, subject to compliance of terms & conditions agreed as per the facility agreement. |
|                                             | HDFC Bank Limited                                            | Standard Chartered Bank, which was further down-sold to three other Banks namely Axis                                                     |                               |                                                                                                                                                                                                                                                                                              | Five years, commencing from September 13, 2024 to September 13, 2029, with a moratorium period of 18 months and half-yearly principal repayments starting from June 07, 2026.  | (3 Months Repo + 3.40%)( <sup>1</sup> )                        | 450.00                                                | 449.99                                                 | Repayable in eight half yearly instalments of varying amounts ending on December 07, 2029.        |                                                                                        |
|                                             | RBL Bank                                                     | Bank, HDFC Bank and RBL Bank by Standard Chartered Bank.                                                                                  |                               |                                                                                                                                                                                                                                                                                              | Five years, commencing from September 13, 2024 to September 13, 2029, with a moratorium period of 18 months and half-yearly principal repayments starting from March 31, 2026. | (3 Months MIBOR + 2.61%)( <sup>1</sup> )                       | 700.00                                                | 700.00                                                 | Repayable in eight half yearly instalments of varying amounts ending on September 13, 2029.       |                                                                                        |

| Sr. No                                                                  | Name of the lender      | Date of loan agreement / sanction letter                                                                                                  | Nature of borrowing | Purpose^                                                                                                                                                                                                                                                                                     | Tenor                                                                                                                                                                         | Applicable rate of interest as on April 30, 2025 (% per annum) | Amount sanctioned as on April 30, 2025 (₹ in million) | Amount outstanding as on April 30, 2025 (₹ in million) | Repayment Schedule                                                                          | Prepayment conditions and penalty                                                                                   |
|-------------------------------------------------------------------------|-------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b>B. Borrowings availed by our Subsidiary, Shogun Organics Limited</b> |                         |                                                                                                                                           |                     |                                                                                                                                                                                                                                                                                              |                                                                                                                                                                               |                                                                |                                                       |                                                        |                                                                                             |                                                                                                                     |
| 1.                                                                      | Axis Bank Limited       | Term loan agreement dated September 13, 2024 executed with Standard Chartered Bank. Total amount of Rs. 1,000.00 million was disbursed by | Term Loan           | Infusion of funds into UK Subsidiary namely Safex Holdings UK Limited in the form of equity capital to repay part of the debt obtained by Safex Holdings UK Limited for the acquisition of Briar Chemicals Limited and for other transaction costs and expenses in relation to the facility. | Five years, commencing from September 13, 2024 to September 13, 2029, with a moratorium period of 18 months and half-yearly principal repayments starting from 31 March 2026. | (MIBOR Fortnight + 3.10%)( <sup>4</sup> )                      | 650.00                                                | 649.96                                                 | Repayable in eight half yearly instalments of varying amounts ending on September 13, 2029. | Nil, subject to compliance of terms & conditions agreed as per the facility agreement.                              |
|                                                                         | HDFC Bank Limited       | Standard Chartered Bank which was further downsold to two other Banks namely Axis Bank and HDFC Bank by Standard Chartered Bank.          |                     |                                                                                                                                                                                                                                                                                              |                                                                                                                                                                               | (3 Months Repo + 3.40%)( <sup>4</sup> )                        | 350.00                                                | 350.00                                                 | Repayable in eight half yearly instalments of varying amounts ending on December 07, 2029.  |                                                                                                                     |
| 2.                                                                      | Standard Chartered Bank | Term loan agreement dated 10 December 2021#                                                                                               | Term Loan           | For capital expenditure.                                                                                                                                                                                                                                                                     | Five years, commencing from December 10, 2021 to March 31, 2027, with a moratorium period of 18 months and quarterly principal repayments starting from June 30, 2023.        | MIBOR + 2.87%                                                  | 200.00                                                | 26.86                                                  | Repayable in sixteen quarterly instalments of ₹3.36 million each ending on March 31, 2027.  | A prepayment fee of 2% on the amount prepaid, subject to compliance of terms & conditions set out in the agreement. |
|                                                                         |                         |                                                                                                                                           |                     |                                                                                                                                                                                                                                                                                              |                                                                                                                                                                               | MIBOR + 3.30%                                                  |                                                       | 29.20                                                  | Repayable in sixteen quarterly instalments of ₹3.65 million each ending on March 31, 2027.  |                                                                                                                     |

| Sr. No | Name of the lender | Date of loan agreement / sanction letter | Nature of borrowing | Purpose <sup>^</sup> | Tenor | Applicable rate of interest as on April 30, 2025 (% per annum) | Amount sanctioned as on April 30, 2025 (₹ in million) | Amount outstanding as on April 30, 2025 (₹ in million) | Repayment Schedule                                                                         | Prepayment conditions and penalty |
|--------|--------------------|------------------------------------------|---------------------|----------------------|-------|----------------------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------|
|        |                    |                                          |                     |                      |       | MIBOR + 3.01%                                                  |                                                       | 43.94                                                  | Repayable in sixteen quarterly instalments of ₹5.49 million each ending on March 31, 2027. |                                   |

For details on the borrowings, see “Financial Indebtedness” on page 442.

<sup>^</sup> We (management) confirms that all the loans mentioned above have been utilized for the purposes for which they were obtained.

\* Term loan from HSBC Bank represents a sanctioned loan of GBP 5.00 million equivalent to ₹ 465.75 million, at ₹ 93.1496 per GBP, against which the outstanding amount as at April 30, 2025 was GBP 3.125 million equivalent to ₹ 355.87 million at Rs. 113.8770 per GBP. (Source: <http://rbi.org.in/scripts/ReferenceRateArchive.aspx>).

# The loan was disbursed during FY 2022-2023 in three tranches

<sup>1</sup> (a) For any day during an Interest Period, the rate of interest on the Loan in respect of a Lender shall be the percentage rate per annum which is the aggregate of:

- (i) the Benchmark Rate of such Lender prevailing on the first day of such Interest Period; and
- (ii) the applicable Spread of such Lender as on the first day of such Interest Period.

(b) The interest rate as on the date of this Agreement is 9.90% per annum.

(c) The interest rate in respect of each New Lender shall be determined as follows:

- (i) the interest rate for the New Lender shall be the same as the then current interest rate of the corresponding Existing Lender on the date of the Assignment Agreement, and the Spread of such New Lender shall accordingly be determined; and
- (ii) the Benchmark Rate and Spread as applicable in respect of such New Lender shall thereafter be reset from time to time in accordance with the terms of this Agreement.

Note: The standalone financial statements of “Safex Chemicals (India) Limited” and “Shogun Organics Limited” for the year ended 31 March 2025, 31 March 2024 and 31 March 2023 has been audited.

The selection of borrowings proposed to be repaid/ prepaid out of the borrowings provided above, which has been approved pursuant to a resolution passed by our Board on July 3, 2025, shall be based on various factors including (i) cost of the borrowings to our Company and our Subsidiary, including applicable interest rates; (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements; (iii) receipt of consents for prepayment or waiver from any conditions attached to such prepayment from our respective lenders, prior to completion of the Offer; (iv) terms and conditions of such consents and waivers; (v) levy of any prepayment penalties and the quantum thereof; (vi) provisions of any law, rules, regulations governing such borrowings; and (vii) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan. Some of the borrowings listed above have been availed from Axis Bank Limited, affiliate of one of the BRLMs. For details, see “*Risk Factors – A portion of the Net Proceeds may be utilised for repayment or prepayment of loan facilities availed by our Company and one of our Subsidiaries, Shogun Organics Limited, from Axis Bank Limited, which is an affiliate of Axis Capital Limited, one of the Book Running Lead Managers*” on page 46.

There has been no instance of delays, defaults and rescheduling/restructuring of the aforementioned borrowings of our Company and our Subsidiary, Shogun Organics.

Considering that the Net Proceeds will be utilised towards repayment of borrowings of our Company and its Subsidiary, Shogun Organics, our Company shall deploy the Net Proceeds for this Object in the form of equity or debt investments including inter-corporate loans, compulsorily convertible debentures, non-convertible debentures or combinations thereof or in any other manner as may be decided by our Board in our Subsidiary, Shogun Organics, as permitted under applicable law. The actual mode of such deployment has not been finalized as on the date of this Draft Red Herring Prospectus and will be finalised prior to filing of the updated Draft Red Herring Prospectus.

Our Subsidiary, Shogun Organics does not have any stated dividend policy and our Company cannot be assured of any dividends from such investment. Our Company will remain interested in our Subsidiary, Shogun Organics to the extent of our shareholding, or as a lender if funds are deployed in the form of debt.

For the purposes of the Offer, our Company and Shogun Organics have intimated and has obtained necessary consents, in writing, from their respective lenders, to the extent required and applicable under the relevant facility documentation for undertaking activities in relation to this Offer.

### **Summary of financial results of our Material Subsidiary, Shogun Organics**

The following financial information has been derived from the financial results of our Material Subsidiary, Shogun Organics, for the Fiscals 2025, 2024 and 2023

| (in ₹ million)                                        |             |             |             |
|-------------------------------------------------------|-------------|-------------|-------------|
| Particulars                                           | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
| Equity capital                                        | 77.55       | 77.55       | 77.55       |
| Reserves and surplus (excluding revaluation reserves) | 971.78      | 777.30      | 694.97      |
| Revenue from operations                               | 2,741.47    | 1,490.86    | 787.20      |
| Profit/(loss) after tax                               | 194.88      | 81.98       | 31.64       |
| Total borrowings                                      | 1,195.86    | 150.29      | 338.19      |

For details of the audited standalone financial statements of our Material Subsidiary, Shogun Organics, see “*Other Financial Information*” on page 407.

## **2. General corporate purposes**

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹[●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with Regulation 7(2) of the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include strategic initiatives, funding growth opportunities, meeting working capital requirements, meeting general corporate expenses incurred by our Company, as may be applicable and such other factors as decided by our Board. The general corporate purposes for which our Company proposes to utilise Net Proceeds will not include Objects, as included in this Draft Red Herring Prospectus.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act. The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company’s management shall have flexibility in utilising surplus amounts, if any. In the event that we are unable to



utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilise such unutilised amount(s) in the subsequent Fiscals.

## Means of Finance

The fund requirements set out in the aforesaid Objects are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals as required under the SEBI ICDR Regulations. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options, including utilizing our internal accruals and/or seeking additional debt from existing and/or other lenders.

## Interim use of Net Proceeds

We, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits only in one or more scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board or a duly constituted committee thereof.

In accordance with the Companies Act, 2013, we confirm that we shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

## Offer related expenses

The total Offer related expenses are estimated to be approximately ₹ [●] million.

Other than (a) audit fees not attributable to the Offer, listing fees and expenses for any product or corporate advertisements consistent with past practice of our Company (other than the expenses relating to the Offer), which will be borne by our Company, and (b) fees and expenses in relation to the legal counsel to any of the Selling Shareholders which shall be borne by the respective Selling Shareholders, all costs, charges, fees and expenses associated with and incurred in connection with the Offer, shall be shared among the Company and the Selling Shareholders, on a pro rata basis, in proportion to (i) the number of Equity Shares issued and allotted in Fresh Issue and (ii) the number of Equity Shares sold by each of the Selling Shareholders through the Offer for Sale in accordance with and subject to Applicable Law. All such payments shall be made by our Company on behalf of the Selling Shareholders, in the first instance, and the Selling Shareholders agree to reimburse our Company for any expenses incurred by the Company on behalf of the Selling Shareholders, except for the expenses detailed in (b), which are paid for directly by the Selling Shareholders and the expenses detailed in (a) which are paid for directly by the Company. Further, in the event that the Offer is postponed, withdrawn or abandoned for any reason, or in the event that the Offer is not successfully consummated, all expenses in relation to the Offer, including the fees of the BRLMs and legal counsels and their respective reimbursement for expenses which may have accrued up to the date of such postponement, withdrawal, abandonment or failure as set out in their respective engagement letters / this Agreement, shall, in accordance with, and subject to, Applicable Law be shared between our Company and the Selling Shareholders, on a pro rata basis, in proportion to the number of Equity Shares proposed to be issued and allotted by our Company pursuant to the Fresh Issue and proposed to be sold by the Selling Shareholders through the Offer for Sale.

The break-up for the estimated Offer expenses are as follows:

| Activity                                                                                                                                                                                                                               | Estimated expenses <sup>(1)</sup> (₹ in million) | As a % of total estimated Offer related expenses <sup>(1)</sup> | As a % of Offer size <sup>(1)</sup> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|-----------------------------------------------------------------|-------------------------------------|
| BRLM's fees (including brokerage, underwriting and selling commission)                                                                                                                                                                 | [●]                                              | [●]                                                             | [●]                                 |
| Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage and selling commission, upload fees and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs. <sup>(1)(2)(3)(4)</sup> | [●]                                              | [●]                                                             | [●]                                 |
| Fees payable to Registrar to the Offer                                                                                                                                                                                                 | [●]                                              | [●]                                                             | [●]                                 |
| Fees payable to the other parties to the Offer <sup>^</sup>                                                                                                                                                                            | [●]                                              | [●]                                                             | [●]                                 |

| Activity                                                                                                                              | Estimated expenses <sup>(1)</sup> (₹ in million) | As a % of total estimated Offer related expenses <sup>(1)</sup> | As a % of Offer size <sup>(1)</sup> |
|---------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|-----------------------------------------------------------------|-------------------------------------|
| Others                                                                                                                                | [●]                                              | [●]                                                             | [●]                                 |
| • Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses | [●]                                              | [●]                                                             | [●]                                 |
| • Fees payable to legal counsel                                                                                                       | [●]                                              | [●]                                                             | [●]                                 |
| • Printing and stationery                                                                                                             | [●]                                              | [●]                                                             | [●]                                 |
| • Advertising and marketing expenses                                                                                                  | [●]                                              | [●]                                                             | [●]                                 |
| • Miscellaneous                                                                                                                       | [●]                                              | [●]                                                             | [●]                                 |
| <b>Total estimated Offer expenses</b>                                                                                                 | [●]                                              | [●]                                                             | [●]                                 |

<sup>^</sup> Other parties to the Offer include Statutory Auditors, industry agencies, namely, Frost & Sullivan, etc. for the services rendered by them for the Offer.

<sup>(1)</sup> Offer expenses include applicable taxes, where applicable. Offer expenses will be finalised on determination of Offer Price and incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.

<sup>(2)</sup> Selling commission payable to the SCSBs on the portion for RIBs, Non-Institutional Bidders and Eligible Employees which are directly procured and uploaded by the SCSBs, would be as follows:

|                                        |                                                     |
|----------------------------------------|-----------------------------------------------------|
| Portion for RIBs*                      | [●]% 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 any of the Selling Shareholders to the SCSBs on the applications directly procured by them.

Processing fees payable to the SCSBs of ₹[●] per valid application (plus applicable taxes) for processing the Bid cum Application Form for Non-Institutional Bidders which are procured by the members of the Syndicate/sub- Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking.

<sup>(3)</sup> Brokerage, selling commission and processing/uploading charges on the portion for RIBs (using the UPI mechanism), Non-Institutional Bidders and Eligible Employees 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 RIBs*                      | [●]% 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.

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

In addition to the selling commission referred above, any additional amount(s) to be paid by our Company and Selling Shareholders shall be as mutually agreed in writing amongst the Book Running Lead Managers, their respective Syndicate Members, our Company and Selling Shareholders before the opening of the Offer.

Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts/Syndicate ASBA mechanism and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts/Syndicate ASBA mechanism, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

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.

Selling commission/ uploading charges payable to the Registered Brokers on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

|                                        |                                                    |
|----------------------------------------|----------------------------------------------------|
| Portion for RIBs*                      | ₹[●]/per valid application (plus applicable taxes) |
| Portion for Non-Institutional Bidders* | ₹[●]/per valid application (plus applicable taxes) |
| Portion for Eligible Employees*        | ₹[●]/per valid application (plus applicable taxes) |

Uploading charges/ processing fees for applications made by RIBs using the UPI Mechanism would be as under:

|                                          |                                                                                                                                                                                                                                                                                                                                                    |
|------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Members of the Syndicate / RTAs / CDPs / | ₹[●] per valid application (plus applicable taxes)                                                                                                                                                                                                                                                                                                 |
| Registered Brokers                       |                                                                                                                                                                                                                                                                                                                                                    |
| Sponsor Bank(s)                          | ₹[●] for applications made by UPI Bidders using the UPI mechanism*. The Sponsor Bank(s) 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.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular.

<sup>(4)</sup> Pursuant to 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 Members shall not be able to accept Bid Cum Application Form above ₹0.50 million and the same Bid Cum Application Form needs to be submitted to SCSBs

*for blocking of fund and uploading on the exchange bidding platform. To identify bids submitted by Syndicate / Sub-Syndicate Members to SCSB, a special Bid Cum Application Form with a heading / watermark, 'Syndicate ASBA' may be used by Syndicate / Sub-Syndicate Member along with SM code and Broker code mentioned on the Bid Cum Application Form to be eligible for brokerage on Allotment. However, such special forms, if used for RII Bids and NII Bids up to ₹0.50 million will not be eligible for brokerage. Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹[●] per valid Bid cum Application Form (plus applicable taxes). 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 the SEBI ICDR Master Circular.*

## **Monitoring Agency**

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency for monitoring the utilisation of the Gross Proceeds. Our Audit Committee and the monitoring agency will monitor the utilisation of the Gross Proceeds and submit the report required under the SEBI ICDR Regulations.

Our Company will disclose, and continue to disclose, the utilisation of the Gross Proceeds, including interim use, under a separate head in our balance sheet for such financial years as required under applicable law, specifying the purposes for which the Gross Proceeds have been utilised, till the time any part of the Fresh Issue proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable financial years, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly consolidated results.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. The Audit Committee will make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement indicating (a) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects; and (b) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the Objects. This information will also be published in newspapers, one in English and one in Hindi, the regional language of the jurisdiction where our Registered and Corporate Office is located, simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our directors' report, after placing the same before the Audit Committee.

## **Variation in Objects**

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

## **Bridge Financing Facilities**

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

## **Appraising Agency**

None of the Objects of the Offer for which the Net Proceeds will be utilized have been appraised by any bank or financial institution or other independent agency.

## **Other Confirmations**

Except to the extent of the proceeds received by the Selling Shareholders pursuant to the Offer for Sale, none of our Promoters, the members of the Promoter Group, Directors, Key Managerial Personnel, Senior Management Personnel

or Group Company will receive any portion of the Offer Proceeds. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue.

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, the members of the Promoter Group, Directors, our KMPs, SMPs or our Group Company. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with Promoters, the members of the Promoter Group, our Directors, our KMPs, SMPs or our Group Company in relation to the utilization of the Net Proceeds of the Offer.

## BASIS FOR OFFER PRICE

The Price Band and Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers in accordance with the SEBI ICDR Regulations, 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 Floor Price and [●] times the Cap Price, and Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The financial information included herein is derived from our Restated Consolidated Financial Information. Bidders should also see “Risk Factors”, “Summary of Restated Consolidated Financial Information”, “Our Business”, “Restated Consolidated Financial Information”, “Other Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 31, 69, 224, 300, 407 and 410, respectively, to have an informed view before making an investment decision.

### Qualitative Factors

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

- Differentiated Business Model with Presence Across the Agrochemical Value Chain;
- Unique multi-brand strategy with a Pan-India Direct Distribution Network in our Branded Formulation Business;
- Robust Product Portfolio in our Specialty Chemicals Business;
- CDMO Business with Established Relationships with Global Agrochemical Companies;
- Efficient Working Capital Cycle; and
- Experienced Promoters and Senior Management Team and Investor.

For details, see “Our Business – Our Strengths” on page 227.

### Quantitative Factors

Some of the 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” on pages 300 and 407, respectively.

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

#### A. Basic and Diluted Earnings Per Equity Share (“EPS”), as adjusted for changes in capital

| Period Ended            | Basic EPS (in ₹) | Diluted EPS (in ₹) | Weight |
|-------------------------|------------------|--------------------|--------|
| March 31, 2025          | (0.89)           | (0.89)             | 3      |
| March 31, 2024          | (1.42)           | (1.42)             | 2      |
| March 31, 2023          | (0.07)           | (0.07)             | 1      |
| <b>Weighted Average</b> | <b>(0.93)</b>    | <b>(0.93)</b>      |        |

#### Notes:

1. Restated basic and diluted earnings/ (loss) per equity share (in ₹) are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended). The face value of Equity Shares of our Company is ₹ 1.
2. Basic Earnings per share = Net profit after tax (loss after tax) as restated / Weighted average number of equity shares outstanding during the financial year/period.
3. Diluted Earnings per share = Net profit after tax (loss after tax) as restated / Weighted average number of potential equity shares outstanding during the financial year/period.
4. Weighted average = Aggregate of financial year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each financial year/period / Total of weights.

#### B. Price/Earning (“P/E”) ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

| Particulars                                                  | P/E at the Floor Price (number of times) | P/E at the Cap Price (number of times) |
|--------------------------------------------------------------|------------------------------------------|----------------------------------------|
| Based on basic EPS for Financial Year ended March 31, 2025   | [●]*                                     | [●]*                                   |
| Based on diluted EPS for Financial Year ended March 31, 2025 | [●]*                                     | [●]*                                   |

\*To be computed after finalization of price band.

### C. Industry Peer Group P/E ratio

| Particulars                        | P/E Ratio    |
|------------------------------------|--------------|
| Highest (Anupam Rasayan India Ltd) | 134.42       |
| Lowest (Dhanuka Agritech Ltd)      | 26.38        |
| <b>Average</b>                     | <b>60.63</b> |

Notes:

- The industry high and low has been considered from the industry peer set. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.
- P/E Ratio has been computed based on the closing market price of equity shares on NSE on July 01, 2025, divided by the Diluted EPS.

### D. Return on Net Worth (“RoNW”)

| Period Ended            | RoNW (%)       | Weight |
|-------------------------|----------------|--------|
| March 31, 2025          | (2.34%)        | 3      |
| March 31, 2024          | (3.64%)        | 2      |
| March 31, 2023          | (0.16%)        | 1      |
| <b>Weighted Average</b> | <b>(2.41%)</b> |        |

Notes:

- RoNW is calculated as net profit after taxation and minority interest attributable to the equity shareholders of the Company divided by net worth at the end of that year.
- Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

### E. Net Asset Value (“NAV”) per Equity Share

| Particulars           | Amount (₹) |
|-----------------------|------------|
| As on March 31, 2025* | 41.88      |
| After the Offer       |            |
| - At the Floor Price  | [●]*       |
| - At the Cap Price    | [●]*       |
| - At the Offer Price  | [●]#       |

\* To be computed after finalization of price band.

# To be determined on conclusion of the Book Building Process.

Notes:

- Net asset value per Equity Share = Net worth as restated divided by total number of outstanding equity shares during the year.
- Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

### F. Key Performance Indicators (“KPIs”)

The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated July 3, 2025 and certified by Piyush Jindal, Joint Managing Director and Chief Financial Officer, on behalf of the management of our Company by way of certificate dated July 3, 2025. The management and the members of our Audit Committee have confirmed that 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**”). Further, the management and members of our 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 P N A M & Co. LLP, Chartered Accountants, who holds a valid certificate issued by the peer review board of the Institute of Chartered Accountants of India, pursuant to their certificate dated July 3, 2025, which has been included in “*Material Contracts and Documents for Inspection – Material Documents*” on page 548.

A list of our KPIs for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 pertaining to our Company that have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of business of the Company in comparison to its peers, and other

relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for the Offer Price:

| Key Performance Indicators                                        | Units     | As at and for the financial year ended March 31, 2025 | As at and for the financial year ended March 31, 2024 | As at and for the financial year ended March 31, 2023 |
|-------------------------------------------------------------------|-----------|-------------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------|
| <b>Operational KPIs</b>                                           |           |                                                       |                                                       |                                                       |
| Number of plants/manufacturing facilities                         | Nos.      | 8                                                     | 7                                                     | 7                                                     |
| Number of active dealers in branded formulation                   | Nos.      | 14,956                                                | 13,622                                                | 12,327                                                |
| Average revenue per active dealer in branded formulation          | ₹ million | 0.63                                                  | 0.57                                                  | 0.54                                                  |
| Number of new product launched for dealers in branded formulation | Nos.      | 6                                                     | 14                                                    | 9                                                     |
| <b>Financial KPIs</b>                                             |           |                                                       |                                                       |                                                       |
| Revenue from Operations                                           | ₹ million | 15,847.80                                             | 14,045.91                                             | 11,610.18                                             |
| Gross Margin                                                      | %         | 51.07%                                                | 48.41%                                                | 41.35%                                                |
| EBITDA                                                            | ₹ million | 2,330.34                                              | 1,186.45                                              | 1,490.59                                              |
| EBITDA Margin                                                     | %         | 14.70%                                                | 8.45%                                                 | 12.84%                                                |
| PBT                                                               | ₹ million | 678.86                                                | (138.07)                                              | 767.70                                                |
| PAT                                                               | ₹ million | (142.86)                                              | (227.88)                                              | (10.17)                                               |
| PAT Margin                                                        | %         | (0.90%)                                               | (1.62%)                                               | (0.09%)                                               |
| Return on Equity                                                  | %         | (2.12%)                                               | (3.38%)                                               | (0.15%)                                               |
| Return on Capital Employed                                        | %         | 10.65%                                                | 3.96%                                                 | 8.94%                                                 |
| Net Debt                                                          | ₹ million | 6,410.82                                              | 5,430.88                                              | 5,367.71                                              |
| Net Debt to Equity                                                | Times     | 0.95                                                  | 0.81                                                  | 0.79                                                  |
| Net Fixed Assets Turnover Ratio                                   | Times     | 2.06                                                  | 1.91                                                  | NA                                                    |
| Net Working Capital Days                                          | Days      | 109                                                   | 109                                                   | NA                                                    |
| Revenue from Operations (India concentration %)                   | %         | 70.89%                                                | 63.83%                                                | 70.50%                                                |
| Revenue from Operations (Outside India concentration %)           | %         | 29.11%                                                | 36.17%                                                | 29.50%                                                |
| % Revenue from Branded Formulation                                | %         | 62.47%                                                | 58.76%                                                | 65.73%                                                |
| % Revenue from Specialty Chemicals                                | %         | 17.30%                                                | 10.61%                                                | 6.78%                                                 |
| % Revenue from CDMO                                               | %         | 27.01%                                                | 35.47%                                                | 30.14%                                                |

**Notes:**

1. Number of plants/manufacturing facilities refers to the count of plants used for manufacturing / production by the Company (including its subsidiaries)
2. Number of active dealers indicates the number of dealers with sales during the year for branded formulation
3. Average revenue per active dealer is calculated as sales made to the branded formulation dealers divided by Number of active dealers
4. Number of new product launched for dealers in branded formulation indicates number of new products launched for dealers in branded formulation business in the relevant period / year
5. Revenue from Operations means the revenue from operations as appearing in the Restated Consolidated Financial Information for the relevant period / year
6. Gross Margin is calculated as Gross profit divided by Revenue from Operations. Gross profit is calculated as net of Revenue from Operations minus Cost of materials consumed, Purchase of stock-in-trade and Changes in inventories of finished goods, work-in-progress, stock-in-trade as appearing in the Restated Consolidated Financial Information for the relevant periods / year

7. EBITDA is calculated as profit / (loss) for the year, plus total tax expense/(credit) for the year, finance costs and depreciation and amortization expenses, excluding other income and before any exceptional items.
8. EBITDA Margin is calculated as EBITDA divided by revenue from operations.
9. PBT means profit before taxes and before any exceptional items for the year/ period as appearing in the Restated Consolidated Financial Information for the relevant periods / year
10. PAT means profit after taxes for the year/ period as appearing in the Restated Consolidated Financial Information for the relevant periods / year
11. PAT Margin (%) is calculated as PAT divided by Revenue from Operations.
12. Return on Equity is calculated as profit after tax from continuing operations divided by Total Equity for the relevant period. Total Equity will be as appearing in the Restated Consolidated Financial Information.
13. Return on Capital Employed is calculated as Earnings before interest and tax (EBIT) divided by Capital employed. EBIT is calculated as profit / (loss) for the year plus total tax expense / (credit) plus finance costs, less other income and exceptional items. Capital employed is calculated as the sum of Tangible net worth (i.e. Total assets excluding Goodwill, Other intangible assets and Intangible assets under development reduced by total liabilities), non-current borrowings and current borrowings less deferred tax assets (net).
14. Net Debt is calculated as the sum of non-current borrowings and Current borrowings less cash and cash equivalents and other bank balances
15. Net Debt to Equity is calculated as Net Debt divided by Total Equity. Total Equity will be as appearing in the Restated Consolidated Financial Information.
16. Net Fixed Assets Turnover Ratio is calculated as Revenue from operations for the period/year divided by average net Property, plant and equipment, Capital work-in-progress & Right-of-use assets as appearing in the Restated Consolidated Financial Information
17. Net Working Capital Days is calculated as Inventory days plus Trade receivable days minus Trade payable days. Inventory days are calculated as average Inventory over the current period and previous period divided by revenue multiplied by 365 days. Trade receivable days are calculated as average Trade receivables over the current period and previous period divided by Revenue from operations multiplied by 365 days. Trade payable days are calculated as average Trade payable over the current period and previous period divided by revenue multiplied by 365 days.
18. Revenue from Operations (India concentration %) is calculated as Revenue from operations in India divided by Revenue from operations for the relevant period/year
19. Revenue from Operations (Outside India concentration %) is calculated as Revenue from operations outside India divided by Revenue from operations for the relevant period/year
20. % Revenue from Branded Formulation is calculated as Revenue from operations from Branded Formulation divided by Revenue from operations for the relevant period/year
21. % Revenue from Specialty Chemicals is calculated as Revenue from operations from Specialty Chemicals divided by Revenue from operations for the relevant period/year
22. % Revenue from CDMO is calculated as Revenue from operations from CDMO divided by Revenue from operations for the relevant period/year

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” on pages 224 and 410, respectively.

Subject to applicable law, the Company confirms that it shall continue to disclose all the KPIs included in this “Basis for Offer Price” 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 that is the later of at least one year after the date of listing of the Equity Shares on the Stock Exchanges or until the utilisation of the Offer Proceeds as detailed in “Objects of the Offer” on page 102, or for such other period as may be required under the SEBI ICDR Regulations.

**G. Description on the historic use of the KPIs by our Company to analyse, 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 financial and operating performance. 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. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. 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 metrics 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 Company’s management



believes that it provides an additional tool for Bidders to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Bidders are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. See “*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition*” on page 60.

| Key metrics                                                       | Significance of the KPIs                                                                                                                                                                                          |
|-------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Operational KPIs</b>                                           |                                                                                                                                                                                                                   |
| Number of plants/manufacturing facilities                         | This metric provides the number of manufacturing plants / facilities of the Company                                                                                                                               |
| Number of active dealers in branded formulation                   | This helps in tracking the number of dealers with sales during the year for branded formulation                                                                                                                   |
| Average revenue per active dealer in branded formulation          | This helps in tracking the branded formulation sales per active dealer during the period                                                                                                                          |
| Number of new product launched for dealers in branded formulation | This metric helps in tracking the no. of new product brands launched in the relevant period / year                                                                                                                |
| <b>Financial KPIs</b>                                             |                                                                                                                                                                                                                   |
| Revenue from Operations                                           | Revenue from Operations represents scale of our Company's business as well as provides information regarding a Company's overall financial performance                                                            |
| Gross Margin                                                      | Gross Margin is an indicator of the profitability on Revenue from Operations                                                                                                                                      |
| EBITDA                                                            | EBITDA provides information regarding the operational efficiency of the business                                                                                                                                  |
| EBITDA Margin                                                     | It is an indicator of the profitability of a Company's business and assists in tracking the margin profile of our company's business                                                                              |
| PBT                                                               | It is an indicator of profits generated from business before considering taxes                                                                                                                                    |
| PAT                                                               | It represents the restated profit / loss for the period / year from continuing operations as per Restated Consolidated Financial Information that a Company makes for the financial year or during a given period |
| PAT Margin                                                        | It is an indicator of the overall profitability and financial performance of the business                                                                                                                         |
| Return on Equity                                                  | It represents how efficiently a Company generates profits from their shareholders funds                                                                                                                           |
| Return on Capital Employed                                        | It represents how efficiently a Company generates earnings before interest & tax from the capital employed                                                                                                        |
| Net Debt                                                          | It helps in a company's financial health and provides a more realistic view of a company's debt burden                                                                                                            |
| Net Debt to Equity                                                | It enables a company to measure the company's reliance on debt versus its own equity and measure net financial leverage                                                                                           |
| Net Fixed Assets Turnover Ratio                                   | It is a key efficiency ratio that reveals how effectively a company utilizes its long-term assets to generate revenue                                                                                             |
| Net Working Capital Days                                          | Net Working Capital days indicate the working capital requirements in relation to revenue generated from operations                                                                                               |
| Revenue from Operations (India concentration %)                   | Revenue concentration in India helps in understanding Company's revenue streams specific to India                                                                                                                 |
| Revenue from Operations (Outside India concentration %)           | Revenue concentration Outside India helps in understanding Company's revenue streams specific to outside India                                                                                                    |
| % Revenue from Branded Formulation                                | Revenue % by branded formulation vertical wise helps in understanding vertical wise break up of our Company's revenue streams                                                                                     |
| % Revenue from Specialty Chemicals                                | Revenue % by specialty chemicals vertical wise helps in understanding vertical wise break up of our Company's revenue streams                                                                                     |
| % Revenue from CDMO                                               | Revenue % by CDMO vertical wise helps in understanding vertical wise break up of our Company's revenue streams                                                                                                    |

**Comparison of Key Performance Indicators over time shall be explained based on additions or dispositions to our business**

Our Company has not made any additions or dispositions to its business during the Fiscals 2025, 2024 and 2023 except for the acquisition of Briar Chemicals Limited pursuant to Share purchase agreement dated October 10, 2022 (“Briar SPA”) entered into by and amongst Briar Holding GmbH (“Seller”), AURELIUS Equity Opportunities SE & Co. KGaA, Safex Holdings UK Limited (“Purchaser”) and our Company.

For further details see “History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc., in the last 10 years” on page 257.

The acquisition of the Briar Chemicals Limited has resulted in an increase our Revenue from Operations, Gross Margin, EBITDA, Net Debt and Net Debt to Equity and decrease in EBITDA Margin, PBT, PAT, PAT Margin, Return on Equity and Return on Capital Employed

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” on pages 224 and 548, respectively.

## H. Comparison with listed industry peers

The following table provides a comparison of certain accounting ratios of our Company with our peer group. The peer group has been determined on the basis of companies listed on Indian stock exchanges and globally, whose business profile is comparable to our businesses in terms of our size and our business model:

| Name of Company                  | Face value (₹ per share) | Revenue from Operations (₹ in millions) | EPS (₹) |         | EV/EBITDA | P/E    | NAV as at March 31, 2025 (₹ per share) | RONW (%) |
|----------------------------------|--------------------------|-----------------------------------------|---------|---------|-----------|--------|----------------------------------------|----------|
|                                  |                          |                                         | Basic   | Diluted |           |        |                                        |          |
| Safex Chemicals Limited*         | 1.00                     | 15,847.80                               | (0.89)  | (0.89)  | [•]^      | [•]^   | 41.88                                  | (2.34)%  |
| Bayer Cropscience Ltd            | 10.00                    | 54,734.00                               | 126.38  | 126.38  | 40.16     | 50.33  | 634.24                                 | 19.93%   |
| Sumitomo Chemical India Ltd      | 10.00                    | 31,485.00                               | 10.13   | 10.13   | 40.87     | 51.13  | 58.20                                  | 17.43%   |
| Rallis India Ltd                 | 1.00                     | 26,629.40                               | 6.43    | 6.43    | 22.03     | 50.77  | 97.92                                  | 6.57%    |
| Dhanuka Agritech Ltd             | 2.00                     | 20,351.50                               | 65.55   | 65.55   | 18.81     | 26.38  | 311.17                                 | 21.17%   |
| Navin Fluorine International Ltd | 2.00                     | 23,493.80                               | 58.20   | 58.14   | 48.04     | 84.07  | 529.59                                 | 10.99%   |
| Vinati Organics Ltd              | 1.00                     | 22,481.70                               | 39.09   | 39.09   | 35.00     | 50.03  | 269.45                                 | 14.51%   |
| PI Industries Ltd                | 1.00                     | 79,778.00                               | 109.44  | 109.42  | 27.77     | 37.97  | 669.47                                 | 16.35%   |
| Anupam Rasayan India Ltd         | 10.00                    | 14,369.74                               | 8.50    | 8.50    | 34.30     | 134.42 | 259.28                                 | 5.61%    |

\*\*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 Financial Information of the respective companies for the year ended March 31, 2025 submitted to stock exchanges.

\* Financial information of our Company has been derived from the Restated Consolidated Financial Information.

^^ To be computed after finalisation of price band

### Notes:

1. Revenue from operations, face value, earning per share are as appearing in the Financial Information of the peers.
2. P/E ratio for the listed industry peers has been computed based on the closing market price of equity shares on NSE as on July 01, 2025 divided by the diluted earnings per share for the year ended March 31, 2025.
3. EV/ EBITDA ratio for the listed industry peers has been computed as the market capitalization of the industry peers based on the closing market price of equity shares on NSE on July 01, 2025, plus the net debt as on March 31, 2025 divided by EBITDA for the year ended March 31, 2025.
4. NAV per share is calculated as total asset value divided by total number of outstanding equity shares as at March 31, 2025, where total asset value is calculated as total assets less total liabilities of the peer.
5. RoNW is calculated as net profit after taxation and minority interest attributable to the equity shareholders of the Company divided by net worth at the end of that year.

Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

**I. Comparison of the KPIs of our Company with Listed Industry Peers**

| As at and for the financial year ended March 31, 2025                           | Safex Chemicals | Sumitomo Chemicals India | Bayer Crop Sciences | Dhanuka Agritech | Rallis India | PI Industries | Anupam Rasayan | Vinati Organics | Navin Fluorine |
|---------------------------------------------------------------------------------|-----------------|--------------------------|---------------------|------------------|--------------|---------------|----------------|-----------------|----------------|
| <b>Operational Benchmarking</b>                                                 |                 |                          |                     |                  |              |               |                |                 |                |
| Number of Plants / manufacturing locations                                      | 8               | N/A                      | N/A                 | N/A              | N/A          | N/A           | N/A            | N/A             | N/A            |
| Number of active dealers in branded formulation business                        | 14,956          | N/A                      | N/A                 | N/A              | N/A          | N/A           | N/A            | N/A             | N/A            |
| Average Revenue per active dealer in branded formulation business (INR Million) | 0.63            | N/A                      | N/A                 | N/A              | N/A          | N/A           | N/A            | N/A             | N/A            |
| Number of new product launched for dealers in branded formulation business      | 6               | N/A                      | N/A                 | N/A              | N/A          | N/A           | N/A            | N/A             | N/A            |
| <b>Financial Benchmarking</b>                                                   |                 |                          |                     |                  |              |               |                |                 |                |
| Revenue from Operations (INR Million)                                           | 15,847.80       | 31,485.24                | 54,734.00           | 20,351.52        | 26,630.00    | 79,778.00     | 14,369.74      | 22,481.70       | 23,493.80      |
| Gross Margin (in %)                                                             | 51.07%          | 40.96%                   | 37.90%              | 40.10%           | 40.63%       | 52.73%        | 57.93%         | 46.80%          | 55.79%         |
| EBITDA (INR Million)                                                            | 2,330.34        | 6,320.53                 | 6,896.00            | 4,166.08         | 2,867.60     | 21,833.00     | 4,008.69       | 5,809.20        | 5,337.20       |
| EBITDA Margin (in %)                                                            | 14.70%          | 20.07%                   | 12.60%              | 20.47%           | 10.77%       | 27.37%        | 27.90%         | 25.84%          | 22.72%         |

| As at and for the financial year ended March 31, 2025 | Safex Chemicals | Sumitomo Chemicals India | Bayer Crop Sciences | Dhanuka Agritech | Rallis India | PI Industries | Anupam Rasayan | Vinati Organics | Navin Fluorine |
|-------------------------------------------------------|-----------------|--------------------------|---------------------|------------------|--------------|---------------|----------------|-----------------|----------------|
| PBT before Exceptional Items (INR Million)            | 678.86          | 6,802.35                 | 7,074.00            | 3,921.41         | 1,855.00     | 21,420.00     | 1,978.50       | 5,361.80        | 3,800.90       |
| PAT (INR Million)                                     | (142.86)        | 5,064.43                 | 5,680.00            | 2,969.60         | 1,251.30     | 16,602.00     | 1,599.72       | 4,052.50        | 2,886.00       |
| PAT Margin (in %)                                     | (0.90%)         | 16.10%                   | 10.40%              | 14.60%           | 4.70%        | 20.80%        | 11.13%         | 18.03%          | 12.30%         |
| Return on Equity (in %)                               | (2.12%)         | 17.43%                   | 19.93%              | 21.17%           | 6.57%        | 16.35%        | 5.61%          | 14.51%          | 10.99%         |
| Return on Capital Employed (in %)                     | 10.65%          | 19.82%                   | 20.20%              | 28.03%           | 10.05%       | 19.42%        | 6.84%          | 15.48%          | 13.17%         |
| Net Debt (INR Million)                                | 6,410.82        | (236.80)                 | (8,937.00)          | 408.01           | (300.90)     | (23,879.00)   | 11,901.00      | 587             | 14,002.10      |
| Net Debt/Equity                                       | 0.95            | (0.01)                   | (0.31)              | 0.03             | (0.02)       | (0.24)        | 0.42           | 0.02            | 0.53           |
| Net Fixed Asset Turnover Ratio                        | 2.06            | 6.61                     | 11.49               | 5.68             | 3.52         | 2.28          | 0.68           | 1.15            | 0.86           |
| Net Working Capital Days (days)                       | 109             | 110                      | 157                 | 120              | 105          | 62            | 359            | 105             | 90             |
| Revenue from Operations in India in % terms           | 70.89%          | 78.00%                   | N/A                 | N/A              | N/A          | N/A           | N/A            | N/A             | N/A            |
| Revenue from Operations outside India in % terms      | 29.11%          | 22.00%                   | N/A                 | N/A              | N/A          | N/A           | N/A            | N/A             | N/A            |
| % Revenue from Branded Formulation                    | 62.47%          | N/A                      | N/A                 | N/A              | N/A          | N/A           | N/A            | N/A             | N/A            |
| % Revenue from Specialty Chemicals                    | 17.30%          | N/A                      | N/A                 | N/A              | N/A          | N/A           | N/A            | N/A             | N/A            |
| % Revenue from CDMO                                   | 27.01%          | N/A                      | N/A                 | N/A              | N/A          | N/A           | N/A            | N/A             | N/A            |

| As at and for the financial year ended<br>March 31, 2024                        | Safex<br>Chemicals | Sumitomo<br>Chemicals<br>India Ltd | Bayer Crop<br>Sciences | Dhanuka<br>Agritech | Rallis India | PI Industries | Anupam<br>Rasayan | Vinati<br>Organics | Navin<br>Fluorine |
|---------------------------------------------------------------------------------|--------------------|------------------------------------|------------------------|---------------------|--------------|---------------|-------------------|--------------------|-------------------|
| <b>Operational Benchmarking</b>                                                 |                    |                                    |                        |                     |              |               |                   |                    |                   |
| Number of Plants/Manufacturing Locations                                        | 7                  | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| Number of active dealers in branded formulation business                        | 13,622             | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| Average Revenue per active dealer in branded formulation business (INR Million) | 0.57               | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| Number of new product launched for dealers in branded formulation business      | 14                 | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| <b>Financial Benchmarking</b>                                                   |                    |                                    |                        |                     |              |               |                   |                    |                   |
| Revenue from Operations (INR Million)                                           | 14,045.91          | 28,439.47                          | 51,062.00              | 17,585.44           | 26,483.80    | 76,658.00     | 14,750.69         | 18,999.57          | 20,650.10         |
| Gross Margin (in %)                                                             | 48.41%             | 37.58%                             | 42.98%                 | 39.03%              | 40.43%       | 49.94%        | 58.35%            | 46.77%             | 54.70%            |
| EBITDA (INR Million)                                                            | 1,186.45           | 4,745.75                           | 9,725.00               | 3,274.44            | 3,111.50     | 20,252.00     | 3,806.58          | 4,697.20           | 3,982.70          |
| EBITDA Margin (in %)                                                            | 8.45%              | 16.70%                             | 19.05%                 | 18.60%              | 11.75%       | 26.40%        | 24.72%            | 24.70%             | 19.30%            |
| PBT before Exceptional Items (INR Million)                                      | (138.07)           | 5,029.48                           | 9,414.00               | 3,187.54            | 1,949.80     | 18,947.00     | 2,417.69          | 4,319.70           | 2,834.00          |
| PAT (INR Million)                                                               | (227.88)           | 3,697.44                           | 7,405.00               | 2,390.93            | 1,478.70     | 16,815.00     | 1,674.34          | 3,229.68           | 2,705.00          |
| PAT Margin (in %)                                                               | (1.62%)            | 13.00%                             | 14.50%                 | 13.60%              | 5.60%        | 21.94%        | 11.35%            | 17.00%             | 13.10%            |
| Return on Equity (in %)                                                         | (3.38%)            | 15.13%                             | 25.99%                 | 19.04%              | 8.08%        | 19.26%        | 6.06%             | 13.12%             | 11.35%            |
| Return on Capital Employed (in %)                                               | 3.96%              | 17.32%                             | 32.37%                 | 22.76%              | 12.55%       | 21.06%        | 7.67%             | 15.27%             | 10.77%            |
| Net Debt (INR Million)                                                          | 5,430.88           | (1,828.18)                         | (11,640.00)            | (8.40)              | (299.60)     | (25,760.00)   | 7,303.87          | (81.50)            | 13,124.00         |
| Net Debt/Equity                                                                 | 0.81               | (0.07)                             | (0.41)                 | 0.00                | (0.02)       | (0.30)        | 0.25              | 0.00               | 0.55              |
| Net Fixed Asset Turnover Ratio                                                  | 1.91               | 5.82                               | 12.55                  | 5.16                | 3.45         | 2.70          | 0.88              | 1.21               | 0.98              |
| Net Working Capital Days (days)                                                 | 109                | 144                                | 188                    | 118                 | 102          | 57            | 278               | 116                | 121               |
| Revenue from Operations in India in % terms                                     | 63.83%             | 79.55%                             | 94.42%                 | 98.38%              | 76.62%       | 17.86%        | 60.69%            | 45.71%             | 34.89%            |
| Revenue from Operations outside India in % terms                                | 36.17%             | 19.53%                             | 5.58%                  | 1.62%               | 23.38%       | 82.14%        | 37.11%            | 54.29%             | 65.11%            |
| % Revenue from Branded Formulation                                              | 58.76%             | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| % Revenue from Specialty Chemicals                                              | 10.61%             | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| % Revenue from CDMO                                                             | 35.47%             | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |

| As at and for the financial year ended<br>March 31, 2023                        | Safex<br>Chemicals | Sumitomo<br>Chemicals<br>India Ltd | Bayer Crop<br>Sciences | Dhanuka<br>Agritech | Rallis India | PI Industries | Anupam<br>Rasayan | Vinati<br>Organics | Navin<br>Fluorine |
|---------------------------------------------------------------------------------|--------------------|------------------------------------|------------------------|---------------------|--------------|---------------|-------------------|--------------------|-------------------|
| <b>Operational Benchmarking</b>                                                 |                    |                                    |                        |                     |              |               |                   |                    |                   |
| Number of Plants/Manufacturing Locations                                        | 7                  | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| Number of active dealers in branded formulation business                        | 12,327             | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| Average Revenue per active dealer in branded formulation business (INR Million) | 0.54               | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| Number of new product launched for dealers in branded formulation business      | 9                  | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| <b>Financial Benchmarking</b>                                                   |                    |                                    |                        |                     |              |               |                   |                    |                   |
| Revenue from Operations (INR Million)                                           | 11,610.18          | 35,109.68                          | 51,397.00              | 17,002.20           | 29,669.75    | 64,920.00     | 16,019.05         | 20,847.06          | 20,774.00         |
| Gross Margin (in %)                                                             | 41.35%             | 35.33%                             | 45.21%                 | 34.39%              | 34.50%       | 45.28%        | 56.08%            | 48.03%             | 56.87%            |
| EBITDA (INR Million)                                                            | 1,490.59           | 6,665.97                           | 9,242.00               | 2,786.90            | 2,183.40     | 15,489.00     | 4,313.60          | 5,954.21           | 5,503.00          |
| EBITDA Margin (in %)                                                            | 12.84%             | 19.00%                             | 18.00%                 | 16.40%              | 7.36%        | 23.86%        | 26.93%            | 28.56%             | 26.50%            |
| PBT before Exceptional Items (INR Million)                                      | 767.70             | 6,541.76                           | 8,863.00               | 3,027.21            | 1,274.50     | 14,443.00     | 3,061.87          | 6,152.82           | 4,958.70          |
| PAT (INR Million)                                                               | (10.17)            | 5,022.09                           | 7,582.00               | 2,335.02            | 919.44       | 12,295.00     | 2,168.46          | 4,579.74           | 3,751.80          |
| PAT Margin (in %)                                                               | (0.09%)            | 14.30%                             | 14.75%                 | 13.73%              | 3.10%        | 18.94%        | 13.54%            | 21.97%             | 18.06%            |
| Return on Equity (in %)                                                         | (0.15%)            | 21.09%                             | 27.96%                 | 22.00%              | 5.31%        | 17.08%        | 9.14%             | 20.69%             | 17.17%            |
| Return on Capital Employed (in %)                                               | 8.94%              | 25.90%                             | 32.52%                 | 24.48%              | 8.09%        | 18.79%        | 11.14%            | 23.06%             | 18.47%            |
| Net Debt (INR Million)                                                          | 5,367.71           | (3,028.48)                         | (8,680.00)             | (4.75)              | 577.47       | (22,429.00)   | 2,232.92          | 222.49             | 8,138.40          |
| Net Debt/Equity                                                                 | 0.79               | (0.13)                             | (0.32)                 | 0.00                | 0.03         | (0.31)        | 0.09              | 0.01               | 0.37              |
| Net Fixed Asset Turnover Ratio                                                  | NA                 | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| Net Working Capital Days (days)                                                 | NA                 | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| Revenue from Operations in India in % terms                                     | 70.50%             | 74.25%                             | 94.40%                 | 99.03%              | 70.15%       | 22.51%        | 46.96%            | 39.05%             | 33.65%            |
| Revenue from Operations outside India in % terms                                | 29.50%             | 24.68%                             | 5.60%                  | 0.97%               | 29.85%       | 77.49%        | 53.04%            | 60.95%             | 66.35%            |
| % Revenue from Branded Formulation                                              | 65.73%             | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| % Revenue from Specialty Chemicals                                              | 6.78%              | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |
| % Revenue from CDMO                                                             | 30.14%             | N/A                                | N/A                    | N/A                 | N/A          | N/A           | N/A               | N/A                | N/A               |

**J. Weighted average cost of acquisition (“WACA”), floor price and cap price**

- a) **Price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding 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 paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”)**

There have been no primary issuances of Equity Shares or convertible securities (excluding 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 paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), 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 bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoter, members of the Promoter Group, Selling Shareholders or Shareholders with the right to nominate directors on our Board 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 paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)**

There have been no secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoter, members of the Promoter Group, Selling Shareholders or Shareholders with the right to nominate directors on our Board 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 paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), 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 under point (a) and (b) above, the following are the details of price per share of the Company basis the last five primary or secondary transactions (secondary transactions where Promoter, members of the Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:**

| Date of Allotment | Nature of Transaction                                      | Number of shares Transacted | Adjusted Number of Equity Shares* | Face Value per Equity Share (₹) | Issue price per Equity Share | Adjusted issue price per Equity Share* | Nature of allotment     | Nature of Consideration | Total Consideration (in ₹) | Total Consideration (in ₹ million) |
|-------------------|------------------------------------------------------------|-----------------------------|-----------------------------------|---------------------------------|------------------------------|----------------------------------------|-------------------------|-------------------------|----------------------------|------------------------------------|
| May 2, 2025       | Transfer from Surinder Kumar Chaudhary to Garima Chaudhary | 5,832,723                   | N/A                               | 1.00                            | Nil                          | N/A                                    | Transfer by way of gift | Gift                    | Nil                        | Nil                                |
| May 6, 2025       | Transfer from Rajesh Kumar Jindal to Kiran Jindal          | 1,869,174                   | N/A                               | 1.00                            | Nil                          | N/A                                    | Transfer by way of gift | Gift                    | Nil                        | Nil                                |

| Date of Allotment                                                                                | Nature of Transaction                                  | Number of shares Transacted | Adjusted Number of Equity Shares* | Face Value per Equity Share (₹) | Issue price per Equity Share | Adjusted issue price per Equity Share* | Nature of allotment     | Nature of Consideration | Total Consideration (in ₹) | Total Consideration (in ₹ million) |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------|-----------------------------|-----------------------------------|---------------------------------|------------------------------|----------------------------------------|-------------------------|-------------------------|----------------------------|------------------------------------|
| May 6, 2025                                                                                      | Transfer from Rajesh Kumar Jindal to Ishan Jindal      | 1,194,674                   | N/A                               | 1.00                            | Nil                          | N/A                                    | Transfer by way of gift | Gift                    | Nil                        | Nil                                |
| May 22, 2025                                                                                     | Transfer from Rajesh Kumar Jindal to Mishika Jindal    | 498,769                     | N/A                               | 1.00                            | Nil                          | N/A                                    | Transfer by way of gift | Gift                    | Nil                        | Nil                                |
| June 23, 2025                                                                                    | Transfer from Bharat Bhushan Jindal to Karishma Jindal | 30,000                      | N/A                               | 1.00                            | Nil                          | N/A                                    | Transfer by way of gift | Gift                    | Nil                        | Nil                                |
| <b>Weighted average cost of acquisition (WACA) (secondary transactions) (₹ per Equity Share)</b> |                                                        |                             |                                   |                                 |                              |                                        |                         |                         |                            | <b>Nil</b>                         |

- d) **The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on the primary/secondary transactions described in I above and are disclosed below:**

| Types of transactions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | WACA# | Floor Price (in times) | Cap Price (in times) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------|------------------------|----------------------|
| Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/ employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days                                                                                                     |  | [●]   | [●] times*             | [●] times*           |
| Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where Promoter, members of the Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate Directors on our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days |  | [●]   | [●] times*             | [●] times*           |
| Note: Since there were no primary or secondary transactions of equity shares of our Company during the 18 months to report (a) and (b), the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where Promoter, members of the Promoter Group, Selling Shareholders or shareholder(s) having the right to nominate directors on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction, is as below:                                                                                                                                                                |  |       |                        |                      |
| Last five primary transactions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  | 99.33 | [●] times*             | [●] times*           |



| Types of transactions            | WACA# | Floor Price (in times) | Cap Price (in times) |
|----------------------------------|-------|------------------------|----------------------|
| Last five secondary transactions | -     | [●] times*             | [●] times*           |

\* To be computed after finalization of price band.

# As certified by P N A M & Co. LLP, Chartered Accountants, by way of their certificate dated July 3, 2025.

**e) Justification for Basis of Offer price**

- The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by the Selling Shareholders or other shareholders with rights to nominate directors on our Board by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Draft Red Herring Prospectus compared to our Company's KPIs for the Financial Years 2025, 2024 and 2023.**

[●]\*

\* To be included in the Price Band.

- The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by the Selling Shareholders or other shareholders with the right to nominate directors on our Board by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Draft Red Herring Prospectus compared to our financial ratios for the Financial Years 2025, 2024 and 2023.**

[●]\*

\* To be included in the Price Band.

- The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by the Selling Shareholders or other shareholders with the right to nominate directors on our Board by way of primary and secondary transactions in view of external factors, if any.**

[●]\*

\* To be included in the Price Band.

The Offer Price of ₹[●] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process. Bidders should read the abovementioned information along with "Risk Factors", "Our Business" and "Financial Information" on pages 31, 224 and 300, respectively, to have a more informed view.

## STATEMENT OF SPECIAL TAX BENEFITS

The Board of Directors  
**Safex Chemicals (India) Limited,**  
4th & 5th Floor NDM-1, Place, Block-A Netaji Subhash,  
Shakur Pur I Block, 09-Delhi 91-India, Pin Code – 110085

**Date: 03 July, 2025**

**Subject: Statement of special tax benefits (“the Statement”) available to Safex Chemicals (India) Limited (“the Company”), its shareholders and Indo Swiss Chemicals Limited, Smith N Smith Chemicals Limited and Shogun Organics Limited (together, the “Material Subsidiaries”) audited by us, 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 7<sup>th</sup> June 2025

We hereby report that the enclosed **Annexure II and III** prepared by the Company, initialled by us for identification purpose, states the special tax benefits available to the Company, its shareholders and the Material Subsidiaries audited by us, under direct and indirect taxes (together “**the Tax Laws**”), presently in force in India as on 03 July 2025 which are defined in **Annexure I**. These special tax benefits are dependent on the Company, its shareholders and its Material Subsidiaries audited by us, fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company, its shareholders and its Material Subsidiaries audited by us, 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, its shareholders and its Material Subsidiaries audited by us, may or may not choose to fulfil.

The benefits discussed in the enclosed **Annexures II and III** cover the special tax benefits available to the Company, its shareholders and its Material Subsidiaries audited by us, and do not cover any general tax benefits available to the Company, its shareholders and its Material Subsidiaries audited by us. Further, the preparation of the enclosed **Annexure II and III** and its contents, which is to be included in Draft Red Herring Prospectus, is the responsibility of the Management of the Company and has been approved by the board of directors of the Company at its meeting held on 3<sup>rd</sup> July 2025. We were informed that 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 **Annexures II and III** 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 and its Material Subsidiaries audited by us, 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 prepared in connection with the Proposed Offer to be filed by the Company with the Securities and Exchange Board of India 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

**Sd/-**  
**Sujay Paul**  
**Partner**  
Membership Number: 096314  
UDIN: 25096314BMNWOP5876

**Date:** 03 July, 2025  
**Place:** Noida

## Annexure I

### List of Direct and Indirect Tax Laws (“TAX LAWS”)

| S. no. | Details of tax laws                                                                                                                                                                                                                                                                                                                                                                                                |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | Income Tax Act, 1961 and Income-tax Rules, 1962 (read with applicable circulars and notifications) as amended by the Finance Act, 2025.                                                                                                                                                                                                                                                                            |
| 2.     | Central Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under,<br><br>The Integrated Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under,<br><br>Applicable State/ Union Territory Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under |
| 3.     | The Customs Act, 1962 including the relevant rules, notifications and circulars issued there under                                                                                                                                                                                                                                                                                                                 |
| 4.     | The Customs Tariff Act, 1975 including the relevant rules, notifications and circulars issued there under                                                                                                                                                                                                                                                                                                          |
| 5.     | The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) read with corresponding rules and regulations.                                                                                                                                                                                                                                                                      |

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## Annexure II

### STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SAFEX CHEMICALS (INDIA) LIMITED (THE “COMPANY”), ITS SHAREHOLDERS AND THE MATERIAL SUBSIDIARIES AUDITED BY US, UNDER THE APPLICABLE DIRECT TAX LAWS IN INDIA i.e., INCOME TAX ACT, 1961

Outlined below are the special tax benefits available to the Company, its Shareholders and the Material Subsidiaries audited by us, under the Income Tax Act, 1961 (“the ITA”) read with Income Tax Rules 1962 (“the Rules”), circulars, notifications, as amended by the Finance Act 2025 (collectively hereinafter referred to as the “**Income Tax Laws**”). These special tax benefits are subject to fulfillment of conditions prescribed under the relevant Income Tax Laws by the Company or its shareholders or its Material Subsidiaries.

#### I. Special tax benefits available to the Company and its Material Subsidiaries

##### 1. Beneficial corporate tax rate - Section 115BAA of the ITA

Section 115BAA of the ITA, introduced vide The Taxation Laws (Amendment) Act, 2019, lays down certain conditions on fulfillment of which domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess). The option to apply for this tax rate is available from Financial Year (‘FY’) 2019-20 relevant to Assessment Year (‘AY’) 2020-21 and the option once exercised shall apply to subsequent AYs. The concessional tax rate of 22% (plus surcharge of 10% and health and education cess of 4%) is subject to a company not availing any of the following deductions / exemptions under the provisions of the ITA:

- Section 10AA: Tax holiday available to units in a Special Economic Zone.
- Section 32(1)(iia): Additional depreciation.
- Section 32AD: Investment allowance.
- Section 33AB / 33ABA: Tea coffee rubber development expenses / site restoration expenses
- Section 35(1)(ii) or 35(1)(iia) or 35(1)(iii) / 35(2AA) / 35(2AB): Expenditure on scientific research.
- Section 35AD: Deduction for capital expenditure incurred on specified businesses.
- Section 35CCC / 35CCD: Expenditure on agricultural extension / skill development.
- Section 80LA of the ITA other than deduction applicable to a unit in the International Financial Services Centre, as referred to in sub-section (1A) of Section 80LA of the ITA
- Chapter VI A other than the provisions of section 80JJAA and section 80M of the ITA.

The total income of a company availing the concessional 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. A company can exercise the option to apply for the beneficial tax regime in its return of income filed under section 139(1) of the ITA. Further, provisions of Minimum Alternate Tax (‘MAT’) under section 115JB of the ITA shall not be applicable to companies availing this concessional tax rate.

The provisions do not specify any limitation / condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional tax rate by filing Form 10-IC which is a pre-requisite for availing the concessional tax rates under section 115BAA of the ITA.

Further, if the conditions mentioned in Section 115BAA are not satisfied in any financial year, the option exercised shall become invalid for assessment year in respect of such financial year and subsequent assessment years, and the other provisions of the Act shall apply as if the option under Section 115BAA had not been exercised.

*Note: The Company and its Material Subsidiaries have opted for the beneficial tax regime rate under section 115BAA of the Act and are availing concessional effective tax rate of 25.168% (including applicable surcharge and health and education cess).*

## **2. Deduction in respect of employment of new employees- Section 80JJAA of the ITA**

As per section 80JJAA of the ITA, where a company is subject to tax audit under section 44AB of the ITA and derives income from business, 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 previous year, for 3 consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred.

Additional employee cost means the total emoluments paid or payable to additional employees employed in the previous year 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. These employees should have total salary not more than Rs. 25,000/- per month and should also be a member of a recognized provident fund.

The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in sub-section (2) of section 80JJAA of the ITA. Further, to claim the aforesaid deduction, the Company is required to furnish the report of an accountant electronically in Form 10DA containing the particulars of deduction prior to the due date of filing tax audit report as per section 44AB of the ITA.

At present neither the Company nor its Material Subsidiaries are claiming any deduction under section 80JJAA of the ITA

## **3. Deduction in respect of inter-corporate dividends – Section 80M of the ITA**

As per the provisions of section 80M of the ITA, inserted with effect from 01 April 2020 i.e., AY 2021-22, 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. The amount of deduction so claimed should not exceed the amount of dividend distributed by it on or before the due date. In this case, due date means one month prior to the due date of furnishing return of income under sub section (1) of section 139 of the ITA.

The company has subsidiaries and thus, the company should be eligible to claim deduction under section 80M of the ITA in respect of dividends received (if any) from its subsidiary and further distributed to its shareholders subject to fulfillment of other conditions.

At present neither the Company nor its Material Subsidiaries are claiming any deduction under section 80M of the ITA.

## **4. Deduction in respect of certain preliminary expenses – Section 35D of the ITA**

In accordance with and subject to the fulfillment of conditions as laid out under section 35D of the Act, a Company is entitled to amortize preliminary expenditure, being specified expenditure incurred in connection with the issue for public subscription or such expenditure as prescribed under section 35D of the Act, subject to the limit specified therein (viz maximum 5% of the cost of the project or 5% of the capital employed in the business of the company).

The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive previous years beginning with the previous year in which the business commences or as the case may be, the previous year in which the extension of the undertaking is completed, or the new unit commences production or operation.

With effect from AY 2024-25, company claiming such deduction shall be required to furnish a statement in Form 3AF containing the particulars of expenditures specified under section 35D of the ITA to such income tax authority prior to one month before the due date of filing Income tax return as per section 139(1) of the ITA.

At present neither the Company nor its Material Subsidiaries are claiming any deduction under section 35D of the ITA.

## **5. Tax on Capital Gains**

As per provisions of section 112A of the Act, Long-term Capital Gains (LTCG) arising from the transfer of listed equity shares, in excess of INR 125,000, on which securities transaction tax (“STT”) is paid at the time of acquisition and transfer of such shares and fulfilment of other prescribed conditions (including Notification No. 60/2018/F.No.370142/9/2017-TPL dated 1 October 2018), shall be taxed at 12.5% (plus applicable surcharge and cess).

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 111A of the ITA), shall be taxed at the normal tax rate applicable to the Company and its Material Subsidiaries.

As per Section 111A of the Act, STCG arising from transfer of listed equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20%. This is subject to fulfilment of prescribed conditions under the Act.

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

There are below special tax benefits available to the Shareholders of the Company for investing in the shares of the Company.

### **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, deduction under Section 80M of the Act would be available on fulfilling the conditions (as discussed above). The shareholders would be entitled to take credit of the any Tax Deducted at Source on Dividend by the Company.

### **2. Tax on Capital Gain**

As per provisions of Section 112A of the Act, long-term capital gains arising from the transfer of listed equity shares, in excess of INR 125,000, on which securities transaction tax (“STT”) is paid at the time of acquisition and transfer of such shares and fulfilment of other prescribed conditions (including Notification No. 60/2018/F.No.370142/9/2017-TPL dated 1 October 2018), shall be taxed at 12.5% (plus applicable surcharge and cess).

As per section 111A of the ITA, STCG arising from the transfer of equity shares through a recognised stock exchange on which STT has been paid shall be taxed at the rate of 20% (plus applicable surcharge and cess). This is subject to fulfilment of prescribed conditions under the Act.

### **3. Special Provisions for Non-resident Shareholders**

As per section 90(2) of the ITA, 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.

Further, any income by way of capital gains and dividend income accruing to non-residents, may be subject to withholding tax as per the provisions of the ITA or under the relevant DTAA, whichever is beneficial. However, where such non-resident has obtained a lower withholding tax certificate from the tax authorities, the withholding tax rate would be as per the 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. Except for the above, the Shareholders of the Company are not entitled to any other special tax benefits under the Act.

### **4. Surcharge on capital gains – capped to 15%**

The surcharge payable by shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, ranges from 0% to 37% based upon their respective total income and subject to provisions of 115BAC of the Act. However, surcharge rate on dividend and capital gains would be restricted to 15%, irrespective of the quantum of dividend and capital gains earned by such category of taxpayers.

#### **Notes:**

1. This Annexure is as per the Income Tax Act, 1961 as amended by the Finance Act, 2025 (read with relevant rules, circulars and notifications) applicable for the Financial Year 2025-26 relevant to the Assessment Year 2026-27, presently in force in India.
2. This Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. These special tax benefits are dependent on the Company or its shareholders or its Material Subsidiaries fulfilling the conditions prescribed under the Income tax regulations. Hence, the ability of the Company or its shareholders or its Material Subsidiaries to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders or its Material Subsidiaries may or may not choose to fulfil.

4. The special 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.
5. 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 Company will be issuing shares.
6. 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 or its Material Subsidiaries 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
7. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.
8. The above Statement of Special Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

For and on behalf of Board of Directors of

**Safex Chemicals (India) Limited**

**Sd/-**

**Piyush Jindal**

**Joint Managing Director and Chief Financial Officer**

**Place:** New Delhi

**Date:** 03 July, 2025



### Annexure III

#### STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SAFEX CHEMICALS (INDIA) LIMITED (THE “COMPANY”), IT’S SHAREHOLDERS AND THE MATERIAL SUBSIDIARIES AUDITED BY US, UNDER THE APPLICABLE INDIRECT TAX LAWS IN INDIA

Benefits available to Safex Chemicals (India) Limited (‘the Company’) including its Shareholders and Material Subsidiaries under the Central Goods and Services Tax (CGST) Act, 2017, Integrated Goods and Services Tax (IGST) Act, 2017, respective State Goods and Services Tax (SGST) Act, 2017, respective Union Territory Goods and Services Tax (UTGST) Act, 2017, Goods and Services Tax (Compensation to States) Act, 2017, Custom Act, 1962, Customs Tariff Act, 1975 as amended, including the relevant rules, notifications and circulars issued there under, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) are as under (collectively referred as “Indirect Tax Regulations”).

#### **A. Special Tax Benefits available to the Company under Indirect Tax Regulations in India**

The Company deals in specialty chemicals with a focus on agrochemicals and have a differentiated business model along with an integrated presence across the entire agrochemical value chain. The Company operates in three business verticals - branded formulations, specialty chemicals and contract development and manufacturing (“CDMO”) catering to a diverse set of customers ranging from farmers to global agrochemical companies.

##### **Benefit under the IGST Act, 2017 (read with relevant Rules prescribed thereunder) w.r.t export of goods/services without payment of tax**

Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated supplies.

On account of zero-rated supplies, the supplier would be entitled to claim input tax credit (ITC) in respect of input and input services used for such supplies and can seek refund of accumulated/ unutilized ITC.

There are two mechanisms for claiming refund of accumulated ITC against export. The taxpayer may either export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated ITC or may export on payment of Integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of CGST Act, 2017.

Thus, the GST law allows the flexibility to the exporter to claim refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on input and input services used in making zero-rated supplies.

Currently, the Company is exporting agrochemicals without payment of Integrated tax under the cover of LUT. Further, GST refund of accumulated ITC in relation to input and input services is also available to the company on account of zero-rated supplies.

##### **Benefit w.r.t Budgetary Support Scheme under GST**

The Government of India in pursuance to provide budgetary support to the eligible manufacturing units operating in the States of Jammu & Kashmir, Uttarakhand, Himachal Pradesh and Northeastern States including Sikkim under different Industrial Promotion Schemes of the Government of India, for a residual period for which each of the units is eligible, introduced Scheme of Budgetary Support under Goods and Services Tax Regime.

The said Scheme came into operation w.e.f. 01.07.2017 for an eligible unit and shall remain in operation for residual period for each of the eligible unit in respect of specified goods. The overall scheme shall be valid up to 30 June 2027.

The amount of budgetary support under the scheme for specified goods manufactured by the eligible unit shall be sum total of –

- (i) 58% of the Central tax paid through debit in the cash ledger account maintained by the unit in terms of sub-section (1) of section 49 the CGST Act, 2017 after utilization of the ITC of the Central Tax and Integrated Tax.
- (ii) 29% of the integrated tax paid through debit in the cash ledger account maintained by the unit in terms of section 20 of the IGST Act, 2017 after utilization of the ITC of the Central Tax and Integrated Tax.

Presently, the Company has its manufacturing unit in the state of Jammu & Kashmir, which is an eligible unit as per the underlying scheme and is claiming exemption under the said scheme. Presently, the Company is eligible to claim budgetary

support amounting to 29% of the integrated tax paid through debit in the cash ledger account maintained by the unit in terms of section 20 of the IGST Act, 2017 after utilization of the ITC of the Central Tax and Integrated Tax.

Apart from the benefits mentioned above, no other special Indirect tax benefits are available to the Company under the Indirect Tax Regulations in India.

## **B. Special tax benefits available to the Material Subsidiaries of the Company**

### **Benefit under the IGST Act, 2017 (read with relevant Rules prescribed thereunder) w.r.t export of goods/services without payment of tax**

Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated supplies.

On account of zero-rated supplies, the supplier will be entitled to claim ITC in respect of input and input services used for such supplies and can seek refund of accumulated/ unutilized ITC.

There are two mechanisms for claiming refund of accumulated ITC against export. The taxpayer may either export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated ITC or may export on payment of Integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of CGST Act, 2017.

Thus, the GST law allows the flexibility to the exporter to claim refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on input and input services used in making zero-rated supplies.

Currently, the Material Subsidiary, Shogun Organics Limited is exporting special chemicals without payment of Integrated tax under the cover of LUT. Further, GST refund of accumulated ITC in relation to input and input services is also available to the company on account of zero-rated supplies.

### **Benefit of SGST under Package Scheme of Incentives (PSI) 2019**

In order to encourage dispersal of industries to lesser developed areas of the State, Government of Maharashtra declared New Industrial Policy-2019 to ensure sustained industrial growth through various innovative initiatives. As a part of said policy, new “Package Scheme of Incentives (PSI) 2019” was introduced therein.

Under PSI-2019, eligible Micro, Small & Medium enterprises (MSMEs) are offered Industrial Promotion Subsidy (IPS) on 100 % Gross State Goods & Services Tax payable by the unit on the first sale of eligible products billed and delivered within Maharashtra on fulfilment of certain necessary conditions.

Currently, the Material Subsidiary, “Shogun Organics Limited” has its manufacturing unit operating in Pune, Maharashtra which is holding Eligibility Certificate under PSI-2019. Under the said scheme, “Shogun Organics Limited” is presently claiming 100 % of Gross SGST payable by the manufacturing unit.

### **Benefit of concessional rate of tax under CGST Act, 2017 and IGST Act, 2017 w.r.t supplies made to merchant exporter**

Under the GST regime, registered suppliers can supply specified taxable goods to registered merchant exporters at a concessional tax rate i.e. 0.1% subject to fulfilment of prescribed conditions as per Notification No. 40/2017 - Central Tax (Rate) dated 23 October 2017 and Notification No. 41/2017 dated 23 October 2017 - Integrated Tax (Rate).

The registered supplier shall be ineligible to claim the concessional rate benefit if the merchant exporter fails to export the goods within a period of ninety days from the date of issuance of the corresponding tax invoice.

Presently, the Material Subsidiary, Shogun Organics Limited, is engaged in supplying specified goods to registered merchant exporters, and such supplies are being made at the concessional GST rate of 0.1% in accordance with the above-mentioned provisions.

Apart from the above, no other special Indirect tax benefits are available to the Material Subsidiaries of the Company under the Indirect Tax Regulations in India.

**C. Special tax benefits available to the shareholders under the Indirect Tax Regulations**

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 CGST Act, 2017 as well from the definition of Services as defined u/s 2(102) of the CGST Act, 2017.

Apart from above, the shareholders of the Company are not eligible to special tax benefits under the provisions of the Customs Tariff Act, 1975 and / or CGST Act, 2017, IGST Act, 2017, respective UTGST Act, 2017, respective SGST Act, 2017, Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant CGST Rules, 2017, IGST Rules, 2017, UTGST Rules, SGST Rules, 2017 and notifications issued under these Acts and Rules.

**Note:**

1. These special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indirect Tax Laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders or Material Subsidiaries may or may not choose to fulfil.
2. The special 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 a 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.
3. The Statement has been prepared on the basis that the shares of the Company are listed on a recognized stock exchange in India and the Company will be issuing 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 existing provisions of law and its interpretation, which are subject to change from time to time.
6. The above Statement of Possible Special Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchases, ownership and disposal of shares.

For and on behalf of Board of Directors of

**Safex Chemicals (India) Limited**

Sd/-

**Piyush Jindal**

**Joint Managing Director and Chief Financial Officer**

**Place:** New Delhi

**Date:** 03 July, 2025

## STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The Board of Directors

**Safex Chemicals (India) Limited**

4th and 5th Floor, Block-A, NDM-1,

Netaji Subhash Place, North West

Delhi – 110034 (India)

The Partners

**JayCee Lifesciences** (Formerly known as Best Crop Science)

4th & 5th Floor, Block-A, NDM-1

Netaji Subhash Place

Delhi – 110034, India

**Re: Proposed initial public offering of equity shares of Safex Chemicals (India) Limited (the “Company” and such proposed initial public offering, the “Offer”)**

**Subject: Statement of possible special tax benefits (the “Statement”) available to M/s JayCee Lifesciences a Material Subsidiary of the Company, 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 (“SEBI ICDR Regulations”)**

This certificate is issued in accordance with the terms of our engagement letter dated 10 June 2025.

We, BGMG & Associates, Chartered Accountants, confirm the enclosed annexure (the “**Statement**”) provides the possible special tax benefits under the direct tax and indirect tax laws presently in force in India (the “**Taxation Laws**”), which are defined in **Annexure I**, which are available to JayCee Lifesciences (the “Material Subsidiary”), a Material Subsidiary of the Company in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. These possible special tax benefits are dependent on the Material Subsidiary fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Material Subsidiary to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Material Subsidiary may face in the future and accordingly, the Material Subsidiary and its partners may or may not choose to fulfil.

A statement of special tax benefits available to the Material Subsidiary is required as per Schedule VI – Part A – Clause (9)(L) of the SEBI ICDR Regulations. While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that the special tax benefits available to the Material Subsidiary would include those benefits as enumerated in the Statement. The benefits discussed in the enclosed Statement are not exhaustive and cover the possible special tax benefits available to the Material Subsidiary and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the Statement are considered to be general tax benefits and therefore not covered within the ambit of the Statement.

We hereby confirm that while providing this certificate we have complied with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)”, the Code of Ethics, and 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, issued by the Institute of Chartered Accountants of India.

Several of the benefits mentioned in the accompanying Statement are dependent on the Material Subsidiary fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Material Subsidiary to derive the possible special tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. We are unable to express any opinion or provide any assurance as to whether the Material Subsidiaries will continue to obtain the benefits per the Statement in future, or whether the conditions prescribed for availing the benefits per the Statement have been / would be met with.

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

- i) the Material Subsidiary and its partners will continue to obtain these possible special tax benefits per the Statement in future; or
- ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

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 Taxation 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 confirm that the information in this certificate is true and correct. We also consent to the inclusion of this certificate and the Statement, in part or in full, in the draft red herring prospectus, red herring prospectus and prospectus prepared by the Company in connection with the Offer to be filed by the Company with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Delhi and Haryana at New Delhi, as applicable, as well as in any other Offer-related material. Further, this certificate and the Statement may be relied upon by the Company, its Material Subsidiary, the book running lead managers appointed in connection with the Offer (the “BRLMs”) and the legal advisors to each of the Company and the BRLMs.

We hereby consent to be named an “expert” under the Companies Act, 2013, as amended, and our name may be disclosed as an expert to any applicable legal or regulatory authority insofar as may be required, in relation to the statements contained therein. We further confirm that we are not and have not been engaged or interested in the formation or promotion or management of the Company. We also consent to the inclusion of this certificate as a part of the “Material Contracts and Documents for Inspection” in connection with this Offer, which will be available to the public for inspection from date of the filing of the red herring prospectus until the Bid / Offer Closing Date. This certificate can also be uploaded on the repository portal of the Stock Exchanges / SEBI as required pursuant to the SEBI circular dated December 5, 2024, and the subsequent requirements of the Stock Exchanges / SEBI, as applicable.

Yours sincerely

For BGMG & Associates,  
Chartered Accountants  
Firm Registration No: 025265N

**Prateek Mantri**  
**Partner**  
Membership No. 525171  
UDIN: 25525171BMNVZA2649

**Date:** 03 July 2025  
**Place:** New Delhi

**Encl: Annexure as set out above**

## **Annexure I**

### **THE STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFIT AVAILABLE TO JAYCEE LIFESCIENCES (PARTNERSHIP FIRM)**

#### **I. Special Direct tax benefit available under the Income Tax Act, 1961**

##### **1) Deduction in respect of standard deduction u/s 24**

As per the provisions of Section 24, the Material Subsidiary is entitled to claim a standard deduction @ 30% of annual value of the house property. The deduction is not dependent on the fulfillment of any condition. The Material Subsidiary is also entitled to claim interest on loan for acquiring/constructing the house property subject to maximum of Rs. 2,00,000/- and to fulfillment of certain conditions.

##### **2) Benefit specified u/s 50: Capital Gains on transfer of depreciable assets**

As per the provisions of section 50, the Material Subsidiary is entitled to the tax benefit on transfer of depreciable capital assets where such asset forms part of the block of assets for the Income Tax purposes. The exemption is available subject to the condition that the entire block is not transferred and the sale consideration of that capital asset does not exceed the written down value of the entire block.

##### **3) Lower tax rate on Capital Gains u/s 112**

As per section 112, the Material Subsidiary is entitled to be taxed at the concessional rate of tax @ 20% (before 23.07.2024) or 12.5% (on or after 23.07.2024) as the case may be, on the long-term capital gains arising from transfer of any long-term capital assets subject to the fulfillment of certain conditions

##### **4) Minimum alternate tax credit u/s 115JC**

The Material Subsidiary is entitled to claim credit of Minimum Alternate tax u/s 115JC paid subject to certain conditions to be fulfilled.

##### **5) Set off & carry forward of losses**

The Material Subsidiary is entitled to set off of losses of current year as well as brought forward losses from earlier years while computing the total income for the year. The set off and carry forward is available in case the return of income is filed on or before the due date specified u/s 139(1).

### **THE STATEMENT OF POSSIBLE SPECIAL INDIRECT TAX BENEFIT AVAILABLE TO JAYCEE LIFESCIENCES (PARTNERSHIP FIRM)**

#### **A. Goods and Services Tax (GST) – Budgetary Support Scheme**

JayCee Lifesciences, a registered taxpayer under GSTIN 01AAMFB1112E1ZE, operating in the state of Jammu & Kashmir, is availing benefits under the Scheme for Budgetary Support as notified by the Department of Industrial Promotion and Policy (DIPP).

##### **Nature of Tax Benefits:**

Under the Scheme, JayCee Lifesciences is eligible for a reimbursement of a percentage of the CGST and a share of the IGST paid through the cash ledger, subject to a maximum cap and compliance with procedural guidelines on the clearance of goods manufactured in its unit located in the **State of Jammu & Kashmir**.

**STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO BRIAR CHEMICALS LIMITED AND  
SAFEX HOLDINGS UK LIMITED UNDER THE APPLICABLE LAWS IN THE UNITED KINGDOM OF GREAT  
BRITAIN AND NORTHERN IRELAND**

Date: 3 July 2025

To:

**Safex Chemicals (India) Limited**

4th & 5th Floor, Block-A, NDM-1

Netaji Subash Place

Northwest Delhi – 110034

Delhi, India

**Briar Chemicals Limited**

2<sup>nd</sup> Floor Malta House,

36-38, Piccadilly,

London, W1J 0DP, United Kingdom

**Safex Holdings UK Limited**

2<sup>nd</sup> Floor Malta House,

36-38, Piccadilly,

London, W1J 0DP, United Kingdom

**Re: Proposed initial public offering of equity shares of Safex Chemicals (India) Limited (the “Company”, and such proposed initial public offering, the “Offer”)**

**Subject: Statement of possible special tax benefits (the “Statement”) available to the Material Subsidiaries (as defined herein) 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 (“SEBI ICDR Regulations”)**

This certificate is issued in accordance with the terms of our engagement letter dated 04 February 2024.

We, Lovewell Blake LLP, Chartered Accountants, confirm that the enclosed annexures (the “**Statement**”) provide the possible special tax benefits under the direct tax and indirect tax laws presently in force in the United Kingdom of Great Britain and Northern Ireland, (the “**Taxation Laws**”), including the Income Tax Acts (as defined at s1 Income Tax Act 2007), the Corporation Tax Acts (as defined at sA1 Corporation Tax Act 2009), and the Capital Gains legislation (principally contained within the Taxation of Chargeable Gains Act 1992), or other applicable rules, regulations, circulars, orders and notifications issued thereunder and the VAT legislation (principally contained within the Value Added Tax Act 1994), the Stamp Duty Land Tax legislation (principally contained within Part 4 of Finance Act 2004), and the Stamp Duty and Stamp Duty Reserve Tax legislation (as established by the Stamp Act 1891 and Part 4 of the Finance Act 1986 respectively), or other applicable rules, regulations, circulars, orders and notifications issued thereunder, available to Briar Chemicals Limited and Safex Holdings UK Limited, two of the material subsidiaries of the Company identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Material Subsidiaries**”).

A statement of special tax benefits available to the Material Subsidiaries is required as per Schedule VI – Part A – Clause (9)(L) of the SEBI ICDR Regulations. While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that the special tax benefits available to the Material Subsidiaries would include those benefits as enumerated in the Statement. The benefits discussed in the enclosed Statement are not exhaustive and cover the possible special tax benefits available to the Material Subsidiaries and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the Statement are considered to be general tax benefits and therefore not covered within the ambit of the Statement.

We hereby confirm that while providing this certificate we have complied with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)”, the Code of Ethics, and 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, issued by the Institute of Chartered Accountants of India.

Several of the benefits mentioned in the accompanying Statement are dependent on the Material Subsidiaries fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Material Subsidiaries to derive the possible special tax benefits is dependent upon them fulfilling such conditions, which may or may not be fulfilled. We are unable

to express any opinion or provide any assurance as to whether the Material Subsidiaries will continue to obtain the benefits per the Statement in the future, or whether the conditions prescribed for availing the benefits per the Statement have been / will be met with.

The Statement is only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional tax advice. Our views are based on the existing provisions of the Taxation Laws, as applicable, and their interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. In view of the individual nature of the tax consequences and 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.

We confirm that the information in this certificate is true and correct. We also consent to the inclusion of this certificate and the Statement, in part or in full, in the draft red herring prospectus, red herring prospectus and prospectus prepared by the Company in connection with the Offer to be filed by the Company with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Delhi and Haryana at New Delhi, as applicable, as well as in any other Offer-related material. Further, this certificate and the Statement may be relied upon by the Company, its Material Subsidiaries, the book running lead managers appointed in connection with the Offer (the “**BRLMs**”) and the legal advisors to each of the Company and the BRLMs.

We hereby consent to be named an “expert” under the Companies Act, 2013, as amended, and our name may be disclosed as an expert to any applicable legal or regulatory authority as may be required, in relation to the statements contained therein. We confirm that we are an independent firm, and are not related to the Company, its Promoters, the members of the Promoter Group, its Subsidiaries, its Directors, its Key Managerial Personnel, and its Senior Management. We further confirm that we are not and have not been engaged or interested in the formation or promotion or management of the Company. We also consent to the inclusion of this certificate as a part of the “*Material Contracts and Documents for Inspection*” in connection with this Offer, which will be available to the public for inspection from the date of the filing of the red herring prospectus until the Bid / Offer Closing Date. This certificate can also be uploaded on the repository portal of the Stock Exchanges / SEBI as required pursuant to the SEBI circular dated December 5, 2024, and the subsequent requirements of the Stock Exchanges / SEBI, as applicable.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours sincerely

For Lovewell Blake LLP,  
Chartered Accountants  
Firm Registration No (UK): OC354112

**Mary Schofield**  
**Partner**  
Membership No (ICEAW): 8725408

Encl: Annexures as set out above



## ANNEXURE A

The below table sets out the key legislation giving rise to the special tax benefits referred to in the below Annexures B and C.

### Direct taxes

| Special tax benefit - heading        | Special tax benefit - specific              | Relevant legislation                                                                   |
|--------------------------------------|---------------------------------------------|----------------------------------------------------------------------------------------|
| Corporation tax rates                | Rates of corporation tax                    | Corporation Tax Act 2010, ss 3, 18A, 18B, 18D<br>Finance Act 2025, ss 13 - 14          |
|                                      | Associated companies                        | Corporation Tax Act 2010, s18E                                                         |
| Dividends                            | Exemption for medium and large companies    | Corporation Tax Act 2009, chapter 3                                                    |
|                                      | Exemption for small companies               | Corporation tax act 2009, chapter 2                                                    |
| Loss reliefs                         | Relief for trading losses – current year    | Corporation Tax Act 2010, s37                                                          |
|                                      | Relief for trading losses – carried forward | Corporation Tax Act 2010, ss 45 - 47                                                   |
|                                      | Group relief                                | Corporation Tax Act 2010, part 5                                                       |
|                                      | Deductions allowance                        | Corporation Tax Act 2010 – ss 269ZR - s269ZZB                                          |
|                                      | Major change in nature or conduct of trade  |                                                                                        |
| Capital allowances                   | Plant and machinery pools                   | Capital Allowances Act 2001, part 2, ss 54, 56, 104D                                   |
|                                      | Structures and buildings allowances         | Capital Allowances Act 2001, part 2A                                                   |
|                                      | Annual investment allowance                 | Capital Allowances Act 2001, ss 51A – 51N                                              |
|                                      | First year allowances                       | Capital Allowances Act 2001, part 2 chapter 4, s52                                     |
| Research and development tax credits | Rate of credit                              | Corporation Tax Act 2009, ss 1042G, 1042H, 1042I                                       |
|                                      | Qualifying expenditure                      | Corporation Tax Act 2009, s1042D – 1042F                                               |
| Patent box                           | Patent box regime                           | Corporation Tax Act 2010, part 8A                                                      |
| Capital gains                        | Charge to corporation tax                   | Corporation Tax Act 2009, s2<br>Taxation of Chargeable Gains Act 1992, ss 2 - 2G       |
|                                      | Substantial Shareholdings Exemption         | Taxation of Chargeable Gains Act 1992, s192A, sch 7AC                                  |
|                                      | Rollover relief                             | Taxation of Chargeable Gains Act 1992, part V chapter I                                |
|                                      | Groups                                      | Taxation of Chargeable Gains Act 1992, ss 170 - 181                                    |
| Intangible fixed assets              | Taxation of credits and debits              | Corporation Tax Act 2009, part 8 chapters 2 - 4                                        |
|                                      | Relief for amortisation                     | Corporation Tax Act 2009, ss 729 - 731                                                 |
|                                      | Trading and non-trading assets              | Corporation Tax Act 2009, ss 745 - 753                                                 |
|                                      | Goodwill and relevant assets                | Corporation Tax Act 2009, part 8 chapter 15A                                           |
|                                      | Rollover relief                             | Corporation Tax Act 2009, part 8 chapter 7                                             |
|                                      | Groups                                      | Corporation Tax Act 2009, chapters 8 - 9                                               |
| Double tax relief                    | Relief under double taxation agreements     | Taxation (International and Other Provisions) Act 2010, part 2 chapter 2, ss 2 – 7, 18 |
|                                      | Unilateral double taxation relief           | Taxation (International and Other Provisions) Act 2010, part 2 chapter 2, ss 8 - 17    |
|                                      | Relief as a deduction from profits          | Taxation (International and Other Provisions) Act 2010, ss 112 115                     |
| Foreign permanent establishments     | Charge to UK tax                            | Corporation Tax Act 2009, part 2 chapter 3A                                            |
|                                      | Election to exclude from UK tax             | Corporation Tax Act 2009, ss18A - 18F                                                  |
| Transfer pricing                     | Transfer pricing                            | Taxation (International and Other Provisions) Act 2010, part 4, s147                   |
| Corporate Interest Restrictions      | Corporate Interest Restrictions             | Taxation (International and Other Provisions) Act 2010, part 10                        |

### Indirect taxes

|                  |                              |                                                          |
|------------------|------------------------------|----------------------------------------------------------|
| VAT Registration | Registration threshold       | Value Added Tax Act 1994, s3, schedules 1 para 1         |
|                  | Voluntary registration       | Value Added Tax Act 1994, Schedule 1 paras 9 - 10        |
|                  | Exemptions from registration | Value Added Tax Act 1994, Schedule 1 paras 1, 9 – 10, 14 |
| Reverse charge   | Reverse charge on imports    | Value Added Tax Act 1994, ss 7AA, 8, 9A                  |
| VAT Groups       | VAT groups                   | Value Added Tax Act 1994, ss 43 - 44                     |

## ANNEXURE B

The information provided below sets out the possible special tax benefits available to Briar Chemicals Limited, a material subsidiary of the Company, under the applicable Taxation Laws.

### **I. Statement of possible special tax benefits available to Briar Chemicals Limited under the applicable direct taxation laws.**

#### **Corporation tax rates**

UK resident companies are subject to corporation tax on their worldwide income, including capital gains, at the corporation tax rate for the period. From 1 April 2023, the corporation tax rates applicable are as follows:

| Taxable profits (plus dividends from non-group members) | Tax rate                        |
|---------------------------------------------------------|---------------------------------|
| £0 - £50,000                                            | 19% (small profits rate)        |
| £50,001 - £249,999                                      | 25%, subject to marginal relief |
| £250,000 or more                                        | 25% (main rate)                 |

The applicable tax rate depending on the company's profits apply to the whole profits received, not only the amount falling within the relevant bracket.

Where a company is a member of a group, the above thresholds are reduced by dividing the threshold by the number of associated companies. A company is associated with any company which it controls or is controlled by, or which it is under common control with. Common control can include common control by a mutual group of people. For these purposes, a company is generally controlled by any person who holds more than 50% of its share capital, but can also include control over voting rights, control over the income or assets of the company, or control over the affairs of the company by any other mechanism.

#### **Dividends**

Dividends paid by UK resident companies are not subject to any UK withholding tax.

Dividends and other qualifying distributions received by medium or large UK-resident companies are potentially exempt from UK corporation tax, this includes dividends from non-UK resident companies, subject to specific conditions. These exemptions apply in most cases.

Dividends and other qualifying distributions received by small companies may similarly be exempt from UK corporation tax, provided the company paying the dividend is located in the UK or a country with a qualifying double tax treaty with the UK.

#### **Loss reliefs**

Trading losses incurred by the company after 1 April 2017 can be offset against the company's total profits (including capital gains) of the same year, and any remaining losses are then able to be offset against the total profits of the immediately preceding year. Or they can be carried forward and used in subsequent accounting periods.

Losses which have been carried forward from earlier periods are subject to the deductions allowance of £5,000,000 (shared between UK group members).

Group relief allows two or more UK tax resident group companies to offset losses arising in one company against profits arising in the other. Both companies must be part of a 75% UK tax group. Group relief is available for most classes of losses arising in a company, being trading losses, excess capital allowances, non-trading loan relationship deficits, excess qualifying charitable donations, UK property business losses, excess management expenses, and non-trading losses on intangible fixed assets. Additionally, group relief may be available for certain losses brought forward where the loss was incurred on or after 1 April 2017.

Where group relief is claimed in relation to excess qualifying charitable donations, UK property business losses, excess management expenses, and non-trading losses on intangible fixed assets, group relief may only be claimed to the extent that they could not be otherwise offset in the surrendering company.

Trading losses which are carried forward from previous years can be forfeited where there is a major change in the nature of or conduct of the company's trade within the five years following a change in ownership.

## **Capital allowances**

The UK tax legislation provides for a deduction from profits via capital allowances where qualifying capital assets are acquired. These allowances are provided for acquisition of plant and machinery at an 18% per annum reducing balance rate on assets within the “main pool”, or 6% per annum reducing balance rate on assets within the “special rate pool”. Allowances are also available for the construction or acquisition of certain structures and buildings at 3% per annum straight line rate.

It is possible to claim a 100% allowance in the year of purchase via the Annual Investment Allowance, subject to a £1,000,000 cap per financial year, shared between UK group companies.

Alternatively, companies may qualify for a range of enhanced First Year Allowances on qualifying assets. For “main pool” plant and machinery assets acquired from 1 April 2023, this includes a 100% first year allowance where the assets are new and unused and meet certain other conditions (full expensing), or a 50% first year allowance for such assets purchased within the “special rate pool” with the unrelieved 50% qualifying for writing down allowances starting in the subsequent tax period (the special rate allowance). Other first year allowances may be available for other classes of assets.

## **Research and Development tax credits**

The UK tax system provides additional reliefs for qualifying research and development, provided the company’s R&D activities meet certain conditions set out by the UK government.

For accounting periods beginning on or after 1 April 2024, the RDEC scheme and the SME company scheme will be replaced by a single merged scheme. The rate of the tax relief is 20% of qualifying expenditure.

Qualifying categories of expenditure include salary costs, consumables, subcontractor costs and externally provided worker costs.

## **Patent box**

The patent box regime is a scheme under which relief can be obtained to reduce the overall rate of corporation tax payable on income derived from patents or from the exploitation of patents.

## **Capital gains**

Capital gains are considered to form a part of the company’s profits and are as such are subject to UK corporation tax.

The Substantial Shareholdings Exemption is a relief which exempts from tax any capital gain or loss arising on the disposal of shares in a qualifying trading company where the selling company held at least 10% of the issued share capital.

Rollover relief may be available where a company sells and purchases qualifying assets within the four-year period starting one year before the date of the initial disposal and three years after. The gain on the disposal of the first asset is deferred until the sale of the second asset. Where not all of the proceeds are reinvested a proportion will remain chargeable.

Where a company is a part of a UK capital gains group, it is possible to transfer assets between group members on a no gain/no loss basis, such that no corporation tax implications arise, subject to degrouping charges where the company owning the asset leaves the group.

Companies which are a member of a capital gains group are entitled to transfer gains or losses arising in a period to other group members and rollover gains into assets bought by other group companies.

## **Intangible Fixed Assets**

Most intangible assets held by companies fall within the corporate intangibles regime, with certain exclusions.

Debits and credits arising on intangible assets are typically treated for tax in the same way as they are treated for accounts purposes. Alternatively, it is possible to elect to disapply the accounting treatment and claim a 4% allowance at a fixed rate.

These must be categorized into trading and non-trading intangible assets. Trading movements form a part of the company’s trading profit; however non-trading movements are pooled. Where these form an overall non- trading gain, this will be taxed as a part of the total profits of the company. Where these form an overall non- trading deficit, this can be offset against the total profits of the company, group relieved, or set against future profits of the company.

Relevant assets consist of goodwill in a business, and other customer-related intangible assets (including customer lists). Generally, no relief is available for the amortization or impairment of these assets where they were acquired after 8 July 2015, however limited

relief may be available where these assets were acquired as part of a business acquisition after 1 April 2019, where qualifying intellectual property rights were also acquired.

Where companies are part of an intangible fixed asset group they can transfer intangible fixed assets between themselves on a tax neutral basis, however if a company leaves the group while still holding such an asset a degrouping charge may arise as the deemed disposal and re-acquisition of any such assets at the date of the degrouping event, subject to certain exemptions.

Additionally, where intangible assets are sold and the proceeds reinvested in new intangible assets, relief may be available like the rollover relief previously explained relating to capital assets.

### **Double tax relief**

The UK has a wide range of tax treaties with foreign countries to seek to minimize these liabilities by allocating taxing rights between countries. Relief for foreign tax suffered by UK taxable companies under the terms of such a treaty can often be reclaimed via a credit against the UK corporation tax liability, however this credit may not exceed the tax payable in the UK on that income.

Where double taxation has been suffered otherwise than under a tax treaty, the UK offers unilateral tax relief, subject to specific conditions, however this may also not exceed the UK tax payable on that income.

Where it would be beneficial to do so, it may alternatively be possible to claim foreign taxes paid as an expense against profits as opposed to claiming a tax credit.

### **Foreign permanent establishments**

Where a UK resident company operates via a permanent establishment in a foreign country, UK tax will likely be payable on the profits made by that foreign branch.

It is possible under UK law to elect to exclude profits attributable to a foreign permanent establishment from the computation of UK tax, however this election will also cancel any losses incurred by such an establishment.

This election is optional, however once made covers all the permanent establishment of the UK company and may not be revoked.

### **Transfer pricing**

UK Transfer pricing legislation requires connected companies to agree prices on “arms length” terms such that the tax base of a UK company fairly reflects the risk it undertakes. This refers to method of setting prices charged in transactions between connected parties. Legislation is in place given the opportunity for these prices to be set at a level which does not reflect third-party market circumstances, to divert profits away from the UK tax net and into lower-tax jurisdictions.

Under the UK’s corporation tax legislation, non-SME companies are therefore required to adjust their corporation tax computation to reflect an arms’ length price where transactions have been entered into with non-UK associated companies which result in profits being artificially moved outside of the UK tax net.

### **Corporate Interest Restriction**

UK resident companies are subject to restrictions where they incur excessive amounts of interest and other finance expenditure in a period. This Corporate Interest Restriction broadly allows companies to claim relief up to a de minimis amount of £2,000,000 in net interest each year, however various conditions must then be met to claim any further relief above this limit.

There are two methods to calculate any entitlement to further relief above the £2,000,000 de minimis. The company may elect to utilize each of these methods on a year-by-year basis, depending on which is more beneficial in any given year.

Firstly, under the Fixed Ratio method, the company may tax relief up to 30% of the UK-group’s tax adjusted EBITDA. Alternately, under the Group Ratio method, the company may look at the overall group’s debt to tax adjusted EBITDA ratio and apply this to the UK based group’s finance expense.

Where a disallowance is required under either of these methods, the disallowed expense is carried forward and may in future be “re-activated” allowing it to be utilized in future periods.

## **II. Possible special tax benefits available to Briar Chemicals Limited under the applicable indirect taxation laws**

### **VAT administration and input taxes**

Taxable persons, being any persons who make taxable supplies, are required to register for UK VAT where the total value of their taxable supplies exceeds the VAT registration threshold within any rolling 12-month period. Alternately, a person will be required to register for VAT where the value of taxable supplies is expected to exceed the registration threshold within the next 30 days alone.

The VAT registration threshold is £90,000 as of 1 April 2024.

Taxable persons who are below this threshold, or who have not yet started making taxable supplies but who intend to do so, are entitled to voluntarily register for VAT to allow the recovery of input taxes, provided their business does not consist of making supplies which are exempt from VAT.

VAT registered persons are entitled to reclaim any VAT suffered on their business purchases, subject to specific rules for certain classes of supply, which are attributable to their taxable business.

Once registered for VAT, the taxable person is required to file returns on a quarterly basis showing the amounts of output tax charged on taxable sales and the input tax suffered on expenditure reclaimed, in addition to information on total sales and expenditure in a period. These returns may alternatively be filed on a monthly or annual basis, subject to specific conditions. These returns, where filed online, are generally due one month and seven days after the end of the relevant quarter.

### **Reverse charge mechanisms**

Where the company makes supplies of services to business customers based overseas, the place of supply is deemed to be 'outside the scope of UK VAT'. Meaning that UK VAT is not charged, but the value of the supply is still recorded on the UK VAT return in box 6 (outputs).

Where these supplies of services are made to businesses in EU member states, VAT will usually be due in the overseas territory. However, the VAT is accounted for under the 'reverse charge mechanism'. This means that the recipient of those services is required to account for VAT, subject to the rules in their Country. This ensures that the company is not required to register for VAT in the overseas jurisdiction.

Where goods are exported from the UK (please note special rules apply for goods exported from Northern Ireland to the European Union and are not considered further here) these are zero-rated for VAT purposes. It will be necessary to ensure that the goods are physically exported from the UK and evidence of this export is obtained within specific time limits – usually three months. Where this is the case, VAT will usually be charged in the importing country by the importer or end customer. Care is needed to ensure that if you are required to deliver the goods (e.g. duty paid), then you would be the importer of record and may need to register for VAT in that Country in order to reclaim import tax and make a domestic supply.

### **VAT group registration**

Where multiple entities subject to UK VAT are under common control, including where one controls the other, it may be possible to form a VAT group. It is understood that the company is not currently a member of any VAT group.

VAT grouping is a simplification measure under which two or more eligible persons can be treated as a single taxable person for VAT purposes, such that transfers between those persons are not taxable supplies for VAT purposes subject to certain exclusions.

The registration is made in the name of the representative member of the group, who is responsible for completing and filing a single return on behalf of the group. Despite this, all members of the VAT group are subject to joint and several liability for VAT groups.

### **Options to tax**

Supplies in relation to land and buildings, such as the sale of freehold interests, leasing, or renting, are generally exempt from UK VAT. This means that no UK VAT will be payable on such supplies, but that the person making the supply will be unable to recover any VAT incurred on related expenses.

The UK VAT legislation allows taxable persons to 'opt to tax' parcels of UK land, including any buildings on the land. Where a piece of land has been opted to tax, any supplies made in relation to the land will ordinarily be standard-rated for VAT purposes, however it will then be possible to recover any input VAT suffered in making such supplies.

Where an option to tax is made, it generally becomes irrevocable six months after becoming effective. It is then only possible to revoke the option to tax after twenty years. Additionally, where land opted to tax forms part of a transfer of a business as a going concern, it is necessary for the purchasing company to opt to tax the land in order for the overall transfer to benefit from VAT relief.

Options to tax cannot generally be made over residential property.

## ANNEXURE C

The information provided below sets out the possible special tax benefits available to Safex Holdings UK Limited, a material subsidiary of the Company, under the applicable Taxation Laws.

### **I. Possible special tax benefits available to Safex Holdings UK Limited under the applicable direct taxation laws**

#### **Corporation tax rates**

UK resident companies are subject to corporation tax on their worldwide income, including capital gains, at the corporation tax rate for the period. From 1 April 2023, the corporation tax rates applicable are as follows:

| Taxable profits (plus dividends from non-group members) | Tax rate                        |
|---------------------------------------------------------|---------------------------------|
| £0 - £50,000                                            | 19% (small profits rate)        |
| £50,001 - £249,999                                      | 25%, subject to marginal relief |
| £250,000 or more                                        | 25% (main rate)                 |

The applicable tax rate depending on the company's profits apply to the whole profits received, not only the amount falling within the relevant bracket.

Where a company is a member of a group, the above thresholds are reduced by dividing the threshold by the number of associated companies. A company is associated with any company which it controls or is controlled by, or which it is under common control with. Common control can include common control by a mutual group of people. For these purposes, a company is generally controlled by any person who holds more than 50% of its share capital, but can also include control over voting rights, control over the income or assets of the company, or control over the affairs of the company by any other mechanism.

#### **Dividends**

Dividends paid by UK resident companies are not subject to any UK withholding tax.

Dividends and other qualifying distributions received by medium or large UK-resident companies are potentially exempt from UK corporation tax, this includes dividends from non-UK resident companies, subject to specific conditions. These exemptions apply in most cases.

Dividends and other qualifying distributions received by small companies may similarly be exempt from UK corporation tax, provided the company paying the dividend is located in the UK or a country with a qualifying double tax treaty with the UK.

#### **Loss reliefs**

Trading losses incurred by the company after 1 April 2017 can be offset against the company's total profits (including capital gains) of the same year, and any remaining losses are then able to be offset against the total profits of the immediately preceding year. Or they can be carried forward and used in subsequent accounting periods.

Losses which have been carried forward from earlier periods are subject to the deductions allowance of £5,000,000 (shared between UK group members).

Group relief allows two or more UK tax resident group companies to offset losses arising in one company against profits arising in the other. Both companies must be part of a 75% UK tax group. Group relief is available for most classes of losses arising in a company, being trading losses, excess capital allowances, non-trading loan relationship deficits, excess qualifying charitable donations, UK property business losses, excess management expenses, and non-trading losses on intangible fixed assets. Additionally, group relief may be available for certain losses brought forward where the loss was incurred on or after 1 April 2017.

Where group relief is claimed in relation to excess qualifying charitable donations, UK property business losses, excess management expenses, and non-trading losses on intangible fixed assets, group relief may only be claimed to the extent that they could not be otherwise offset in the surrendering company.

Trading losses which are carried forward from previous years can be forfeited where there is a major change in the nature of or conduct of the company's trade within the five years following a change in ownership.

#### **Capital allowances**

The UK tax legislation provides for a deduction from profits via capital allowances where qualifying capital assets are acquired. These allowances are provided for acquisition of plant and machinery at an 18% per annum reducing balance rate on assets within

the “main pool”, or 6% per annum reducing balance rate on assets within the “special rate pool”. Allowances are also available for the construction or acquisition of certain structures and buildings at 3% per annum straight line rate.

It is possible to claim a 100% allowance in the year of purchase via the Annual Investment Allowance, subject to a £1,000,000 cap per financial year, shared between UK group companies.

Alternatively, companies may qualify for a range of enhanced First Year Allowances on qualifying assets. For “main pool” plant and machinery assets acquired from 1 April 2023, this includes a 100% first year allowance where the assets are new and unused and meet certain other conditions (full expensing), or a 50% first year allowance for such assets purchased within the “special rate pool” with the unrelieved 50% qualifying for writing down allowances starting in the subsequent tax period (the special rate allowance). Other first year allowances may be available for other classes of assets.

### **Research and Development tax credits**

The UK tax system provides additional reliefs for qualifying research and development, provided the company’s R&D activities meet certain conditions set out by the UK government.

For accounting periods beginning on or after 1 April 2024, the RDEC scheme and the SME company scheme will be replaced by a single merged scheme. The rate of the tax relief is 20% of qualifying expenditure.

Qualifying categories of expenditure include salary costs, consumables, subcontractor costs and externally provided worker costs.

It is understood that all UK based research and development activities of the group are undertaken by Briar Chemicals Limited, as such, the company is unlikely to be entitled to any such reliefs.

### **Patent box**

The patent box regime is a scheme under which relief can be obtained to reduce the overall rate of corporation tax payable on income derived from patents or from the exploitation of patents.

### **Capital gains**

Capital gains are considered to form a part of the company’s profits and are as such are subject to UK corporation tax.

The Substantial Shareholdings Exemption is a relief which exempts from tax any capital gain or loss arising on the disposal of shares in a qualifying trading company where the selling company held at least 10% of the issued share capital.

Rollover relief may be available where a company sells and purchases qualifying assets within the four-year period starting one year before the date of the initial disposal and three years after. The gain on the disposal of the first asset is deferred until the sale of the second asset. Where not all of the proceeds are reinvested a proportion will remain chargeable.

Where a company is a part of a UK capital gains group, it is possible to transfer assets between group members on a no gain/no loss basis, such that no corporation tax implications arise, subject to degrouping charges where the company owning the asset leaves the group.

Companies which are a member of a capital gains group are entitled to transfer gains or losses arising in a period to other group members and rollover gains into assets bought by other group companies.

### **Intangible Fixed Assets**

Most intangible assets held by companies fall within the corporate intangibles regime, with certain exclusions.

Debits and credits arising on intangible assets are typically treated for tax in the same way as they are treated for accounts purposes. Alternatively, it is possible to elect to disapply the accounting treatment and claim a 4% allowance at a fixed rate.

These must be categorized into trading and non-trading intangible assets. Trading movements form a part of the company’s trading profit, however non-trading movements are pooled. Where these form an overall non- trading gain, this will be taxed as a part of the total profits of the company. Where these form an overall non- trading deficit, this can be offset against the total profits of the company, group relieved, or set against future profits of the company.

Relevant assets consist of goodwill in a business, and other customer-related intangible assets (including customer lists). Generally, no relief is available for the amortization or impairment of these assets where they were acquired after 8 July 2015, however limited



relief may be available where these assets were acquired as part of a business acquisition after 1 April 2019, where qualifying intellectual property rights were also acquired.

Where companies are part of an intangible fixed asset group they can transfer intangible fixed assets between themselves on a tax neutral basis, however if a company leaves the group while still holding such an asset a degrouping charge may arise as the deemed disposal and re-acquisition of any such assets at the date of the degrouping event, subject to certain exemptions.

Additionally, where intangible assets are sold and the proceeds reinvested in new intangible assets, relief may be available like the rollover relief previously explained relating to capital assets.

### **Double tax relief**

The UK has a wide range of tax treaties with foreign countries to seek to minimize these liabilities by allocating taxing rights between countries. Relief for foreign tax suffered by UK taxable companies under the terms of such a treaty can often be reclaimed via a credit against the UK corporation tax liability, however this credit may not exceed the tax payable in the UK on that income.

Where double taxation has been suffered otherwise than under a tax treaty, the UK offers unilateral tax relief, subject to specific conditions, however this may also not exceed the UK tax payable on that income.

Where it would be beneficial to do so, it may alternatively be possible to claim foreign taxes paid as an expense against profits as opposed to claiming a tax credit.

### **Foreign permanent establishments**

Where a UK resident company operates via a permanent establishment in a foreign country, UK tax will likely be payable on the profits made by that foreign branch.

It is possible under UK law to elect to exclude profits attributable to a foreign permanent establishment from the computation of UK tax, however this election will also cancel any losses incurred by such an establishment.

This election is optional, however once made covers all the permanent establishment of the UK company and may not be revoked.

### **Transfer pricing**

UK Transfer pricing legislation requires connected companies to agree prices on “arms length” terms such that the tax base of a UK company fairly reflects the risk it undertakes. This refers to method of setting prices charged in transactions between connected parties. Legislation is in place given the opportunity for these prices to be set at a level which does not reflect third-party market circumstances, to divert profits away from the UK tax net and into lower-tax jurisdictions.

Under the UK’s corporation tax legislation, non-SME companies are therefore required to adjust their corporation tax computation to reflect an arms’ length price where transactions have been entered into with non-UK associated companies which result in profits being artificially moved outside of the UK tax net.

### **Corporate Interest Restriction**

UK resident companies are subject to restrictions where they incur excessive amounts of interest and other finance expenditure in a period. This Corporate Interest Restriction broadly allows companies to claim relief up to a de minimis amount of £2,000,000 in net interest each year, however various conditions must then be met to claim any further relief above this limit.

There are two methods to calculate any entitlement to further relief above the £2,000,000 de minimis. The company may elect to utilize each of these methods on a year-by-year basis, depending on which is more beneficial in any given year.

Firstly, under the Fixed Ratio method, the company may tax relief up to 30% of the UK-group’s tax adjusted EBITDA. Alternately, under the Group Ratio method, the company may look at the overall group’s debt to tax adjusted EBITDA ratio and apply this to the UK based group’s finance expense.

Where a disallowance is required under either of these methods, the disallowed expense is carried forward and may in future be “re-activated” allowing it to be utilized in future periods.

## **II. Possible special tax benefits available to Safex Holdings UK Limited under the applicable indirect taxation laws**

### **VAT administration and input taxes**

Taxable persons, being any persons who make taxable supplies, are required to register for UK VAT where the total value of their taxable supplies exceeds the VAT registration threshold within any rolling 12-month period. Alternately, a person will be required to register for VAT where the value of taxable supplies is expected to exceed the registration threshold within the next 30 days alone.

The VAT registration threshold is £90,000 as of 1 April 2024.

Taxable persons who are below this threshold, or who have not yet started making taxable supplies but who intend to do so, are entitled to voluntarily register for VAT to allow the recovery of input taxes, provided their business does not consist of making supplies which are exempt from VAT.

VAT registered persons are entitled to reclaim any VAT suffered on their business purchases, subject to specific rules for certain classes of supply, which are attributable to their taxable business.

Once registered for VAT, the taxable person is required to file returns on a quarterly basis showing the amounts of output tax charged on taxable sales and the input tax suffered on expenditure reclaimed, in addition to information on total sales and expenditure in a period. These returns may alternatively be filed on a monthly or annual basis, subject to specific conditions. These returns, where filed online, are generally due one month and seven days after the end of the relevant quarter.

### **Reverse charge mechanisms**

Where the company makes supplies of services to business customers based overseas, the place of supply is deemed to be 'outside the scope of UK VAT'. Meaning that UK VAT is not charged, but the value of the supply is still recorded on the UK VAT return in box 6 (outputs).

Where these supplies of services are made to businesses in EU member states, VAT will usually be due in the overseas territory. However, the VAT is accounted for under the 'reverse charge mechanism'. This means that the recipient of those services is required to account for VAT, subject to the rules in their Country. This ensures that the company is not required to register for VAT in the overseas jurisdiction.

Where goods are exported from the UK (please note special rules apply for goods exported from Northern Ireland to the European Union and are not considered further here) these are zero-rated for VAT purposes. It will be necessary to ensure that the goods are physically exported from the UK and evidence of this export is obtained within specific time limits – usually three months. Where this is the case, VAT will usually be charged in the importing country by the importer or end customer. Care is needed to ensure that if you are required to deliver the goods (e.g. duty paid), then you would be the importer of record and may need to register for VAT in that Country in order to reclaim import tax and make a domestic supply.

### **VAT group registration**

Where multiple entities subject to UK VAT are under common control, including where one controls the other, it may be possible to form a VAT group. It is understood that the company is not currently a member of any VAT group.

VAT grouping is a simplification measure under which two or more eligible persons can be treated as a single taxable person for VAT purposes, such that transfers between those persons are not taxable supplies for VAT purposes subject to certain exclusions.

The registration is made in the name of the representative member of the group, who is responsible for completing and filing a single return on behalf of the group. Despite this, all members of the VAT group are subject to joint and several liability for VAT groups.

## SECTION IV: ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Industry Report on Global and Indian Agrochemicals Industry for Safex Chemicals” dated July 2, 2025 (the “**F&S Report**”) prepared and issued by Frost & Sullivan, appointed by us pursuant to an engagement letter dated December 13, 2024 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. The F&S Report will form part of the material documents for inspection and a copy of the F&S Report is available on the website of our Company at [safexchemicals.com/investorrelations](https://safexchemicals.com/investorrelations). Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents of the F&S Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. While preparing the report, F&S has also sourced information from publicly available sources, including our Company’s financial statements available publicly.

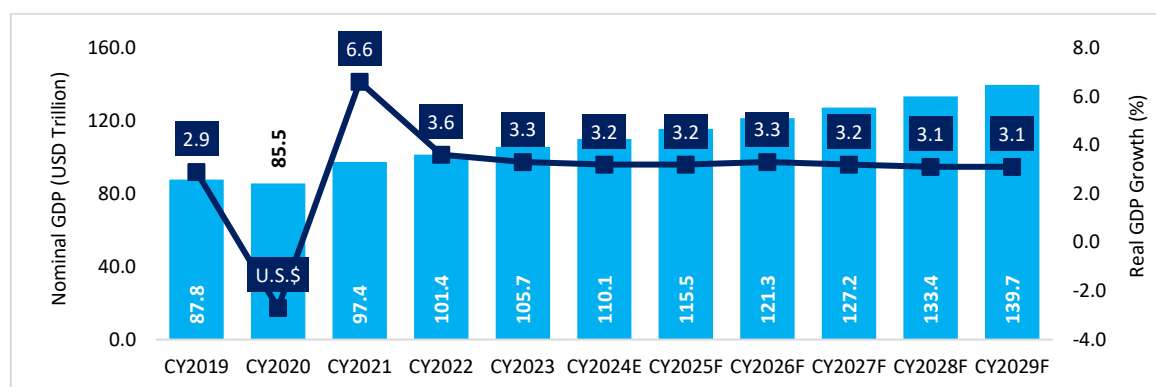
For further information, see “- Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 56. Also see, “Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data –Industry and Market Data” on page 26.

#### Global Market Economic Overview

#### GDP Growth and Macro Economic Trends

#### Economic Growth and the Rise of the Middle-Class Consumer

#### Nominal GDP (in U.S.\$ Trillion) and Real GDP Growth (%), Global, Calendar Year (CY)2019-CY2029F



Note: E: Estimate, F: Forecast, Global Nominal GDP and Real GDP Growth is represented in calendar years. For e.g. CY2019 is the 12-month period between 1 January 2019 and 31 December 2019

Source: International Monetary Fund (IMF): World Economic Outlook (WEO), October 2024, Frost & Sullivan January 2019 and 31 December 2019

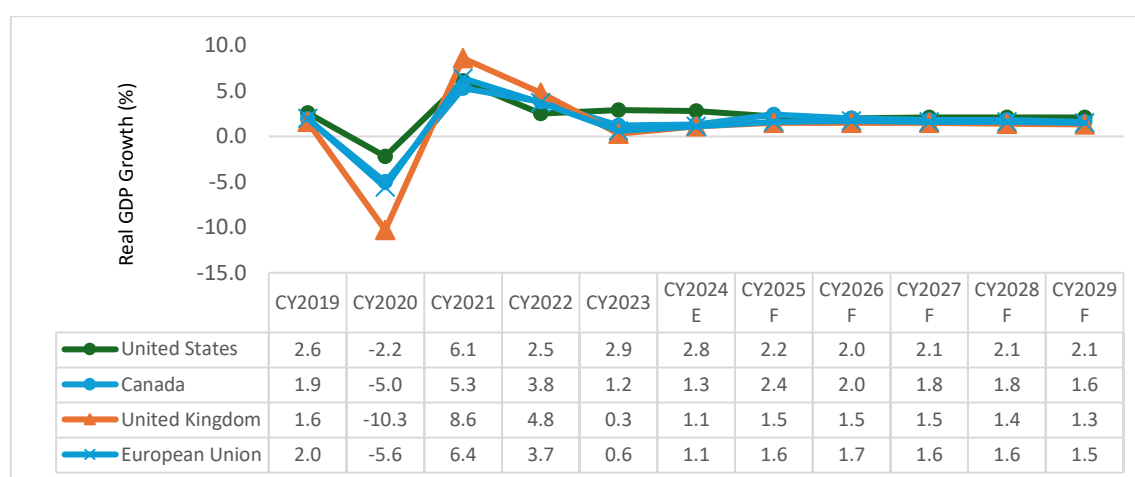
Global economic growth saw a robust rebound in 2021, with real gross domestic product (“GDP”) expanding by 6.6%, driven by strong post-pandemic demand recovery and fiscal stimulus. Growth, however, moderated to 3.6% in 2022 and 3.3% in 2023, as the Russo-Ukrainian war intensified inflationary pressures, disrupted supply chains, and prompted aggressive monetary tightening. By 2024, global growth stabilized at 3.2%, supported by easing inflation and improving credit conditions. Nevertheless, geopolitical risks, including trade disputes and policy uncertainty, remain significant challenges, requiring careful navigation to sustain economic momentum in 2025 and beyond.

From 2025 to 2029, global nominal GDP is projected to grow at a Compound Annual Growth Rate (“CAGR”) of 4.9%, reaching approximately USD 140 trillion, with real GDP growth averaging 3.2% annually. Emerging markets are expected to lead this growth, driven by favorable demographics, expanding manufacturing capabilities, and cost-competitive labour. These economies also stand to benefit from strategic investments in green energy, digital infrastructure, and technological innovation. In contrast, advanced economies face challenges from supply chain vulnerabilities and energy transitions, emphasizing the importance of long-term planning and innovation to address structural limitations. Additionally, OPEC’s continued production cuts, reducing output by 5.86 million barrels per day until April 2025, aim to stabilize global energy markets, providing temporary price relief during the transition to cleaner energy sources.

Inflation is set to ease steadily, with headline inflation averaging 4.3% by 2025, down from 5.8% in 2024. While non-energy goods inflation is expected to moderate significantly, persistent wage pressures and tight labour markets will keep core inflation elevated until early 2025. Central banks are expected to lower rates, with the Fed’s policy rate projected at 3.00% to 3.25% by end of 2025. These adjustments will bolster emerging markets with moderating inflation, supporting global monetary conditions.

## Outlook on Advanced Economies

### Real GDP Growth (%), Key Advanced Economies, CY2019-CY2029F



Note: E: Estimate, F: Forecast, Real GDP Growth is represented in calendar years. For e.g. CY2019 is the 12-month period between 1 January 2019 and 31 December 2019; Source: IMF: WEO, October 2024, Frost & Sullivan

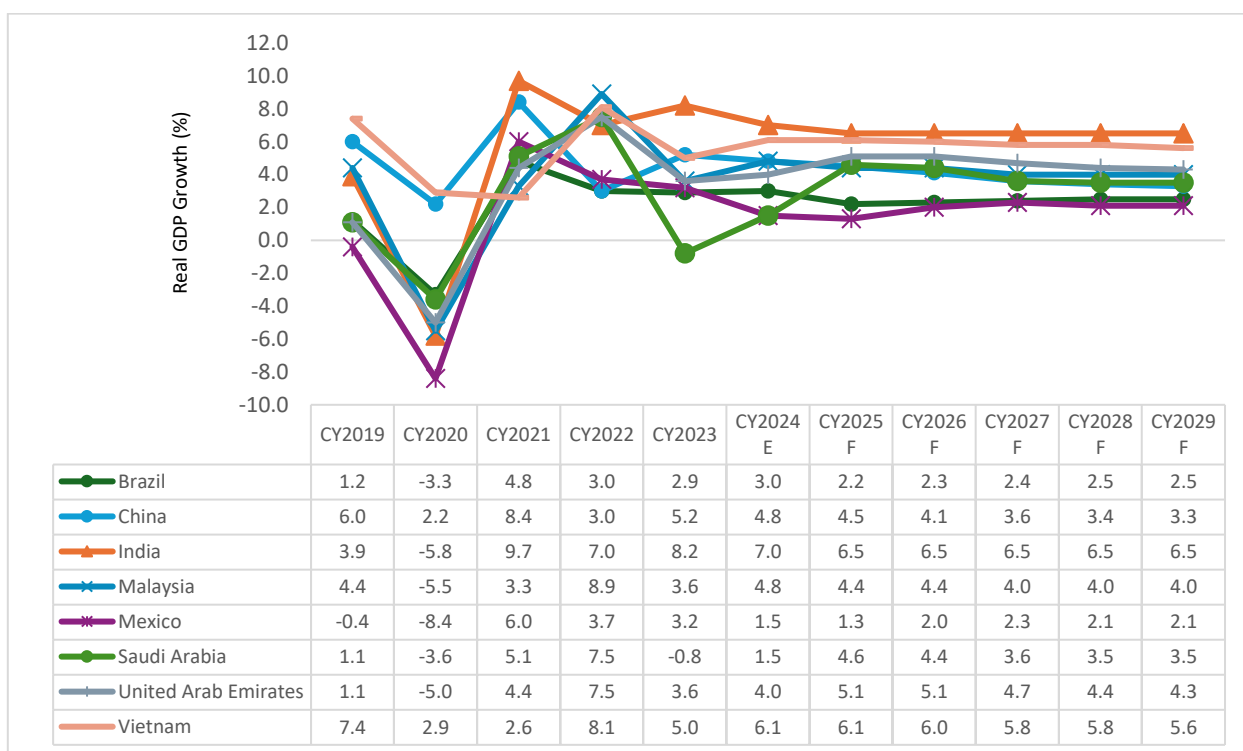
The United States maintained steady growth at 2.9% in 2023, slightly easing to 2.8% in 2024, with projections stabilizing around 2.1% through 2029. Canada’s growth remained subdued at 1.2% in 2023, recovering modestly to 1.3% in 2024 and expected to peak at 2.4% in 2025 before settling at 1.6% by 2029. The United Kingdom, after a sharp contraction of 10.3% in 2020 and strong recoveries of 8.6% in 2021 and 4.8% in 2022, grew by 0.3% in 2023, with gradual improvements to 1.1% in 2024 and stabilization at 1.3% by 2029. Economic growth for the United Kingdom is driven by government consumption and investment, as inflation drops from 7.3% in 2023 to 2.6% in 2024. Despite wage growth and high services inflation potentially slowing monetary easing, the outlook remains positive. In the EU, inflation is forecast to fall from 6.3% in 2023 to 2.6% in 2024 and 2.3% in 2025, enabling the ECB to cut interest rates by early 2025. This policy is likely to boost private consumption and investment, creating opportunities for the Contract Development and Manufacturing Organization (“CDMO”) sector.



## Outlook on Emerging Markets

Brazil's economy is projected to slow to 2.2% in 2025 and stabilize at 2.5% by 2029. China's growth, after recovering to 5.2% in 2023, is expected to decline steadily to 3.3% by 2029. India's resilient economy grew at 8.2% in 2023, maintaining momentum at 7.0% in 2024, and is forecasted to stabilize at 6.5% through 2029. Malaysia's growth rebounded to 4.8% in 2024 and is projected to stabilize at 4.0% from 2027. Mexico's economy slowed to 1.5% in 2024 but is expected to improve to 2.3% by 2027. Saudi Arabia's GDP is expected to see a recovery to 4.6% in 2025 before moderating to 3.5% by 2028. The UAE is projected to reach 5.1% in 2025 before softening to 4.3% by 2029. Vietnam's economy strengthened to 6.1% in 2024, with growth expected to taper slightly to 5.6% by 2029.

### Real GDP Growth (%), Key Emerging Markets, CY2019-CY2029F



Note: E: Estimate, F: Forecast, Real GDP Growth is represented in calendar years. For e.g. CY2019 is the 12-month period between 1 January 2019 and 31 December 2019; Source: IMF: WEO, October 2024, Frost & Sullivan

India is set to become the fastest-growing major economy, with the IMF recently upgrading its 2024 to 2025 outlook, driven by strong domestic demand and reforms. Rising from the 9th largest economy in 2010 (U.S.\$ 1,676 billion) to 5th in 2024 (U.S.\$ 3,889 billion), India is projected to rank 3rd by 2029 at U.S.\$ 6,307 billion, surpassing Germany and Japan.

This growth is powered by a demographic advantage (68% in the working age group), a booming digital economy with 941.5 million broadband subscribers, and CAPEX growing at a CAGR of 18.8% to U.S.\$ 133.7 billion by Fiscal 2025. Key sectors like technology, infrastructure, and defence, along with a U.S.\$ 2 trillion export target by 2030, are driving India's transformation and global leadership.

### **Global Manufacturing Shift and Diversification Away from China**

The global manufacturing landscape is undergoing a marked shift as businesses diversify from China, driven by demographic, economic, and geopolitical factors. China's population over 65 years is projected to rise to 17.4% by 2029, leading to a shrinking labour force, reduced productivity, and heightened fiscal pressures for pension and public healthcare reforms. Geopolitical tensions over Taiwan and the South China Sea amplify trade risks, while high corporate debt—particularly in the real estate sector—coupled with falling property prices, dampens economic growth and investor confidence. Financial inefficiencies further exacerbate the issue, with concentrated loans in state enterprises and inconsistent government interventions undermining economic stability. Trade relations with key markets such as the EU, the U.S., and Japan are expected to wane, prompting companies to explore alternative manufacturing destinations.

India has emerged as a significant beneficiary of this shift, leveraging fiscal incentives and a burgeoning semiconductor manufacturing sector, with three plants under development and policies encouraging ancillary industries. India also plans to replicate China's eCommerce integrated pilot zones near airports to streamline customs processes, a step toward achieving its ambitious U.S.\$ 1 trillion goods export target by 2030. Notably, global firms such as Nippon Steel Corporation and Tesla, Inc. supplier Panasonic Energy Co., Ltd. have announced strategic reductions in their reliance on China, instead increasing operations in India and the U.S., respectively.





India’s Strategic Advantage: Emerging as a Key Beneficiary of the China+1 and Europe+1 Strategies



**Strategic Position in Global Supply Chains:** India is emerging as a key player in the global China+1 and Europe+1 strategies. Manufacturing contributed 14.3% to GVA in Fiscal 2024, with leading sectors including metal products (18.4%), textiles and apparel (11.4%), and transport equipment (10.1%). Traditional industries like chemicals (9.6%) and food & beverages (9.4%) remain strong, while electronics (5.0%) reflect its growth potential.

**Focus on High-Value Industries:** The India Semiconductor Mission (“ISM”), with ₹ 760 billion in funding and ₹ 1.5 trillion in private investments, showcases India's focus on high-value industries. Supporting policies like the Design Linked Incentive (DLI) scheme and SPECS are driving growth in aerospace, electrical machinery, and pharmaceuticals.

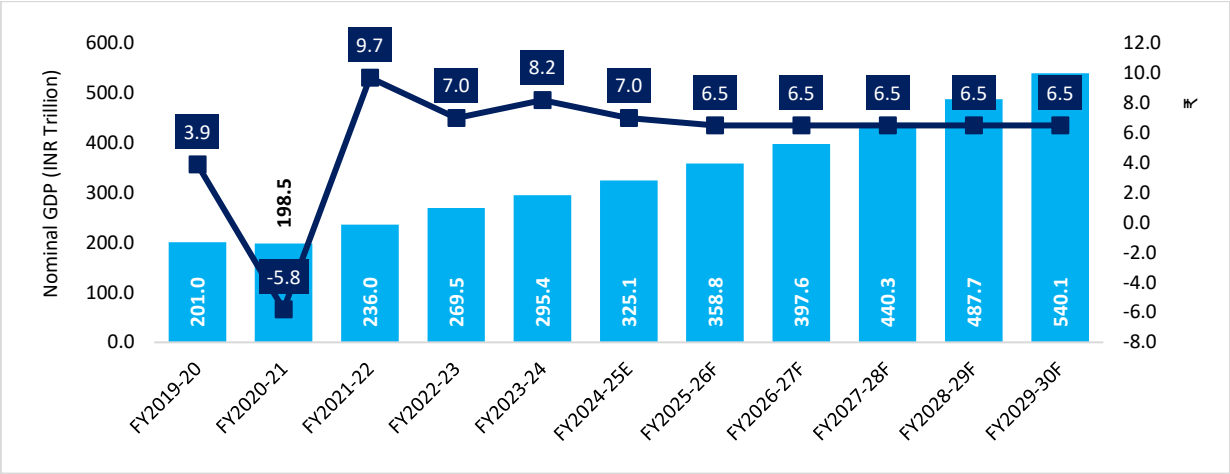
**Geopolitical Challenges and Opportunities:** Geopolitical tensions involving Russia have disrupted supply chains in industries like automotive and steel. Rising raw material costs have pressured profitability. However, India’s diversification of energy imports and renewable energy investments under Atmanirbhar Bharat are enhancing resilience and creating opportunities in export-driven sectors.

**Policy and Workforce Strengths:** Initiatives like Make in India, cost-competitive labour, and a rapidly upskilling workforce are transforming India into a reliable manufacturing hub. Investments such as ₹ 88 billion under the PLI scheme for electronics and support for medical device manufacturing highlight strategic growth areas.

Indian Macro-Economic Overview

GDP Growth and Macro-Economic Trends for the Indian Economy

Nominal GDP (in ₹ Trillion) and Real GDP Growth (%), India, Fiscal 2020 to Fiscal 2030



*Note: E: Estimate, F: Forecast, India's Nominal GDP and Real GDP Growth is represented in financial years. For e.g. Fiscal 2020 is the 12-month period between 1 April 2019 and 31 March 2020*

*Source: IMF: WEO, October 2024, Frost & Sullivan*

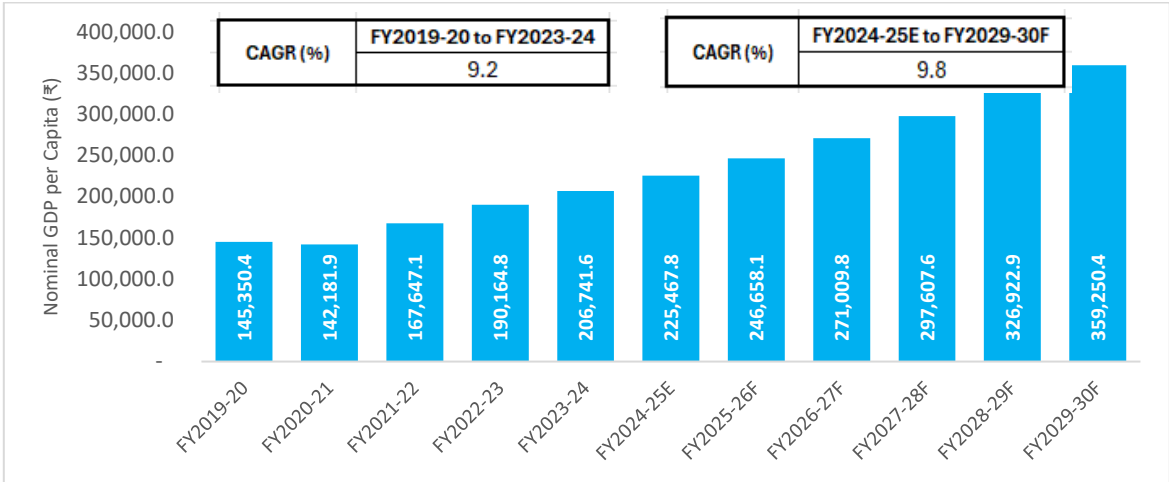
India's real GDP displayed resilience with a strong rebound of 9.7% in Fiscal 2022, following a sharp contraction of 5.8% in Fiscal 2021 due to COVID-19, and maintained steady growth at 7.0% and 8.2% in Fiscal 2023 and Fiscal 2024, respectively. Nominal GDP surged by 46.9% from Fiscal 2020 to Fiscal 2024, reaching ₹ 295.4 trillion, reflecting rising economic activity. Projections indicate sustained growth momentum with nominal GDP projected to reach ₹ 540.1 trillion by Fiscal 2030, driven by a robust consumer base, competitive labour costs, and government-led CAPEX. Structural reforms, increasing digitalization, and expanding global trade integration further position India as a key player in the global economy, underscoring its potential to exceed U.S.\$ 7 trillion in nominal GDP within the next decade.





GDP per Capita and Growth Drivers for India

Nominal GDP per Capita (in ₹), India, Fiscal 2020 to Fiscal 2030



Note: E: Estimate, F: Forecast, India’s Nominal GDP and Real GDP Growth is represented in financial years. For e.g. Fiscal 2020 is the 12-month period between 1 April 2019 and 31 March 2020

Source: IMF: WEO, October 2024, Frost & Sullivan

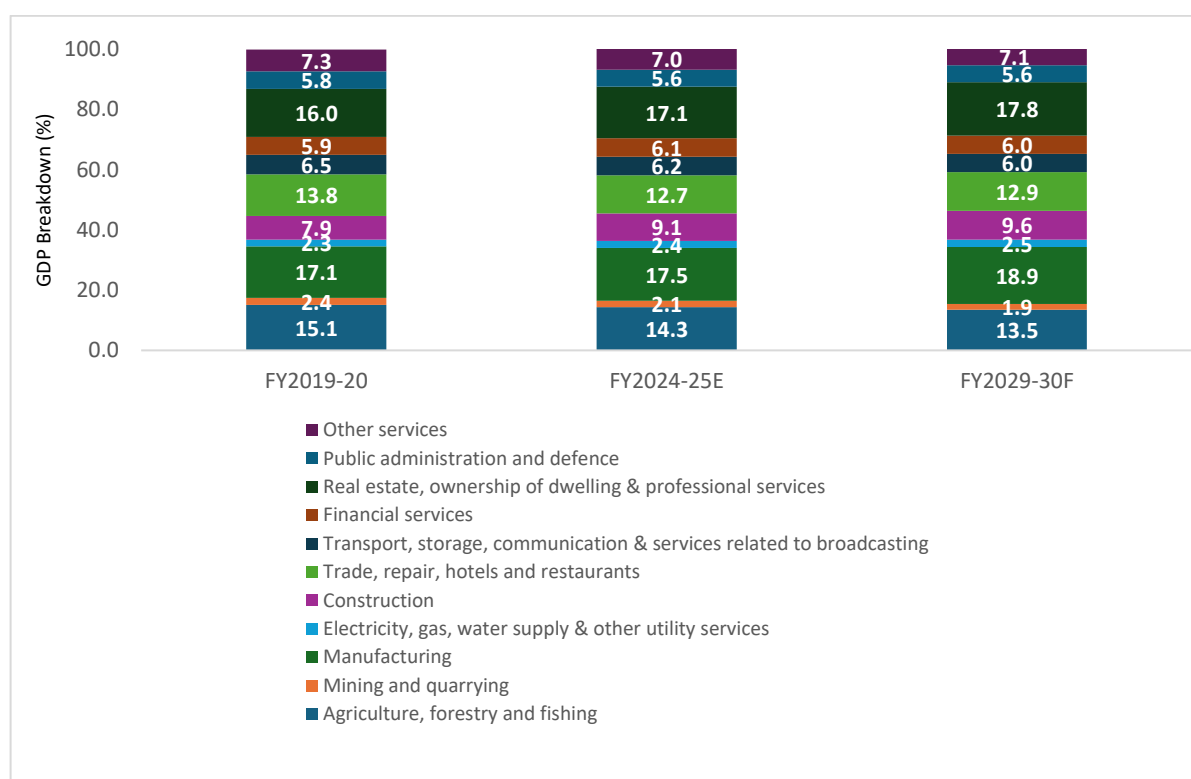
India's economic growth is marked by a significant rise in GDP per capita, growing from ₹ 145.4 thousand in Fiscal 2020 to ₹ 206.7 thousand in Fiscal 2024 at a CAGR of 9.2%, and projected to reach ₹ 359.3 thousand by Fiscal 2030, reflecting an improved CAGR of 9.8% in the forecast period.

This growth is fueled by transformative reforms, improved infrastructure, initiatives like "Make in India" and the PLI scheme, and investments in renewable energy, healthcare, and education. A thriving digital ecosystem with over 750 million internet users and a burgeoning fintech sector, valued at U.S.\$ 1.5 trillion by 2025, driven by Digital India and UPI, has revolutionized financial inclusion and formalized economic activities. With its demographic dividend, innovation-led startup growth, and deepening global integration, India is set to sustain its momentum, driving resilience, inclusivity, and global influence.

India's sectoral GDP composition reflects a dynamic shift towards a combination of industrialization and services-led growth. Agriculture, forestry and fishing sector forms 14.3% of GDP in Fiscal 2025 and still remains sizeable at 13.5% of GDP in Fiscal 2030.



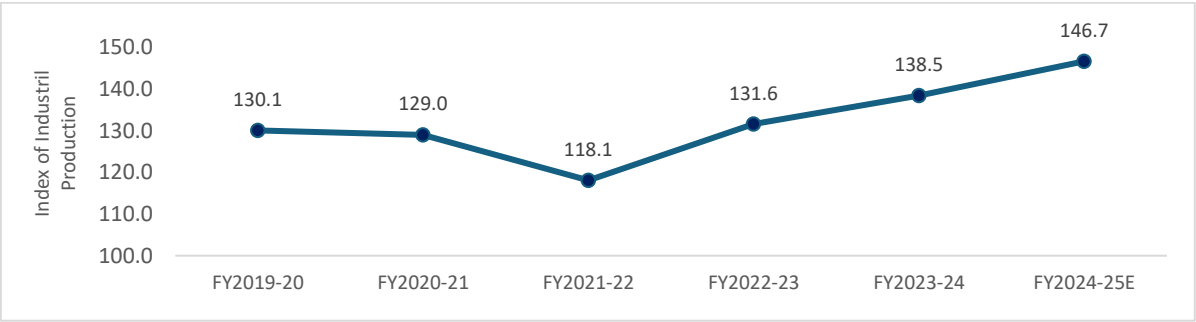
### GDP breakdown by key sectors (%), India, Fiscal 2020, Fiscal 2025 & Fiscal 2030



Source: Frost & Sullivan analysis

Manufacturing, driven by PLI schemes and advancements in high-tech industries, is set to rise to 18.9%, marking significant industrial progress. By Fiscal 2030, the construction sector, fueled by urbanization and housing initiatives, will increase its share to 9.6%, while real estate and professional services will expand to 17.8%, underscoring growth in urban infrastructure and professional services. Trade, repair, hotels, and restaurants, at 12.9%, and transport and communication, at 6.0%, highlight stable contributions from consumer-facing sectors, while the electricity and utilities segment grow to 2.5%, reflecting ongoing energy transition efforts.

Index of Industrial Production (IIP), India, Fiscal 2020 to Fiscal 2025



Note: E: Estimate, F: Forecast, India’s GDP is represented in fiscal years. For e.g. Fiscal 2020 is the 12-month period between 1 April 2019 and 31 March 2020.

Source: MOSPI – India, Frost & Sullivan

Manufacturing, driven by PLI schemes and advancements in high-tech industries, is set to rise to 18.9%, marking significant industrial progress.

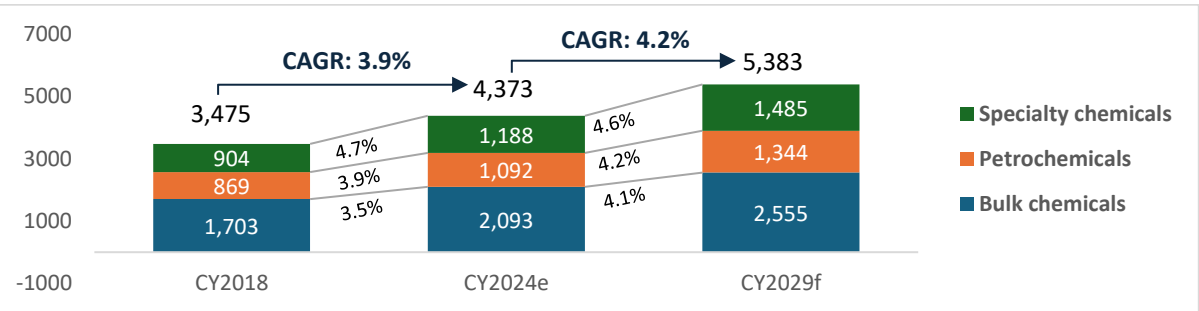
Global And India Chemical Outlook

Overall Historical Growth and & Forecast for Global and India Chemicals Market

Global Overview

The Global Chemicals market is currently valued at U.S.\$ 4,373 billion in CY2024. The overall industry is expected to expand at a CAGR of approximately 4.2%, reaching U.S.\$ 5,383 billion by CY2029.

Global Chemicals Market by Type CY2018-2030F (U.S.\$ Billion)



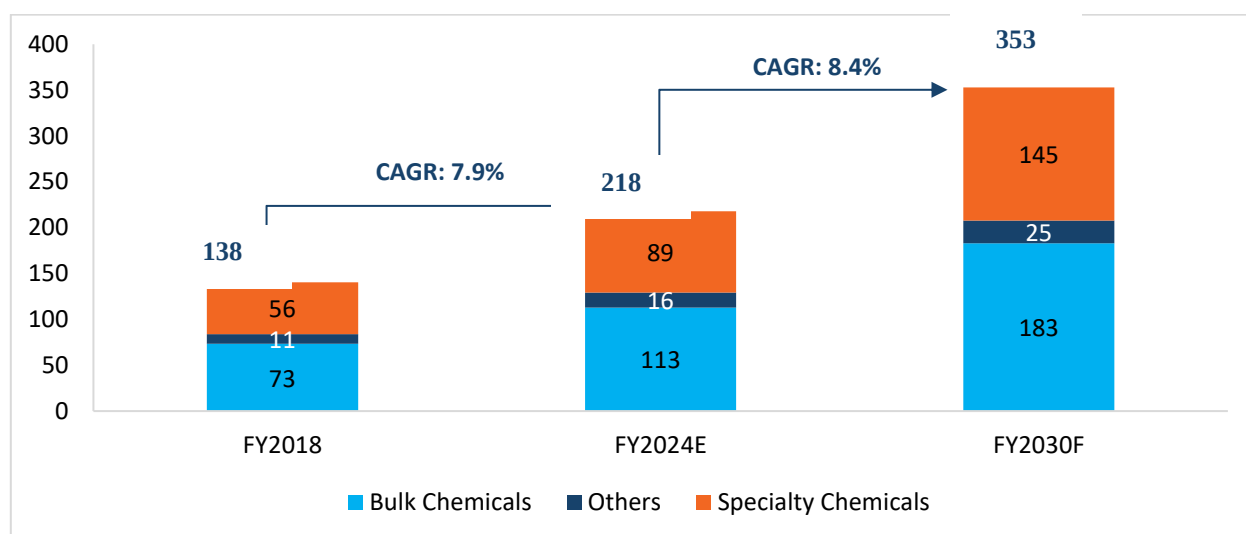
Source: Frost & Sullivan Analysis

A structural transformation is reshaping the competitive landscape. The chemicals industry, once primarily driven by cost efficiency and large-scale commodity production, is increasingly transitioning toward technology-driven, sustainability-conscious operations. This shift is particularly evident in China’s strategic focus on self-reliance, where the country is moving aggressively to reduce dependency on Western chemical innovations by heavily investing in high-performance materials, electronic chemicals, and green manufacturing processes. Europe, in contrast, is accelerating its pivot toward sustainability, with green chemistry initiatives dictating corporate strategies, regulatory compliance, and product innovation. North America remains focused on petrochemicals, but the demand for circular plastics, bio-based chemicals, and low-carbon production methods is forcing even the largest producers to rethink their long-term strategies. This industry-wide transition is setting the stage for a new era of competition, where technological capability, regulatory adaptability, and regional self-sufficiency are becoming the primary determinants of success.

## India Overview

India's Chemical industry has emerged as a critical pillar of the country's industrial ecosystem, contributing significantly to GDP growth, employment, and global trade integration. With a market size of U.S.\$ 218 billion in Fiscal 2024, the sector constitutes approximately 5% of the Global Chemical market, exhibiting its importance in the global supply chain.

### Indian Chemicals Market by Type Fiscal 2018-2030F (U.S.\$ Billion)



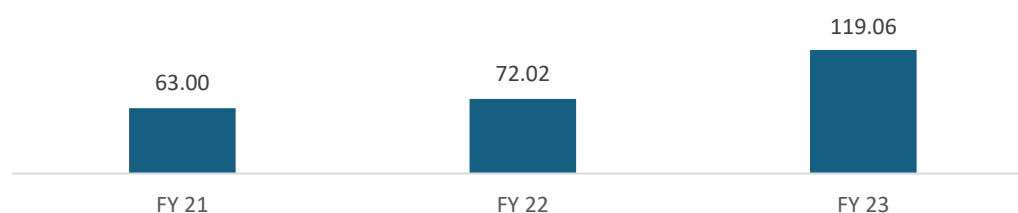
Source: Frost & Sullivan Analysis

| CAGR                       | Bulk Chemicals | Specialty Chemicals | Others |
|----------------------------|----------------|---------------------|--------|
| Fiscal 2018 to Fiscal 2024 | 7.6%           | 8.0 %               | 6.4%   |
| Fiscal 2024 to Fiscal 2030 | 8.4%           | 8.5%                | 7.7%   |

Note: Indian chemical industry generally showcases Agrochemicals & Fertilizers outside of Specialty chemicals. In the above graph the specialty chemicals section, however, is inclusive of Agrochemicals & Fertilizers to maintain consistency with the Global section.

Over the last decade, India has positioned itself as a formidable alternative to China in Specialty Chemicals Manufacturing, benefiting from the China+1 strategy adopted by global players. The trend of multinational corporations reducing their dependency on Chinese suppliers has driven substantial capital inflows into the Indian chemical sector, enabling capacity expansions, R&D investments, and product innovation. The specialty chemicals segment estimated to be at U.S.\$ 89 billion in Fiscal 2024, in particular, is poised for rapid growth due to the increasing demand for high-value chemicals across pharmaceuticals, agrochemicals, construction, and consumer goods industries.

### Historic FDI Equity Inflow in Chemical Industry Fiscal 2021 till Fiscal 2023 in Value ₹ Billion



Source: Q&A Session Rajya Sabha, Answered on 28.03.2023

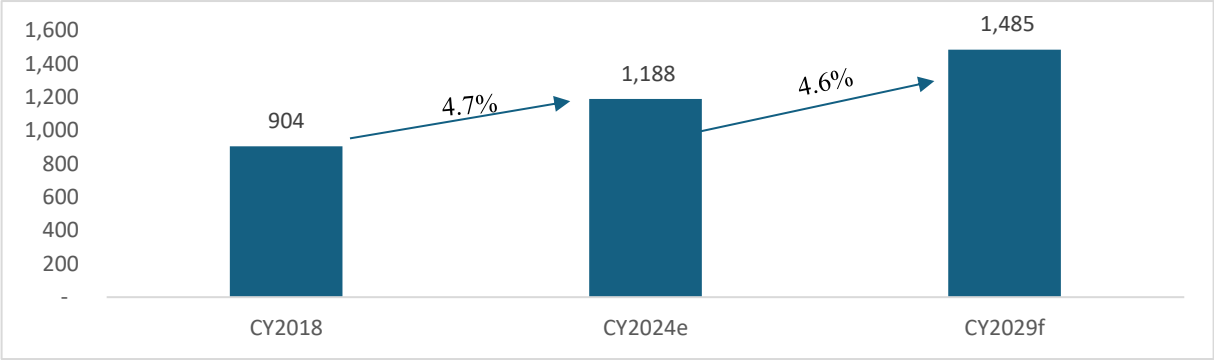
Note: Fiscal 2023 data till December 2022

Foreign direct investment (“**FDI**”) has played a pivotal role in the sector’s growth, with FDI inflows into India’s chemical industry (excluding fertilizers) reaching pre-pandemic levels. The government’s policy framework, including Petroleum, Chemicals, and Petrochemicals Investment Regions (PCPIRs), Production-Linked Incentives (PLI) schemes, and revised import-export regulations, has facilitated significant capital inflows into the sector. India’s competitive advantages, including low labour costs, skilled workforce, and a robust manufacturing ecosystem, have further strengthened its position as a global chemical manufacturing hub.

**Global Specialty Chemicals Market**

The Global Specialty Chemicals market, currently valued at U.S.\$ 1,188 billion in CY2024, is expected to witness accelerated growth, reaching U.S.\$ 1,485 billion by CY2029, reflecting a CAGR of 4.6%. This growth highlights the increasing demand for high-value, application-specific chemicals across industries such as agriculture, pharmaceuticals, construction, and personal care.

**Global Specialty Chemicals Market CY2018-2030F (U.S.\$ Billion)**



Source: Frost & Sullivan Research and analysis

Unlike bulk chemicals, which are standardized and produced at scale, specialty chemicals command premium pricing due to their performance-driven attributes and tailored functionalities. The market's expansion is being propelled by stringent environmental regulations, evolving consumer preferences, and rising R&D investments in sustainable and high-performance chemical solutions.

**Global Specialty Chemicals Market by Region**

The Asia-Pacific (“**APAC**”) region dominates the global specialty chemicals market, accounting for 50% of total sales in CY2024. The region’s economic expansion, urbanization, and evolving agricultural practices are key factors driving this growth. The region is at the forefront of agrochemical consumption, with China, India, and Japan emerging as the largest markets for pesticides and fertilizers. The increasing focus on crop protection, yield optimization, and precision agriculture techniques is further stimulating demand for high-performance agrochemical solutions. The pesticide consumption rate in APAC is growing at a CAGR of 3–4% through CY2024 – CY2030, positioning the region as a leader in sustainable and technologically advanced agricultural practices.

Global Specialty Chemicals by Region



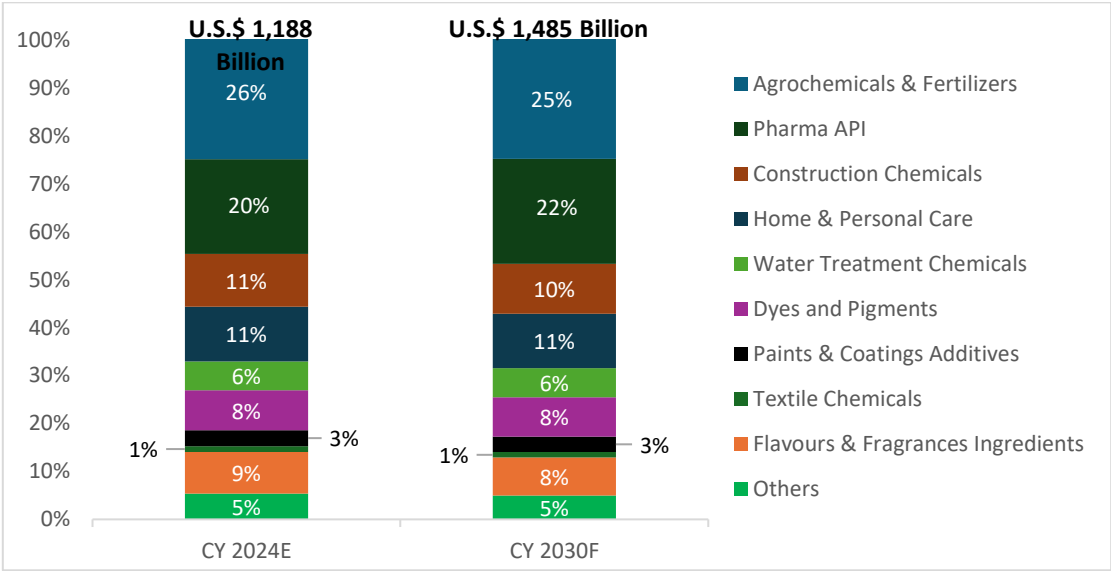
Source: Frost & Sullivan Analysis

Europe remains a highly significant market for specialty chemicals, accounting for 23% of global demand in CY 2024. The region’s specialty chemicals sector is characterized by a strong regulatory framework that emphasizes sustainability, eco-friendly formulations, and reduced carbon footprints. Companies operating in Europe face some of the world’s most stringent environmental mandates, particularly under the EU’s REACH regulations and Green Deal policies. This has led to a surge in investments toward bio-based chemicals, green solvents, and circular economy solutions.

Global Specialty Chemicals Market by Category

The specialty chemicals industry is highly fragmented and application-specific, catering to diverse sectors such as agriculture, pharmaceuticals, construction, water treatment, and consumer goods. Each category within the specialty chemicals market is experiencing distinct growth patterns, driven by technological advancements, sustainability imperatives, and evolving end-user requirements.

Category Wise Segmentation of Global Specialty Chemicals Market CY2024, CY2030F (%)



Source: Frost & Sullivan

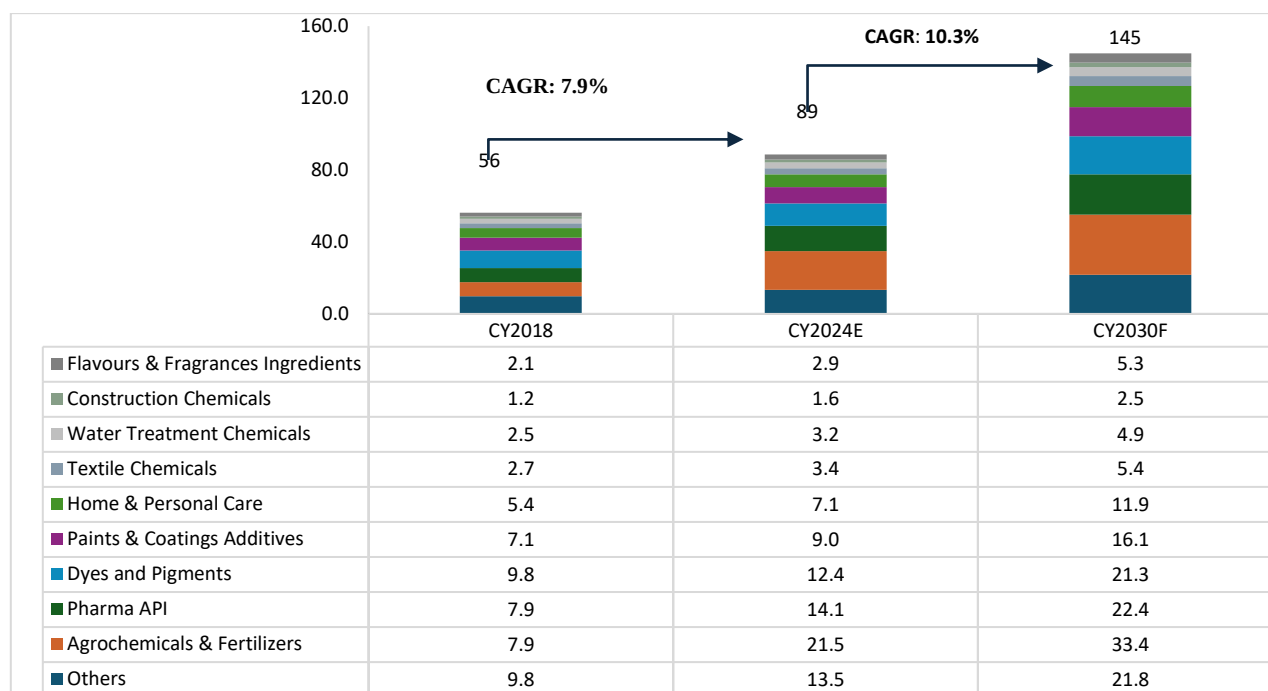


Agrochemicals and fertilizers remain the largest sub-segment within the specialty chemicals industry, contributing 26% of total market value in CY 2024, with expectations to retain a dominant 25% share by CY2030. The increasing demand for food security, efficient farming techniques, and pest control solutions is driving sustained growth in this segment. Herbicides account for the largest share within agrochemicals (approximately 42%), followed by fungicides (25%) and insecticides (24%). The North American and European herbicide markets are expanding steadily, particularly due to large-scale agricultural mechanization and precision farming techniques. In contrast, Asian markets, particularly India and China, are witnessing higher demand for insecticides due to their prevalence in cotton, cereal, and fruit cultivation, where pest control is critical for yield optimization.

## India Specialty Chemicals Market Overview

India's Specialty Chemicals industry is valued at U.S.\$ 89 Billion in Fiscal 2024 is one of the most diversified globally, and the specialty chemicals segment represents a significant growth area. With the global shift towards sustainability, technological advancements, and changing market dynamics, India is uniquely positioned to capitalize on these opportunities. The Indian chemical industry is an important and growing constituent of the country's economy. Encompassing 80,000 commercial products, the Indian chemical sector is highly diversified and provides a variety of raw materials for several key industries. The industry employs more than two million people and has a significant role to play in making India a U.S.\$ 5 trillion economy. Post-pandemic, the recovery of the Indian economy, particularly the manufacturing sector, is helping the industry weather the storm. Agrochemicals and pharmaceutical API production are at the forefront of the specialty chemicals market in India with higher growth prospects. Collectively in Fiscal 2024 they form approximately 40% of the overall specialty market segment.

## Indian Specialty Chemicals Market, Value by end-user industries Fiscal 2024 and Fiscal 2030 (U.S.\$ Billion)



Others include Sealants and Adhesives, Polymer Additives etc.

Source: Frost & Sullivan Research

**Agrochemicals and Fertilizers:** Agrochemicals include organic fertilizers, liming and acidifying agents (which are designed to change the pH), soil conditioners, insecticides and pesticides, fungicides, herbicides, and other chemicals like crop-growth regulators. Fertilizers are mainly inorganic compounds of nitrogen like urea or ammonium nitrate, compounds of phosphorous and potassium.

**Dyes and Pigments:** These are inclusive of Reactive Dyes, Disperse Dyes, Acid Direct Dyes, Azo Dyes, Sulphur Dyes, Solvent Dyes, Vat Dyes, Food Colorants, Organic Pigments, Optical Whitening agents, Inorganic Pigments, Pigment emulsions among others

**Construction Chemicals:** These are inclusive of concrete admixtures (plasticizers, accelerators, retarders, air entrainers), waterproofing (bitumen, PVC, silicon, SBR and others), protective coatings (epoxy, PUR, PE, alkyl, acrylic and others), concrete repair mortar (cement based and plaster based), plasters, base coats among others

**Paints and Coatings Additives:** These are made up of insulating paint additives, powder coating additives, catalysts, wetting agents, levelers, clarifier, coupling agents, deflocculants, thinners, thickeners, anti-caking agents and other chemicals.

**Water Treatment Chemicals:** These are made up of PH neutralizers, algaecides, antifoams (including insoluble oils, silicones, alcohols, stearates and glycols), biocides, boiler water chemicals, coagulants and flocculants, corrosion inhibitors, disinfectants, defoamers among others.

**Textile Chemicals:** These are inclusive of coating & sizing agents, colorants & auxiliaries, finishing agents, surfactants, de-sizing agents, bleaching agents among others.

**Flavors and Fragrances:** Essential Oils (orange, corn mint, eucalyptus, pepper mint, lemon), Oleoresins (paprika, black pepper, turmeric, ginger, others), Aroma chemicals (esters, alcohol, aldehyde, phenol, others), others.

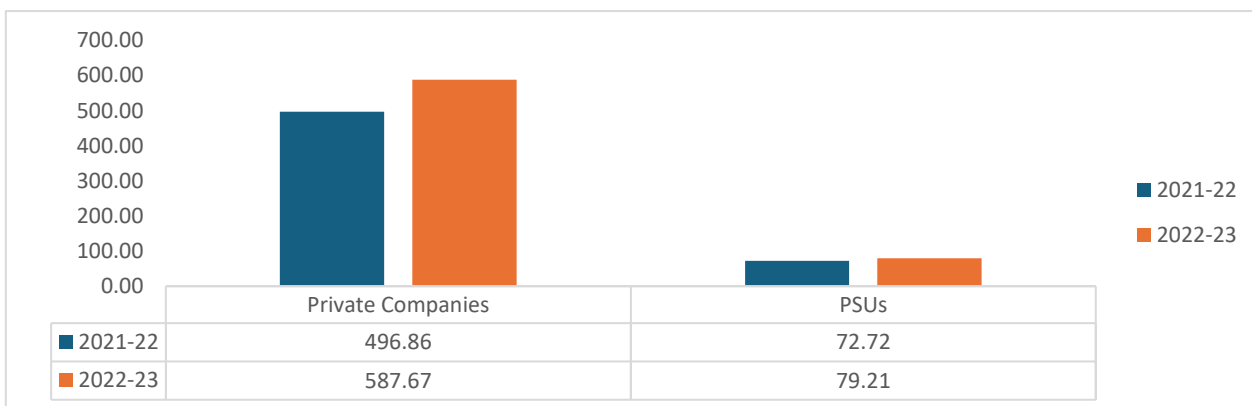
**Home & Personal Care Ingredients:** These are inclusive of formaldehyde, glycerols, titanium dioxide, isopropyls, alcohols, dimethicone, sodium lauryl sulphate, parabens, tocopherols benzones, oleochemicals, surfactants, polymers, botanical extracts among others.

The Specialty Chemicals companies enjoy the strong entry barriers in the form of vendor acquisition, lengthy and complex product approval, registration process, customer loyalty among others. These barriers help the companies to ensure sustainable growth. Further, a distinguished and resilient business model is also a unique driver for these companies. Companies specifically catering to FMCG, HPC and food ingredients enjoy strong entry barriers due to their differentiated models and higher levels of product customization. The level of technical skill and expertise that is essential for developing in-house innovative processes, undertaking complex chemistries and handling some of the raw materials and intermediates requires a significant amount of training that can only be achieved over a period thereby creating a further entry barrier for new entrants.

### ***Trend of evolution of products: R&D and Innovation of Sustainable Products***

The Indian specialty chemical industry is undergoing a structural shift, propelled by an intensified focus on research and development (“**R&D**”), innovation in sustainable products, and a growing intellectual property (“**IP**”) ecosystem. The sector’s ability to compete globally is increasingly determined by its advancements in green chemistry, bio-based alternatives, and process innovations that reduce carbon footprint and environmental hazards.

### **R&D spending by public and private sector in India (₹ Billion)**



Source: Indian Institute of Corporate Affairs, Frost & Sullivan

The post-pandemic industrial landscape has accelerated the urgency for self-reliance and sustainability in chemical manufacturing, with companies investing heavily in next-generation materials, circular economy models, and digitalization of R&D processes. Simultaneously, India's rise as a global leader in specialty chemicals and agrochemicals is amplifying the need for innovation-driven differentiation, particularly in pharmaceutical APIs, performance chemicals, and biodegradable solutions. India’s R&D ecosystem is now aligning with global best practices, with state-of-the-art innovation centers focusing on polymer recycling, carbon capture utilization, and precision chemical engineering to create low-waste, high-performance chemical formulations.

The Petroleum, Chemicals & Petrochemicals Investment Regions (“**PCPIR**”)s have emerged as dedicated clusters for R&D-driven chemical manufacturing, providing companies with the necessary infrastructure and policy incentives to scale up sustainable product innovations.



As India moves toward a knowledge-driven chemical economy, the role of intellectual property rights (“**IPR**”) in fostering innovation, protecting technological advancements, and attracting foreign investments has become increasingly critical. The Indian government’s National IPR Policy, launched in 2016, has provided a comprehensive roadmap for strengthening patent enforcement, expanding R&D infrastructure, and accelerating the commercialization of novel chemical formulations.

Despite these positive trends, India still lags behind leading global chemical hubs, such as the United States, China, and Germany, in terms of R&D intensity and patent value realization. A large proportion of R&D spending in India still comes from multinational corporations headquartered abroad, with Indian subsidiaries investing significantly less in local innovation compared to their parent entities. Addressing this gap will require a stronger push toward indigenous R&D, better enforcement of patent rights, and a well-structured innovation financing ecosystem.

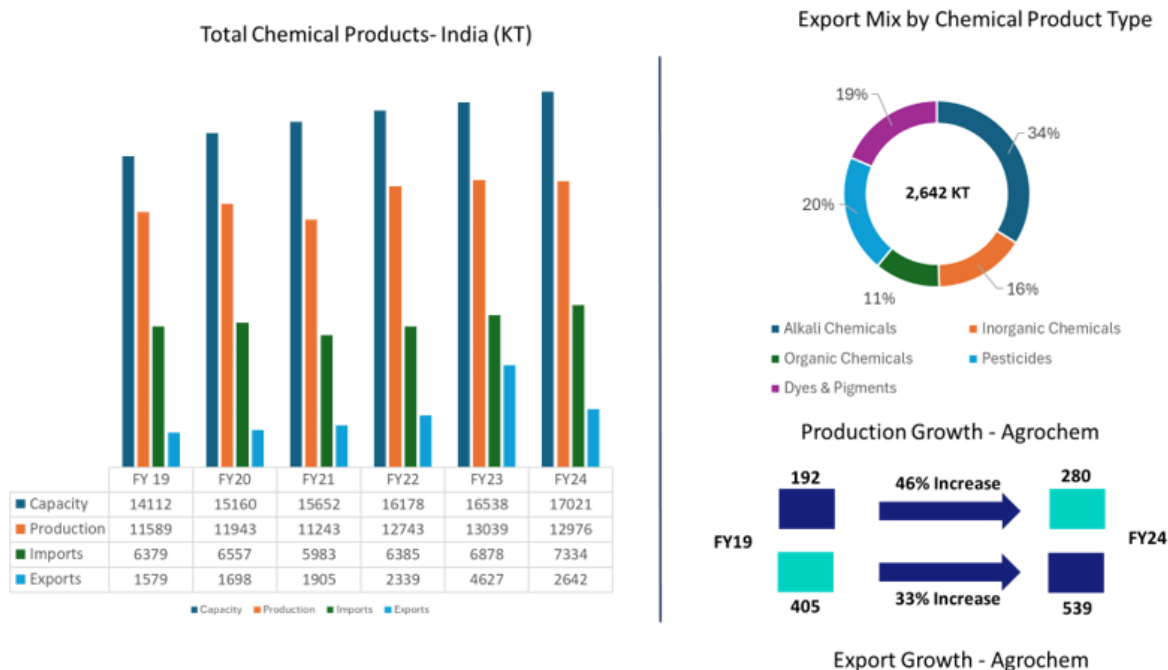
### **India Trade Scenario**

India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India’s GDP. India is a key player in the global chemicals market, and chemical exports accounts for 15% of it’s total exports.

India’s chemical capacity, production and exports have increased in the last past 5 years. Capacity increased by 21%, Production by 12% and exports by 64%. India’s agrochemicals export grew by 33% in the past 5 years with production increasing by 46%.



## Historic Chemical Exports from India Fiscal 2021 to Fiscal 2024 (U.S.\$ Million)



Source: Department of Chemicals and Petrochemicals, Government of India

Between Fiscal 2019 and Fiscal 2023, India's agrochemical exports increased significantly, reflecting growing international demand. In insecticides, the share of the top five importing countries (Brazil, US, Vietnam, China, and Japan) increased from 48% in Fiscal 2019 to 65% in Fiscal 2023. Notably, Brazil alone accounted for 46% of India's total insecticide exports in Fiscal 2023, up from 27% in Fiscal 2019. This rise is driven by Brazil's expanding agricultural sector, which relies heavily on imported crop protection chemicals. Similarly, India's fungicide exports have seen a notable increase, with the share of the top five markets (Brazil, US, Colombia, Belgium, and Bangladesh) rising from 37% in Fiscal 2019 to 51% in Fiscal 2023.

| Agrochemical Exports                                                                                       |                                                                      | FY 2019 | FY 2023 |
|------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|---------|---------|
| <br><b>Insecticides</b> | Share of top 5 countries (Brazil, US, Vietnam, China and Japan)      | 48%     | 65%     |
|                                                                                                            | Share of US                                                          | 10%     | 13%     |
|                                                                                                            | Share of Brazil                                                      | 27%     | 46%     |
| <br><b>Fungicides</b>   | Share of top 5 countries (Brazil, US, Colombia, Belgium, Bangladesh) | 37%     | 51%     |
|                                                                                                            | Share of US                                                          | 5%      | 14%     |
|                                                                                                            | Share of Brazil                                                      | 19%     | 24%     |
| <br><b>Herbicides</b>   | Share of top 5 countries (US, Brazil, Japan, Argentina, Australia)   | 61%     | 70%     |
|                                                                                                            | Share of US                                                          | 42%     | 45%     |
|                                                                                                            | Share of Brazil                                                      | 8%      | 11%     |

Source- UNComtrade, F&S Analysis

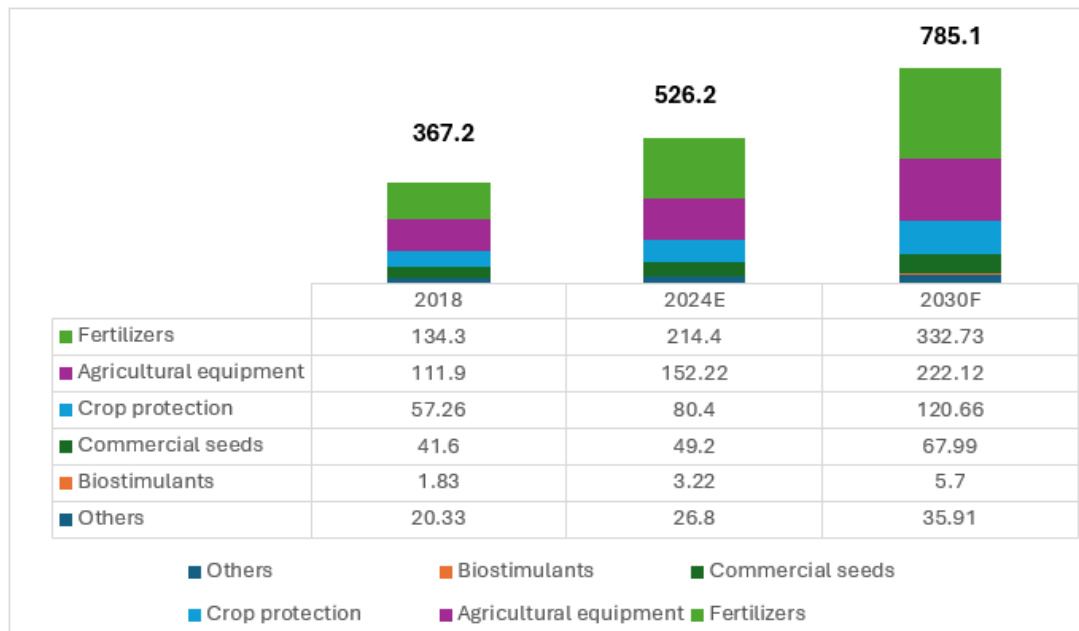


## Global and Indian Agriculture Market Overview

### Global Agricultural Market Overview

The Global Agricultural Spend in the year 2024 is estimated at U.S.\$ 526.2 Billion which has grown from U.S.\$ 367.2 Billion in 2018. It is expected to grow at a CAGR of 6.90% to reach U.S.\$ 785.1 Billion by 2030. This growth is attributed to adoption of improved crop varieties, increased application of fertilizers and crop protection products, and widespread use of mechanization. The Global Gross Production Value in Agriculture market is projected to amount to U.S.\$ 4.59 Trillion in 2024. An annual growth rate of 3.76% is expected (CAGR 2024-2029), resulting in Gross Production Value of U.S.\$ 5.52 Trillion in 2029<sup>1</sup>.

### Global Private Agriculture spend by category CY 2018, 2024E, 2030F (U.S.\$ Billion)



*Others include irrigation and water management and miscellaneous spends*

*Source: Frost & Sullivan Research and analysis*

The highest agricultural spending was witnessed in Asian region. In nominal values, Asia accounted for 77% of the global government agricultural expenditure, while Europe and the Americas accounted for approximately 11% and 9%. High R&D spending is also one of the key growth factors contributing to the success of agricultural reforms in region.

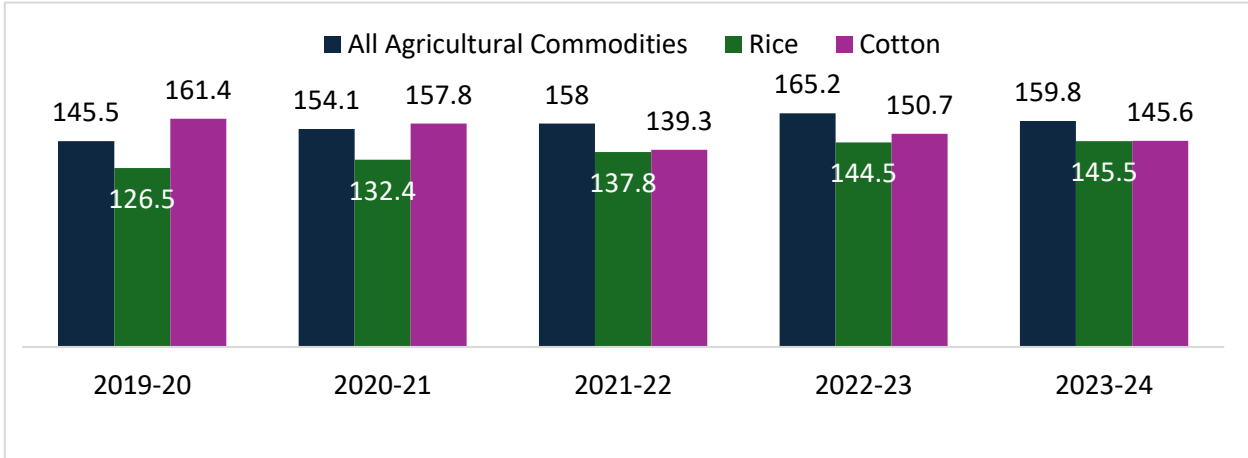
<sup>1</sup> Source – Statista, Frost & Sullivan Analysis

India Agricultural Market Overview

Year 2023-24 marks a period of notable developments, with key crops showcasing resilience and growth despite global challenges. India’s agricultural and allied sector has embarked on an impressive expansion journey, exhibiting an encouraging average annual growth rate of 4.18% from Fiscal 2019 till Fiscal 2024, reaching a size of ₹47,252.23 billion in Fiscal 2024. The sector indicates a robust expected CAGR of nearly 6.92% between Fiscal 2024 and Fiscal 2029, poised to propel the market to an estimated size of ₹66,020.52 billion.

India’s Index of Agricultural Production dropped in Fiscal 2024, mainly due to a decrease in food grain production amid delayed and erratic monsoon caused by El Nino. El Nino is a complex weather pattern resulting from variations in ocean temperatures in the Equatorial Pacific, which has been ongoing since 2023. As per, National Oceanic and Atmospheric Administration (NOAA), there is a 57 % chance of La Nina conditions between October and December 2024, which may persist into the January-March period, potentially resulting in a milder winter.

Index Numbers of Agricultural Production, India, Fiscal 2020 to Fiscal 2024



Note: Figures for 2023-24 are sourced from final estimates. Base: Triennium ending 2007-08= 100.  
Source: Economic Survey 2023 to 2024; Frost & Sullivan

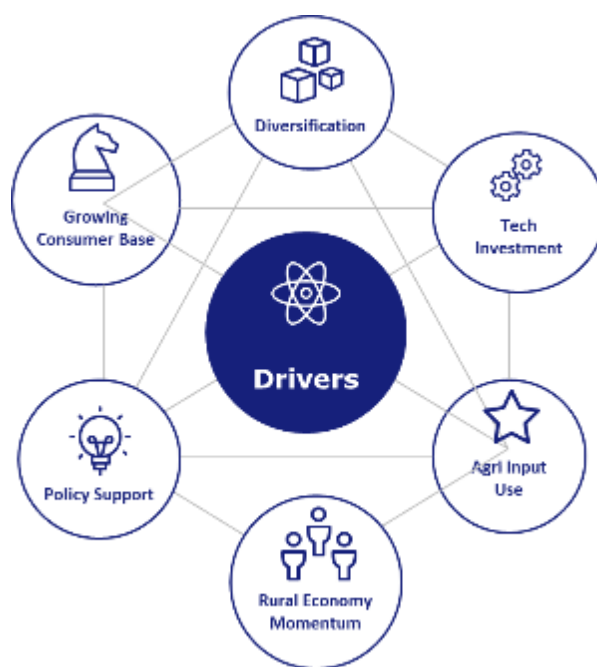
While production of oil seeds and millets saw a marginal increase during the year, cereals and pulses, on the other hand, recorded a decline. However, in Fiscal 2023 and Fiscal 2024, production in agriculture and allied sectors witnessed a record jump, especially attributed to foodgrain production.

The backbone of the Indian economy is the agriculture sector, which accounted for 17.7% of the country's Gross Value Added (“GVA”) in Agriculture in Fiscal 2024. The industry has been remarkably resilient and tenacious in the face of obstacles from the global health crisis and climatic variability, making a substantial contribution to India's economic progress and recovery.





## Growth Drivers of the Agriculture Sector in India



**Agricultural Diversification:** In addition to providing food grains, agriculture fulfills other development needs. In couple of decades, the farming industry has expanded to include cashew, areca nut, coconut, millets, mustard, vegetable, spices, flowers, orchids, dairy, and animal husbandry.

India ranks second globally in vegetable production and first globally in fruit production. India's varied climate, geography, and soil types enable it to grow wide range of crops. Exotic Fruits & Vegetables are being grown by many farmers to increase the profitability.

**Investment in Technologies:** According to Economic Survey 2023-24 estimates, there is ₹ 13.85 return for every rupee spent on agricultural research, including education. ₹ 19.65 thousand crore was spent in agricultural research in 2022–2023. Still, the Expenditure on the Department of Agricultural Research and Education (“DARE”) by the MoA & FW for Fiscal 2024 was ₹ 9,504 crore which is a mere 0.20% of GVA of Agriculture (₹ 4,725,223 crore) for same year.

**Increasing use of Agri- inputs:** Owing to rising population & increasing demand of foodgrains, there is a lot of emphasis on increasing the productivity of farms. Given the good monsoon season in 2024, industry experts predicted a 10–15% increase in demand for agrochemicals as a result of the spike in demand for seeds and crop-protection products.

**Growing Population:** Last year, India overtook China as the most populated country in the world, and it will remain so until 2100. According to the United Nations, India will continue to be the most populated nation in the world for the remaining years of the century, even though its population is expected to peak in the early 2060s at around 1.7 billion people and then drop by 12%. As per UN estimates and MoSPI, the current population of India is 1.46 billion in 2025 and that number will rise to 1.69 billion in 2054. India will still be the most populous country on Earth even if its population is expected to drop to 1.5 billion by the end of the century in 2100. Thus, growing population will lead to increased demand of foodgrains thereby boosting the entire agriculture industry.

**Competitive Advantage:** India has a competitive edge in the Agriculture & Food Processing Industry due to its abundance of natural resources. It offers a broad and substantial raw material base suitable for the food processing sectors along with natural resources due to its varied agroclimatic conditions.

Agriculture continues to anchor India's rural economy, supporting nearly 46.1% of the population and contributing around 16% to GDP, as per the Economic Survey 2024–25. While its GDP share is declining, the sector remains vital for livelihoods, food security, and price stability.

Despite challenges like erratic weather and input volatility, agriculture grew at an average of 5% annually (Fiscal 2017 to Fiscal 2023) at constant prices—a sign of structural resilience. The recent Q2 Fiscal 2025 rebound to 3.5% growth reflects improved kharif output and steady momentum in allied sectors like livestock and fisheries.

The focus now must shift from just sustaining output to improving farm-level returns through better technology, market access, and risk management.

**Key Government Policies for the Agriculture Sector**

**Key Government Schemes**

**e-NAM Scheme**

**Pradhan Mantri Kisan Samman Nidhi Yojana (PM-Kisan)**

**Pradhan Mantri Annadata Aay Sankrakshan Abhiyan (PM\_AASHA)**

**Modified Interest Subvention Scheme (MISS)**

**Formation & Promotion of new 10,000 FPOs**

**Namo Drone Didi**

**Rashtriya Krishi Vikas Yojana (RKVY)**

**Rainfed Area Development (RAD)**

**Per Drop More Crop (PDMC)**

**Crop Residue Management**

**Insights from Budget 2025-26:**

- **Launch of PM Dhan-Dhaanya Krishi Yojana:** The programme will cover 100 districts with low productivity, moderate crop intensity and below-average credit parameters to enhance agricultural productivity, adopt crop diversification and sustainable agriculture practices, augment post-harvest storage at the panchayat and block level, improve irrigation facilities, and facilitate availability of long-term and short-term credit. This is expected to have a significant impact to the agricultural landscape in India impacting lives of 17 million farmers. The program is also expected to have a positive impact on agri inputs sector.
- **Launch of Rural Prosperity and Resilience Programme:** The Rural Prosperity and Resilience Program will be launched in partnership with State Govt. to address underemployment in agriculture through skilling, investment, and technology adoption to strengthen the rural economy.
- **Mission for Atmanirbharta in Pulses & Programme on Vegetables & Fruits:** Government will be implementing a six year “Mission for Aatmanirbharta in Pulses” with a special focus on Tur, Urad and Masoor. In addition, a comprehensive programme to promote production, efficient supplies, processing, and remunerative prices for farmers will be launched in partnership with states will be launched.
- **National Mission on High Yielding Seeds:** A National Mission on High Yielding Seeds will be launched, aimed at strengthening the research ecosystem, targeted development and propagation of seeds with high yield, pest resistance and climate resilience, and commercial availability of more than 100 seed varieties released since July 2024.



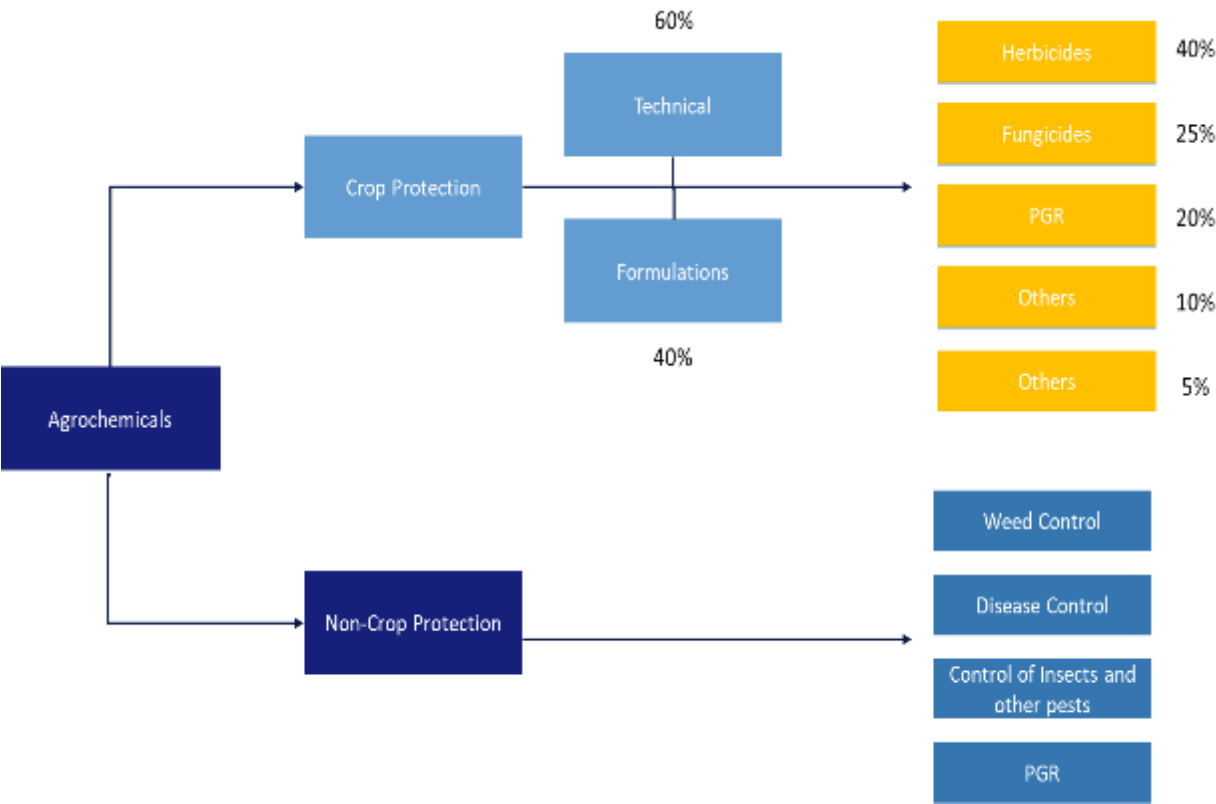
### Global Agrochemicals and Crop Protection Market

#### Global Agrochemical Industry Overview

##### Market Structure and Overview

The global agrochemicals industry is a cornerstone of modern agriculture, playing a pivotal role in ensuring food security and supporting sustainable farming practices. Agrochemicals encompass a wide range of products designed to enhance crop yields, protect plants from pests and diseases, and improve overall agricultural productivity.

##### Classification of Global Agrochemicals Market



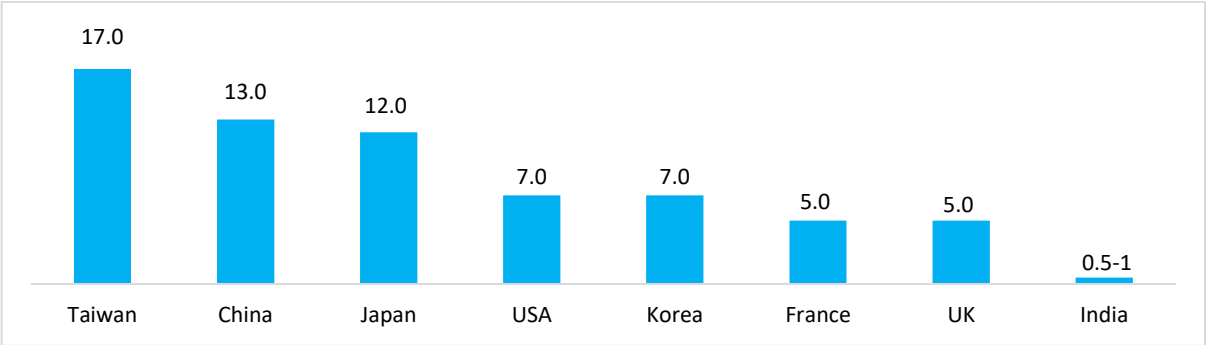
Source: Frost & Sullivan

The demand for agrochemicals is driven by the need for increased agricultural productivity to meet the food requirements of a growing global population. As farming practices evolve, there is also a shift towards more sustainable solutions, with the growing adoption of biological control agents and eco-friendly agrochemicals. Innovations in precision agriculture and biotechnology further boost the market, enabling more targeted and efficient use of agrochemicals.

**Per Capita Consumption of Agrochemicals in Major Geographies**

Per capita agrochemical consumption indicates the degree of reliance on chemical inputs for enhancing agricultural productivity, shaped by factors like land availability, crop types, and policy frameworks.

**Per Capita Consumption of Agrochemicals in Major Geographies (Kg/Hectare), CY2024**



Source: Frost & Sullivan

Across global markets, patterns vary widely. Countries like Taiwan (17 kg/ha), China (13 kg/ha), and Japan (12 kg/ha) reflect high-intensity input usage aimed at maximizing productivity from limited land. Developed economies such as the USA and EU members (France, UK) tend to adopt more regulated and sustainability-focused approaches, with per-hectare usage between 5–7 kg, often substituting conventional agrochemicals with precision-based or biologically derived inputs.

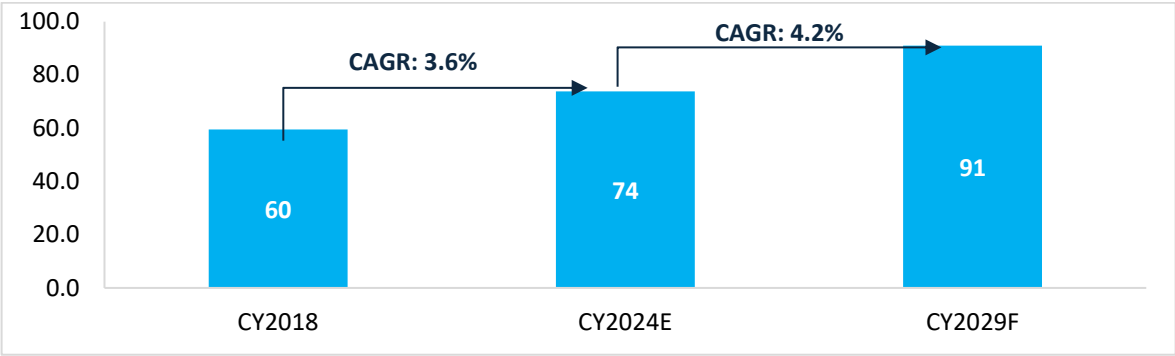
In contrast, India’s agrochemical usage stands at only approximately 0.5 kg/ha—one of the lowest globally—despite having the second-largest arable land base and being among the top producers of rice, wheat, cotton, and horticultural crops. The lower per hectare consumption highlights significant potential for growth in pesticide consumption in the region compared to other developed countries. Agrochemical penetration in India is set to grow at a robust pace due to the need for increased yield and to ensure food security for the country’s rising population.

**Global Crop Protection Market**

The crop protection market was valued at around U.S.\$ 74 billion during CY2024 and is expected to reach U.S.\$91 billion during CY2029F, growth with a CAGR of 4.2% during the forecast period. The global crop protection market has experienced steady growth over the past few years, driven by the increasing demand for food, advances in agricultural technology, and the need to manage growing pest and disease pressures.

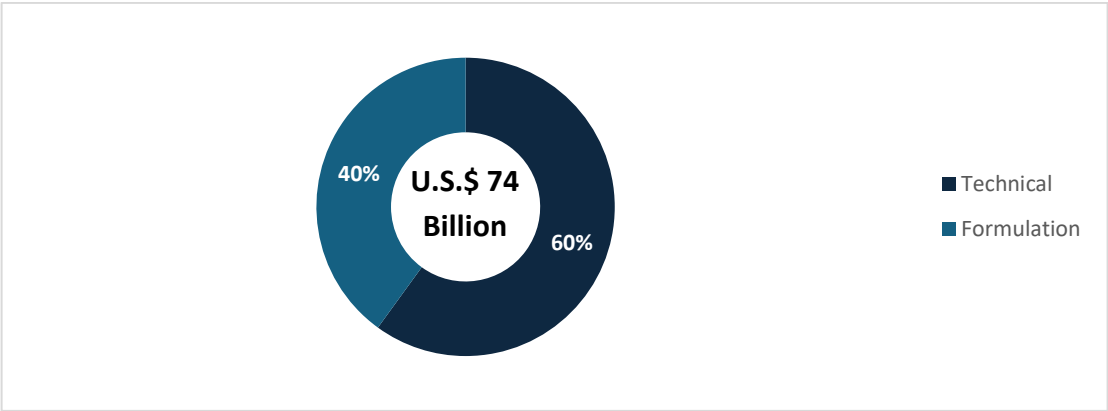


Global Crop Protection Market by Value (U.S.\$ Billion), CY2018-CY2029F



Source: Frost & Sullivan

Global Crop Protection Market Segmentation by Production Stage, CY2024

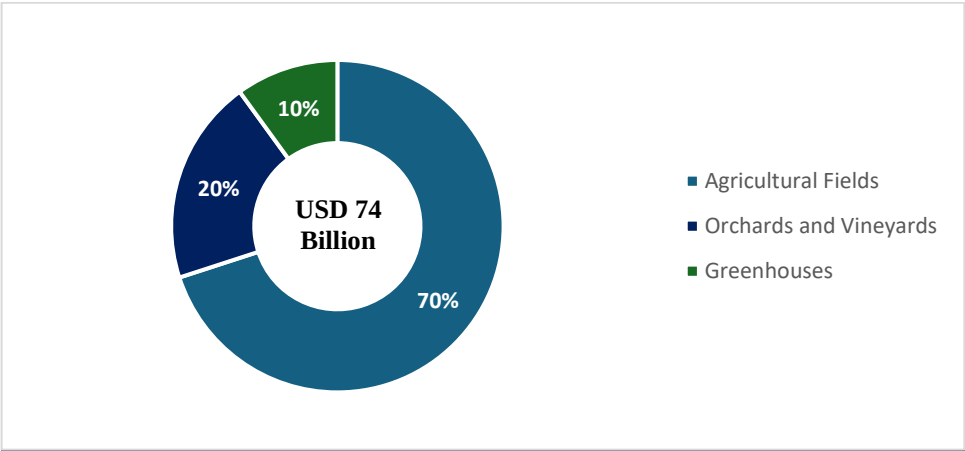


Source: Frost & Sullivan

The Technicals market in Agrochemicals involves the bulk production of active ingredients (AI), which are the core molecules used in pesticides formulations. This involves large-scale manufacturing of these active ingredients, which are then used in formulations in different forms. The Formulation market, on the other hand, involves processing these active ingredients into end-use products like sprays, granules, and liquids. Although the *formulation market is smaller in volume, it has a higher per-unit value* because it includes additional substances such as carriers, solvents, and stabilizers that enhance the efficacy, safety, and ease of application of the pesticides.



Segmentation of Global Crop Protection Market by Applications, CY2024

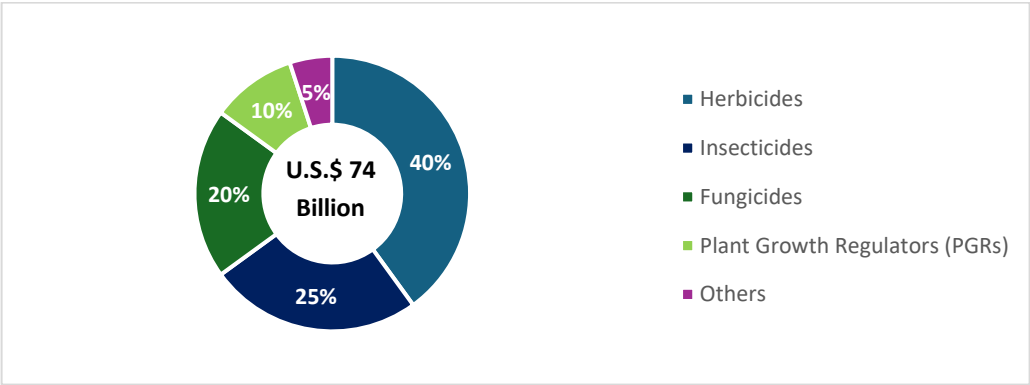


Source: Frost & Sullivan

- **Agricultural Fields:** Crop protection chemicals in agricultural fields are essential for protecting crops such as cereals, vegetables, fruits, and oilseeds. These chemicals help manage weeds, insects, and diseases, all of which can drastically affect yield and quality.
- **Orchards and Vineyards:** Orchards and vineyards require precise management due to the vulnerability of fruit-bearing plants. Pests such as codling moths in apple orchards or grapevine moths in vineyards can cause significant damage. Fungicides are applied to prevent diseases like powdery mildew or downy mildew, which can destroy grapevines or fruit trees. The use of crop protection chemicals in this sector ensures that the plants remain healthy and produce high-quality fruits, essential for market demand.
- **Greenhouses:** Crop protection chemicals such as insecticides and fungicides are used in greenhouses to maintain optimal plant health by managing pests like aphids or whiteflies, and fungal infections like mildew. These chemicals ensure that the crops grown in these optimized environments remain healthy, preventing yield losses and maintaining high-quality produce.

Crop protection chemicals are segmented based on product types like insecticides, herbicides, fungicides, etc. or depending on the biodegradability index associated with the chemicals.

Global Crop Protection Market by Product Type, CY2024



Source: Frost & Sullivan

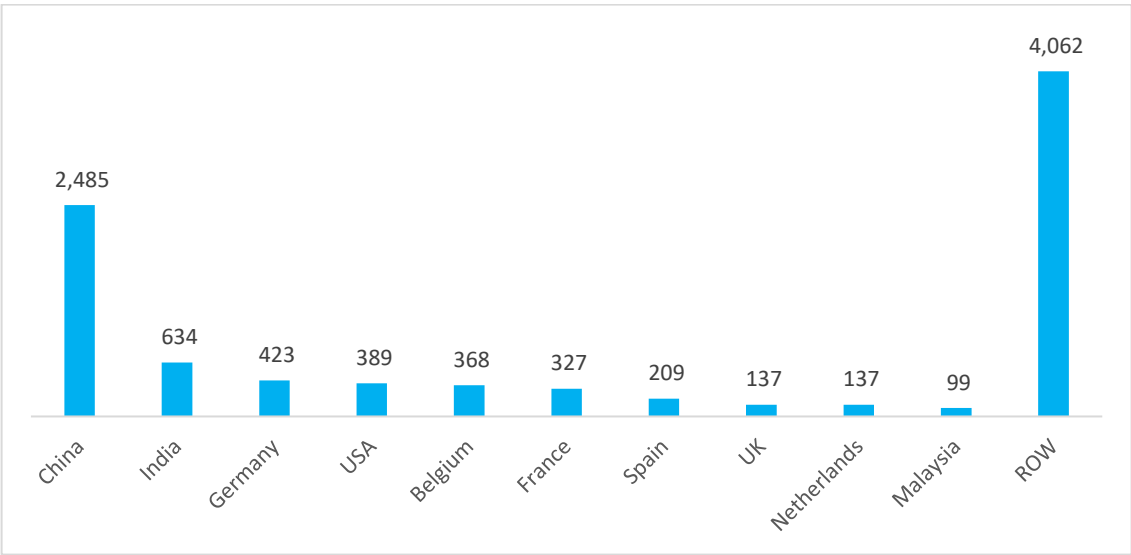
- **Herbicides:** Herbicides dominate the global agrochemical market, primarily due to their widespread use in large-scale cultivation of cereals, oilseeds, and soybeans. Herbicide-resistant weeds are becoming a major challenge, driving demand for rotational herbicides and herbicide-tolerant crop systems. Latin America and North America lead in consumption, fueled by genetically modified (“GM”) crops.

- **Insecticides:** Used extensively for targeting pests like aphids, caterpillars, and beetles, particularly in high-value crops (fruits, vegetables, and cotton). Adoption is stabilizing in developed markets due to integrated pest management (“IPM”) practices but remains critical in pest-heavy regions such as Asia-Pacific and Africa.
- **Fungicides:** Consumption of fungicides is high in regions with high humidity and disease-prone climates like Europe and Latin America. Fungicides are critical for protecting high-value crops such as grapes, potatoes, and bananas.
- **Plant Growth Regulators (“PGR”):** Increasingly used in yield optimization and stress mitigation for crops like cereals, cotton, and sugarcane. PGR consumption is poised to grow as companies focus on climate-resilient agriculture and explore synergies with precision farming technologies.
- **Others:** Others include rodenticides that is used for targeting rodents like rats, used in storage & protection of grain, and bactericides which is used for targeting bacterial infections in plants, mainly in horticulture and fruits.

### Global Crop Protection Chemicals Exports by Countries

Key exporting countries leverage their manufacturing capacity, technological advancements, and access to raw materials to meet both regional and global agricultural needs.

### Global Agrochemicals Exports by Country in KT, CY2024



Source: Frost & Sullivan

### Global Formulation Market Trends

- **Microencapsulation Technology:** Increasing adoption of microencapsulation for controlled release and targeted delivery. This ensures the active ingredient is released gradually, reducing environmental impact and increasing efficacy. This enables more precise application, reduces the frequency of re-application, and minimizes residues on crops.
- **Water-Based Formulations:** Rising demand for safer, eco-friendly, and low-solvent water-based formulations, particularly in fungicides and herbicides. It is utilized for seed treatment, foliar sprays, and soil-applied formulations.
- **Bio-based Formulations:** Bio-based formulations are increasingly preferred in the agrochemical industry as they utilize natural or renewable resources, aligning with the global push for sustainable and eco-friendly agricultural practices. By offering an alternative to synthetic chemicals, bio-based formulations not only meet stringent regulatory standards but also enable agrochemical companies to access regulated organic markets and cater to environmentally conscious consumers.
- **Oil Dispersion and Emulsifiable Concentrates:** Oil Dispersion (“OD”) and Emulsifiable Concentrates (“EC”) formulations are gaining prominence due to their superior adhesion, rain fastness, and ability to penetrate pests effectively. These formulations are especially beneficial for crops like rice, soybeans, and wheat, where consistent protection under adverse weather conditions is critical. For instance, OD formulations in fungicides enhance their ability to stick to crop surfaces even during heavy rainfall, while EC formulations improve the absorption of insecticides into pest cuticles.

**Global Crop Protection Chemicals by Region**

The Crop Protection market dynamics varies by region, influenced by agricultural practices, regulatory environments, and climate challenges. In North America and Europe, large-scale mechanized farming, high regulatory standards, and a focus on sustainability drive the demand for advanced Crop Protection solutions.

In Asia-Pacific, with its mix of smallholder and commercial farming, there is growing reliance on traditional chemicals for pest control and ensuring food security. Latin America sees significant demand due to extensive farming of cash crops like soybeans and corn. Meanwhile, Africa’s crop protection market is expanding rapidly, driven by climate challenges and pest outbreaks threatening food production.

**Segmentation of Global Crop Protection Market by Geography, CY2024**



Source: Frost & Sullivan

The Asia Pacific (APAC) region leads the Global Crop Protection market driven by the extensive agricultural base in countries like China, India, and Southeast Asia.

Latin America holds 25% of the market, primarily due to the region's vast agricultural land dedicated to cash crops such as soybeans, corn, and coffee. This region’s rapid expansion in large-scale farming operations drives consistent demand for crop protection products. In North America, agricultural innovation, mechanization, and advanced farming practices are prevalent. The region's regulatory environment, which emphasizes environmental safety and sustainable farming practices, also shapes the demand for crop protection solutions.

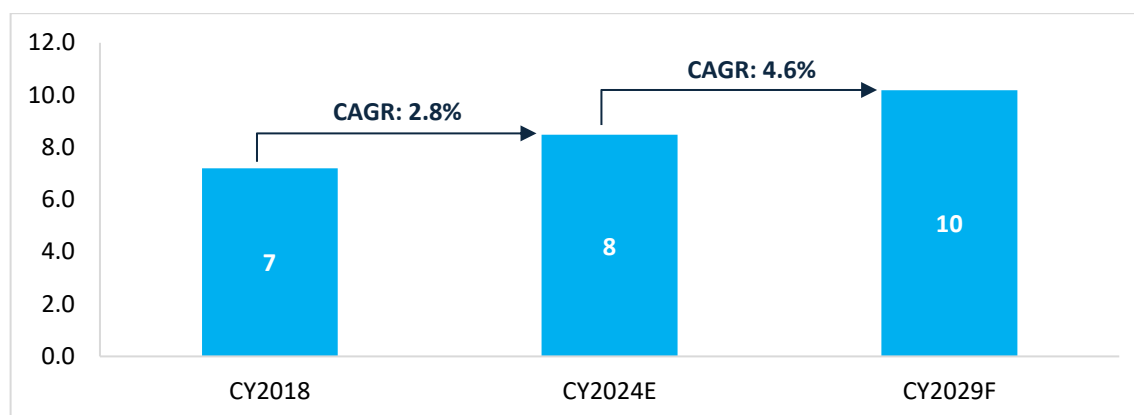
In Europe, sustainability and stringent regulatory frameworks dominate the agricultural sector market dynamics and demand for Agrochemicals. The emphasis on reducing pesticide residues, adopting integrated pest management (“**IPM**”), and minimizing environmental impact is reshaping crop protection strategies. In contrast, the Middle East and Africa face unique challenges that drive the need for crop protection solutions. The Middle East’s adverse climates and water scarcity along with limited arable land puts larger pressure on agricultural productivity, making pest and disease management vital for crop survival. In Africa, rapid population growth, along with changing climate conditions, is exacerbating pest and disease outbreaks that threaten staple crops.

**Global Non-Crop Protection Crops**

Global non-crop protection market estimated at U.S.\$ 8 billion during CY2024 and is expected to reach around U.S.\$ 10 billion during CY2029, growing with a CAGR of 4.6% primarily driven by the increasing demand for maintaining healthy landscapes,

public spaces, and industrial areas, along with the growing focus on sustainable and effective pest, weed, and disease control solutions.

#### Global Non-Crop Protection Market by Value (U.S.\$ Billion), CY2018-CY29



Source: Frost & Sullivan

Regulatory pressures have led to restrictions on chemicals like glyphosate, chlorpyrifos, and paraquat, reducing their use in non-crop applications such as forestry and industrial vegetation control. Additionally, the shift towards biological control agents (“BCAs”) and integrated vegetation management (“IVM”) strategies is replacing traditional chemical solutions with more sustainable alternatives. The rise of green chemistry in industrial applications, focusing on biodegradable and renewable alternatives, is contributing to the decline of traditional non-crop protection chemicals.

#### Key Merger & Acquisitions in the Global Agrochemicals Market, CY2024

| Transaction                                                | Year | Value             | Description                                                                                                               |
|------------------------------------------------------------|------|-------------------|---------------------------------------------------------------------------------------------------------------------------|
| <b>Syngenta and Jiangsu Huili Biological</b>               | 2023 | U.S.\$2.9 billion | The acquisition aimed to integrate advanced biological and biopesticide technologies.                                     |
| <b>UPL and Yoloo Laoting Biotechnology</b>                 | 2023 | -                 | The acquisition aimed to bolster UPL's presence in China and enhance its portfolio of crop protection solutions.          |
| <b>Corteva Agriscience and Stoller</b>                     | 2022 | U.S.\$1.2 billion | The focus is to expand Corteva's bio- stimulant and Specialty Crop solutions offerings.                                   |
| <b>FMC and BioPhero</b>                                    | 2022 | U.S.\$200 million | To develop pheromone-based pest control solutions for sustainable crop management.                                        |
| <b>Corteva Agriscience and Symborg</b>                     | 2021 | -                 | The aim is to enhance Corteva's biologicals portfolio for sustainable farming.                                            |
| <b>Mitsui Chemicals and Belchim Crop Protection</b>        | 2021 | -                 | The acquisition aimed to strengthen Mitsui Chemicals' crop protection business in Europe.                                 |
| <b>Syngenta and Valagro</b>                                | 2020 | -                 | Syngenta acquired Valagro to expand its biologicals portfolio and enhance sustainability efforts.                         |
| <b>Sumitomo Chemical and Botanical Resources Australia</b> | 2020 | -                 | Acquisition aimed to secure access to pyrethrum, a key ingredient for insecticides.                                       |
| <b>ADAMA and Huifeng</b>                                   | 2020 | -                 | ADAMA acquired a majority stake in Huifeng to strengthen its presence in China and enhance its crop protection portfolio. |
| <b>Nutrien and Actagro</b>                                 | 2019 | U.S.\$340 million | Acquisition aimed to enhance Nutrien's soil and plant health products offering.                                           |
| <b>Nufarm and Sumitomo Chemical</b>                        | 2019 | U.S.\$805 million | Sumitomo Chemical acquired Nufarm's South American subsidiaries to bolster its presence in the region.                    |

|                                                |      |                   |                                                                                                                                |
|------------------------------------------------|------|-------------------|--------------------------------------------------------------------------------------------------------------------------------|
| <b>UPL and Arysta LifeScience</b>              | 2019 | U.S.\$4.2 billion | Acquisition aimed to strengthen UPL's portfolio in crop protection and expand its global presence.                             |
| <b>BASF and Bayer</b>                          | 2018 | U.S.\$9 billion   | BASF acquired parts of Bayer's seed and herbicide business to meet regulatory conditions of Bayer-Monsanto deal.               |
| <b>Nutrien Formation (Agrium + PotashCorp)</b> | 2018 | U.S.\$36 billion  | The merger aimed to create a world leader in fertilizers, improving production efficiency and market access.                   |
| <b>Bayer and Monsanto</b>                      | 2018 | U.S.\$63 billion  | The acquisition aimed to integrate Bayer's crop protection products with Monsanto's expertise in seeds and traits.             |
| <b>FMC and DuPont (Asset Swap)</b>             | 2017 | U.S.\$1.6 billion | FMC acquired DuPont's crop protection business to strengthen its portfolio in herbicides and insecticides.                     |
| <b>ChemChina and Syngenta</b>                  | 2017 | U.S.\$43 billion  | Acquisition intended to enhance ChemChina's global footprint and access advanced crop protection technologies.                 |
| <b>Dow and DuPont</b>                          | 2015 | U.S.\$130 billion | The merger aimed to create synergies in R&D and operations, focusing on agriculture, material science, and specialty products. |

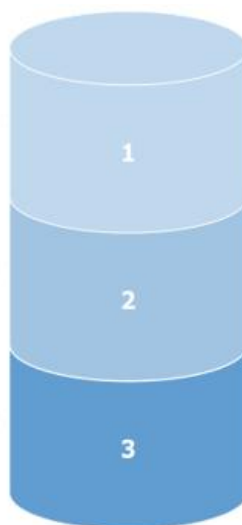
### Growth Drivers and Restraints of Global Agrochemicals Market

#### Driving force

**Rising Food Demand:** By enhancing crop yields, improving food quality, and protecting against pests and diseases, agrochemicals are vital for securing food supplies on a global scale.

**Precision Agri and Digitalization:** Technologies such as drones, GPS, remote sensors, and AI-based systems enable farmers to apply agrochemicals more efficiently, reducing waste and improving crop yields

**Integrated Pest Management Systems :** The core goal of IPM is to minimize the reliance on chemical pesticides, using them only, when necessary, while promoting long-term pest control and reducing the environmental impact.



#### Restraining forces)

**Regulatory Pressure & Compliance:** Agrochemical companies are facing increasing regulatory challenges, particularly in developed regions like the EU, North America, and parts of Asia.

**Genetically Modified Crops use fewer Agrochemicals:** As GM crops become more widespread, particularly in regions like North America and Latin America, the demand for traditional chemical solutions is decreasing.

**Price Volatility of Raw Materials:** This volatility makes it challenging for agrochemical companies to maintain stable production costs and predict pricing for their products, especially in competitive markets where price sensitivity is high.

### Global Agrochemicals Market Competitive Landscape, CY2024



Source: Frost & Sullivan



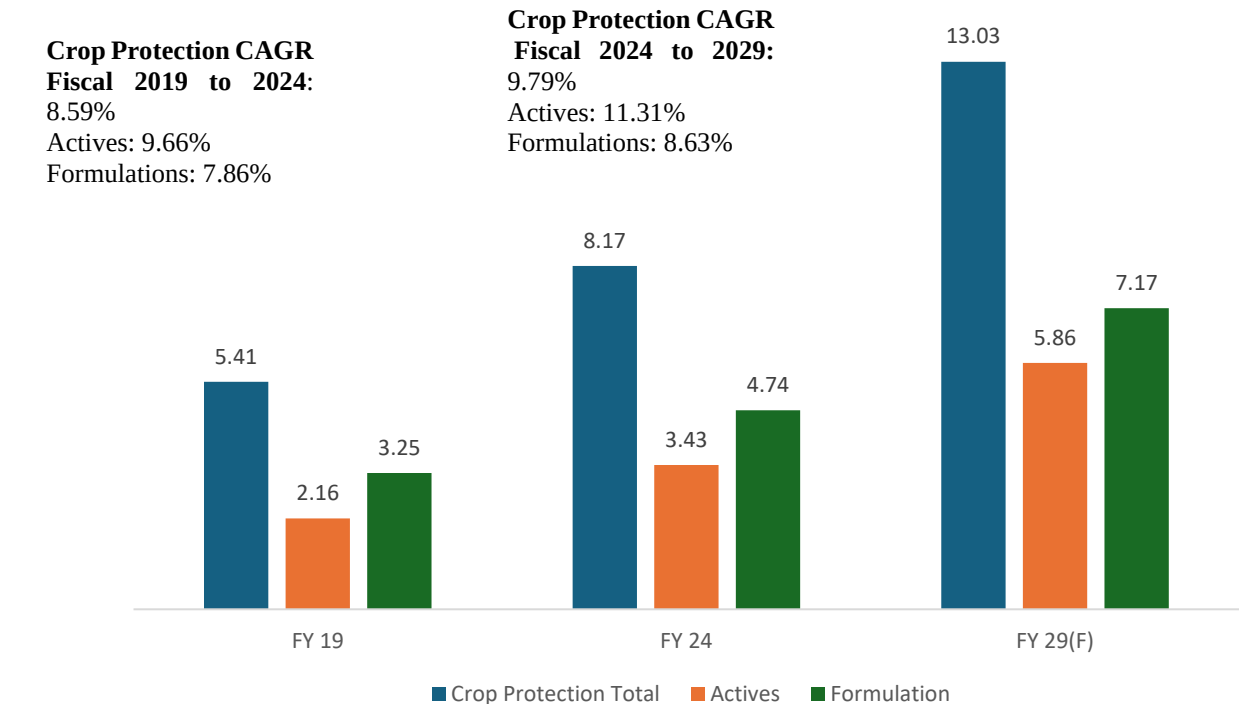
The Global Agrochemicals market is highly consolidated, with the top six players (Bayer, Syngenta, BASF, Dow, UPL, and FMC) controlling nearly 75% of the market. This consolidation allows these companies to invest heavily in R&D and sustainability initiatives, ensuring innovation leader.



**INDIA CROP PROTECTION MARKET**  
**Market Overview**

The Indian Crop Protection Market has witnessed substantial growth over the past few years, with the total market size projected to reach U.S.\$ 13.03 billion by Fiscal 2029 from U.S.\$ 8.17 billion in Fiscal 2024. A major driving force behind this growth is the increasing demand for crop protection products, including insecticides, herbicides, and fungicides, which are essential for ensuring food security in a growing population. These products play a pivotal role in maximizing crop yields and protecting against pests, diseases, and weeds, which can significantly reduce productivity.

**India Crop Protection Market by Value (U.S.\$ Billion), Fiscal 2019 to 2029**

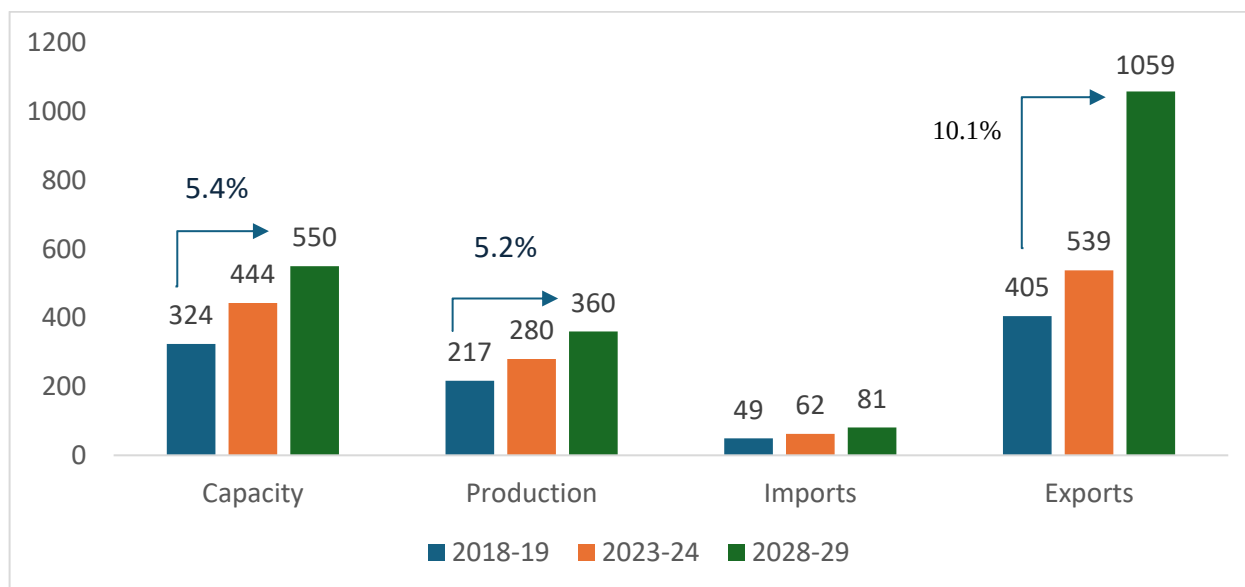


Source: Frost & Sullivan

Note: Estimation has been done through Production approach

Additionally, the trend toward more sustainable agricultural practices, including the use of bio-based pesticides and reduced-residue chemicals, is reshaping the market dynamics, with an increasing focus on products that are not only effective but also environmentally responsible. With the market expected to grow at a CAGR of 9.79% between Fiscal 2024 and Fiscal 2029, India is poised to continue its expansion as a key player in the global crop protection industry, driven by both domestic demand and export opportunities.

### India Crop Protection Capacity, Production, Import and Export



Source: Directorate of Plant Protection, Quarantine & Storage \* note – Exports include Technicals as well as Formulations while Production No. s and Capacity is for Technicals as provided by the Govt. of India.

### Active Ingredients recently expired/expiring (2023 to 2029)

| Active Ingredient   | Patent Expiry Year | Usage Category | Specific Applications                                                                                                                  | Patent Holder                          |
|---------------------|--------------------|----------------|----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
| Bixafen             | 2023               | Fungicide      | Broad-spectrum fungicide for cereals                                                                                                   | Bayer Crop Science                     |
| Chlorantraniliprole | 2024               | Insecticide    | Controls chewing insects in crops like soybean, fruits and vegetables, rice, cotton, maize, pome fruit, sugarcane, potato, and cereals | Corteva Agriscience and FMC            |
| Cyantraniliprole    | 2026               | Insecticide    | Targets lepidopteran larvae, thrips, aphids, and other chewing and sucking insects across multiple crops                               | Corteva Agriscience, FMC, and Syngenta |
| Flubendiamide       | 2023               | Insecticide    | Used to control lepidopteran pests in rice, cotton, corn, and grapes                                                                   | Bayer Crop Science                     |
| Fluopicolide        | 2023               | Fungicide      | Applied on grapes, potatoes, fruits, and vegetables to combat various fungal diseases                                                  | BASF                                   |
| Fluopyram           | 2023               | Fungicide      | Effective against diseases like gray mold, powdery mildew, apple scab, and others in grapes, apples, and various vegetables            | BASF                                   |
| Isopyrazam          | 2023               | Fungicide      | Controls pathogens in cereals and bananas                                                                                              | Sumitomo Chemical                      |
| Mandipropamid       | 2023               | Fungicide      | Used against late blight in potatoes and tomatoes                                                                                      | BASF                                   |



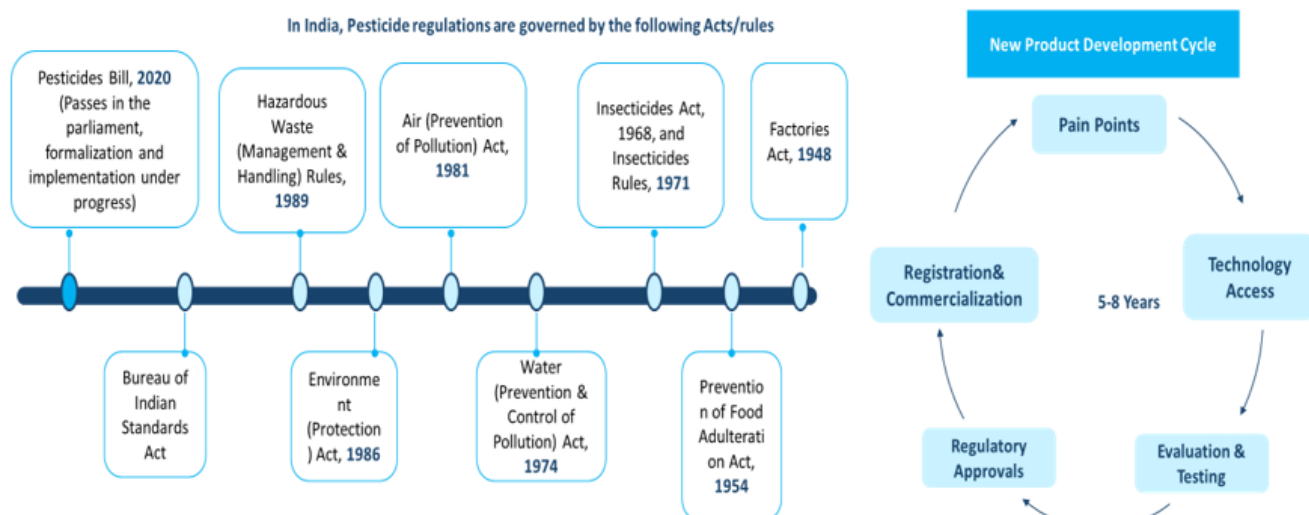
| Active Ingredient     | Patent Expiry Year | Usage Category | Specific Applications                                                                      | Patent Holder      |
|-----------------------|--------------------|----------------|--------------------------------------------------------------------------------------------|--------------------|
| Penflufen             | 2023               | Fungicide      | Targets seed and soil-borne pathogens in potatoes and cereals                              | BASF               |
| Penthiopyrad          | 2023               | Fungicide      | Promotes stronger, healthier roots for higher crop productivity                            | BASF               |
| Pinoxaden             | 2023               | Herbicide      | Selective control of grass weeds in wheat and barley                                       | Syngenta           |
| Pyriofenone           | 2023               | Fungicide      | Developed to control powdery mildew in cereals and grapevines                              | Sumitomo Chemical  |
| Pyroxsulam            | 2023               | Herbicide      | Addresses grass and broadleaf weeds in cereals                                             | Syngenta           |
| Saflufenacil          | 2023               | Herbicide      | Used to control broadleaf weeds in soybean, maize, sugarcane, and cereals                  | FMC                |
| Sedaxane              | 2023               | Fungicide      | Provides protection against seed, soil, and air-borne pathogens in various crops           | Syngenta           |
| Thiencarbazone-methyl | 2023               | Herbicide      | Selectively controls grasses and broadleaf weeds, primarily in corn                        | Bayer Crop Science |
| Florpyrauxifen-benzyl | 2029               | Fungicide      | Used for the control of powdery mildew in a variety of crops, including fruits, vegetables | OATAgrio Co.       |

The expiry of these patents marks a significant turning point for generic players, particularly in India — the world’s third-largest agrochemical exporter. As exclusivity lapses, domestic formulators and CDMO firms gain access to high-efficacy, globally validated actives without incurring R&D costs, allowing them to:

- Expand portfolios with differentiated and premium formulations
- Offer cost-effective alternatives in regulated and emerging markets
- Capture market share in high-growth segments like rice, cotton, horticulture, and pulses

This transition is particularly timely, as farmers globally are seeking effective replacements for aging chemistries and governments are phasing out high-toxicity actives. Molecules like Chlorantraniliprole and Flubendiamide, once premium and proprietary, can now be integrated into broader portfolios at accessible price points, enhancing both market penetration and value realization

India is emerging as a global hub for technical-grade agrochemical manufacturing due to its low-cost production capabilities and expanding R&D investments. Leading players are investing in technical-grade production to reduce reliance on imports of active ingredients and to control production costs. Additionally, government’s “Make in India” initiative and incentives for chemical manufacturers are fostering investments in technical production.



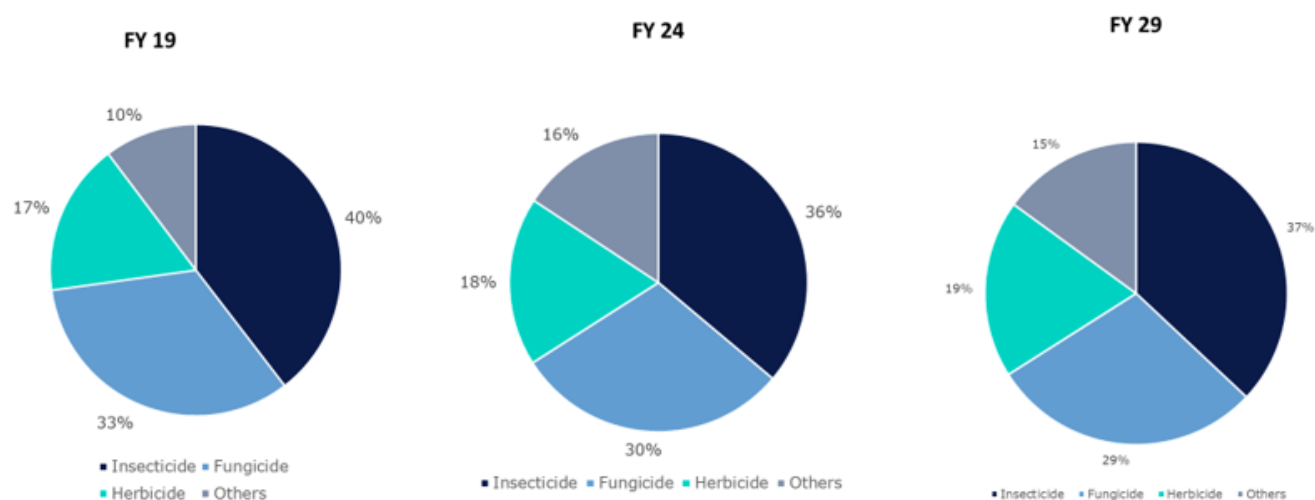
The registration process for agrochemical active ingredients is often lengthy with manufacturers having to adhere to a strict regulatory regime, including obtaining registrations under Section 9(3) of the Insecticides Act, 1968, therefore creating a barrier for entry for any run off the mill operators.

On the other hand, India formulations market is experiencing steady shift towards sustainable solutions. Rising environmental concerns and government initiatives have pushed the market towards bio-based formulations and low-residue chemicals. Growing adoption of crop-specific formulations tailored to major Indian crops like rice, wheat, sugarcane, and cotton. Customized solutions are being developed to address region-specific pest and soil challenges. The Indian formulation manufacturing players are set to benefit from the US-China trade war, with China expected to dump raw materials and technical at a cheaper price in diversified market baskets. This will enable formulation players to expand their margin contribution, therefore resulting in healthier balance sheets.

The Indian Crop Protection Market is segmented into Insecticides, Fungicides, Herbicides and others. The U.S.\$ 8.17 billion market sees insecticides with the highest share despite regulatory challenges. This suggests that though there is a global shift in stricter scrutiny, there is a consistent demand for cost-effective, impactful pesticide solutions and the trend will likely continue in the forthcoming years as well.

### Indian Crop Protection Market by Product Type

#### India Crop Protection Market by Product Type (Fiscal 2022, Fiscal 2024 and Fiscal 2029) in Value Terms



Source: Frost & Sullivan

Note: Others include Bio Pesticides, Rodenticides and Plant Growth Regulators

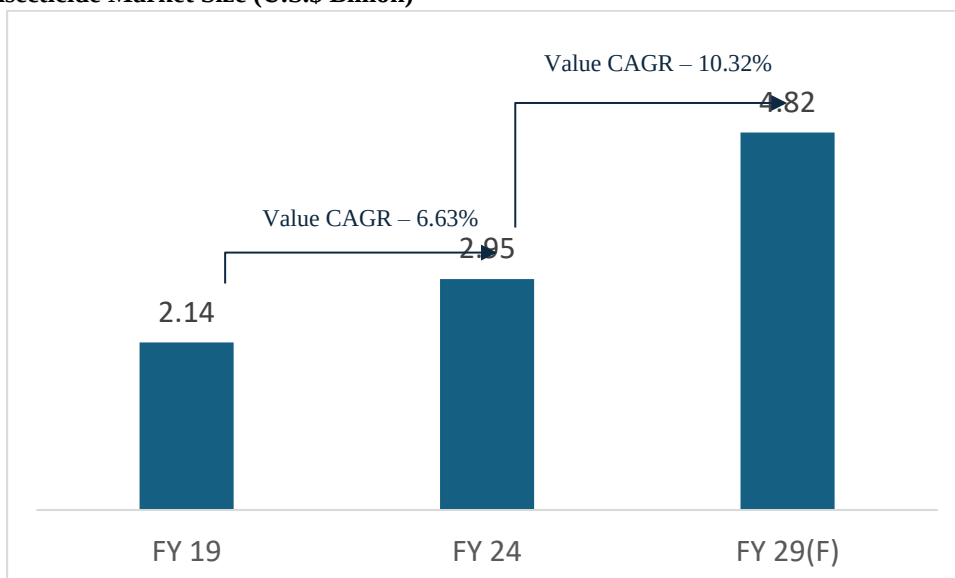
As of Fiscal 2024, insecticides accounted for 36% of the market in value, maintaining a strong presence despite fluctuations in previous years and is estimated to increase in share as export increases to regions in Asia and Africa. Herbicides have gradually gained ground, contributing 18% in Fiscal 2024, up from 17% in Fiscal 2019, signaling an increasing focus on weed management in India's agricultural sector.

### India Insecticide Market Landscape

The Indian insecticide market, accounting for 36% of the crop protection market is on a structural growth path, projected to grow from U.S.\$ 2.95 billion in Fiscal 2024 to U.S.\$ 4.82 billion by Fiscal 2029, reflecting a robust value CAGR of 10.32%. Unlike developed markets where usage is saturated and regulation has suppressed new chemistry launches, India remains an evolving battlefield of climate-driven pest patterns, underpenetrated acreage, rising cropping intensity, and tightening export norms.

Against this backdrop, the insecticide market is simultaneously maturing and fragmenting. Legacy molecules continue to dominate volumes, while newer actives find demand in niche, high-value pockets. This makes the market both high-volume and high-variance — a space where strategy beats scale.

## India Insecticide Market Size (U.S.\$ Billion)



Source: Frost & Sullivan

Note: Based on consumption approach

## Key Insecticide Players in India



## Insecticides by formulation

The Indian insecticide market continues to be dominated by a core set of active ingredients that collectively account for a significant portion of national consumption. These molecules vary in market dynamics — some are legacy workhorses still in widespread use

despite regulatory headwinds, while others are newer-generation actives gaining share in high-compliance or high-value crop segments.

| <br>INSECTICIDES | Active Ingredient<br>(Insecticides) - Global | USD Million | Insecticide                       | % Contribution total<br>domestic demand | Safex Presence      |
|---------------------------------------------------------------------------------------------------|----------------------------------------------|-------------|-----------------------------------|-----------------------------------------|---------------------|
|                                                                                                   | Chlorantraniliprole                          | 2081        | Chlorpyrifos                      | 46.55%                                  | ✓ Yes               |
|                                                                                                   | Imidacloprid                                 | 943         | Acephate                          | 12.51%                                  | ✓ Yes               |
|                                                                                                   | Lambda-Cyhalothrin                           | 724         | Cypermethrin                      | 11.12%                                  | ✓ Yes (combo forms) |
|                                                                                                   | Acephate                                     | 657         | Chlorantraniliprole               | 4.84%                                   | ✓ Yes               |
|                                                                                                   | Fipronil                                     | 516         | Imidacloprid<br>(Imidachloroprid) | ~3.8%+                                  | ✓ Yes (in combo)    |
|                                                                                                   | Cypermethrin                                 | 346         | Flonicamid                        | ~0.15%                                  | ✓ Yes               |
|                                                                                                   | Emamectin Benzoate                           | 337         | Spinetoram                        | ~0.53%                                  | ✓ Yes               |
|                                                                                                   | Pymetrozine                                  | 317         | Pymetrozine                       | ~0.33%                                  | ✓ Yes               |
|                                                                                                   | Spinetoram                                   | 253         |                                   |                                         |                     |
|                                                                                                   | Cyantraniliprole                             | 230         |                                   |                                         |                     |
|                                                                                                   | Flonicamid                                   | 87          |                                   |                                         |                     |
|                                                                                                   | Profenophos                                  | 72          |                                   |                                         |                     |
|                                                                                                   | Triflumezopyrim                              | 48          |                                   |                                         |                     |

### Chlorpyrifos

- Share of domestic insecticide market: approximately 46.5%
- Primary crops: Paddy, sugarcane, cotton
- Key geographies: Punjab, Haryana, Uttar Pradesh, parts of West Bengal

Despite being withdrawn in several developed markets due to neurotoxicity and environmental persistence concerns, Chlorpyrifos continues to be one of the most widely used insecticides in India. Its broad-spectrum efficacy, low per-acre cost, and familiarity among farmers have kept demand resilient, particularly in cereal-based rotations and sugarcane-intensive belts.

Chlorpyrifos is used extensively for managing rice stem borers, shoot borers in sugarcane, and sucking pests in cotton, often during early growth stages. The EC formulation format remains the most common due to its cost-efficiency and scalability.

### Acephate

- Share of domestic insecticide market: approximately 12.5%
- Primary crops: Cotton, vegetables, pulses
- Key geographies: Maharashtra, Gujarat, Telangana

Acephate remains a critical molecule for Indian agriculture due to its effectiveness against a wide range of sucking pests such as aphids, Jassids, and thrips. It is particularly popular in cotton-growing regions where these pests can significantly reduce yield in early growth stages.

The molecule is also used in vegetables like brinjal and tomato, offering rapid knockdown with relatively low resistance concerns compared to pyrethroids. However, given its classification as a moderately hazardous organophosphate, future regulatory scrutiny remains a risk.

Formulation is typically in SP or EC formats, which are inexpensive and easy to apply. Companies like Safex maintain Acephate within their portfolios as a high-rotation, price-sensitive product — ensuring availability during peak pest periods and supporting distribution-led pull strategies in rural markets.

### Cypermethrin

- Share of domestic insecticide market: approximately 11.1%
- Primary crops: Cotton, vegetables, pulses
- Key geographies: Maharashtra, Madhya Pradesh, parts of Karnataka

Cypermethrin, a synthetic pyrethroid, has been widely used for several decades, but its solo efficacy has declined in many geographies due to widespread resistance. Pests such as bollworm, thrips, and fruit borers have shown significant tolerance in regions with repeated exposure, particularly in cotton and brinjal belts.

Despite this, Cypermethrin remains relevant in the form of combination products, often paired with organophosphates like Profenofos or Quinalphos to deliver dual-mode action and broaden pest spectrum. These combinations are critical in transitional markets where newer actives are not yet fully adopted or are cost prohibitive.

### ***Chlorantraniliprole***

- Share of domestic insecticide market: approximately 4.8%
- Primary crops: Sugarcane, soybean, paddy
- Key geographies: Odisha, Tamil Nadu, Karnataka

Among newer-generation insecticides, Chlorantraniliprole stands out for its excellent pest control profile, long residual action, and low mammalian toxicity. It is especially effective against borers and lepidopteran pests, making it a preferred option in sugarcane, soybean, and rice production systems

Adoption is strongest in southern and eastern states where pest pressure is high and government procurement schemes often subsidize newer actives. Farmers also prefer Chlorantraniliprole for export crops due to its MRL compliance.

The molecule is commonly formulated as SC (suspension concentrate) or WG (water dispersible granules) — formats that reduce application volatility and improve precision spraying.

### **Imidacloprid**

- Estimated share: approximately 3.8%
- Primary crops: Vegetables, cotton
- Key geographies: Andhra Pradesh, Bihar, central India

Imidacloprid, a neonicotinoid, has been an important part of insect control in India, particularly for sucking pests in vegetable crops and cotton. However, global regulatory scrutiny over pollinator toxicity and mounting residue concerns have prompted cautious use, especially as standalone products.

In India, the molecule retains utility in combination products — most notably with beta-cyfluthrin — offering improved resistance management and broader control. Such combos are well-suited for high-intensity vegetable and horticulture belts.

## **Insecticides Growth Drivers**

### ***Increasing Pest Pressure Due to Climate Change***

Erratic weather patterns—unseasonal rainfall, rising humidity, and prolonged dry spells—have intensified pest infestations across India. Brown planthopper (BPH) in rice, pink bollworm in cotton, and fall armyworm in maize have all surged in recent years. The frequency and severity of these outbreaks are driving higher insecticide application rates, particularly in states like Punjab, Maharashtra, and Telangana where mono-cropping is prevalent. In 2023, unexpected rainfall in West Bengal and Odisha led to an outbreak of BPH in paddy fields, forcing farmers to increase insecticide applications significantly. Similar weather-induced pest spikes have been reported in Gujarat’s groundnut fields, where white grubs and leafhoppers have become persistent threats.

### ***Government Support for Crop Protection & Productivity Improvement***

The Indian government has introduced various schemes that encourage integrated pest management (“IPM”) and the use of safer insecticides. While older toxic formulations are being phased out, new-generation insecticides are being fast-tracked for approval, ensuring that farmers still have effective pest control options.

- The Sub-Mission on Plant Protection and Plant Quarantine (SMPP) under the Ministry of Agriculture promotes the judicious use of chemical pesticides while encouraging biological alternatives.
- The Pradhan Mantri Krishi Sinchayee Yojana (PMKSY) is increasing irrigation coverage, leading to higher cropping intensity, which indirectly drives greater insecticide demand.
- State-level subsidies on newer, targeted insecticides (like Flonicamid for sucking pests and Spinetoram for lepidopteran control) are influencing farmer purchasing decisions.

### ***Strong R&D Pipeline from Domestic and Global Players***

Agrochemical Companies including UPL, Safex Chemicals, PI Industries, Syngenta, and Bayer are developing newer-generation insecticides that offer longer-lasting control with reduced environmental impact. Key trends include, RNAi-based insecticides targeting specific pest species, expected to be commercialized in India by 2026. Microbial-based insecticides such as Beauveria bassiana for sucking pests and Nucleopolyhedrovirus (NPV) for lepidopteran pests, which are gaining traction in organic and export-driven farming.

### **Insecticides Growth Restraints**

#### ***Regulatory Crackdowns on Highly Hazardous Pesticides (HHPs)***

The Indian government has proposed banning several high-toxicity insecticides, including Monocrotophos, Chlorpyrifos, and Carbofuran, due to concerns over health and environmental risks. While these formulations have been cost-effective, their phase-out is creating a gap in pest control options, particularly for smallholder farmers.

#### ***Growing Pest Resistance to Chemical Insecticides***

Repeated and excessive use of certain synthetic insecticides has led to widespread pest resistance, reducing their effectiveness. This is particularly evident in Brown planthopper (BPH) in rice, which has developed resistance to neonicotinoids (Imidacloprid, Thiamethoxam) in states like West Bengal and Andhra Pradesh. Pink bollworm in cotton, which has shown resistance to pyrethroids (Cypermethrin, Deltamethrin), forcing farmers in Maharashtra and Telangana to increase spray frequencies. This resistance is pushing farmers toward a combination of insecticides (e.g., Flonicamid + Pymetrozine) and microbial biopesticides, but these alternatives are often more expensive.

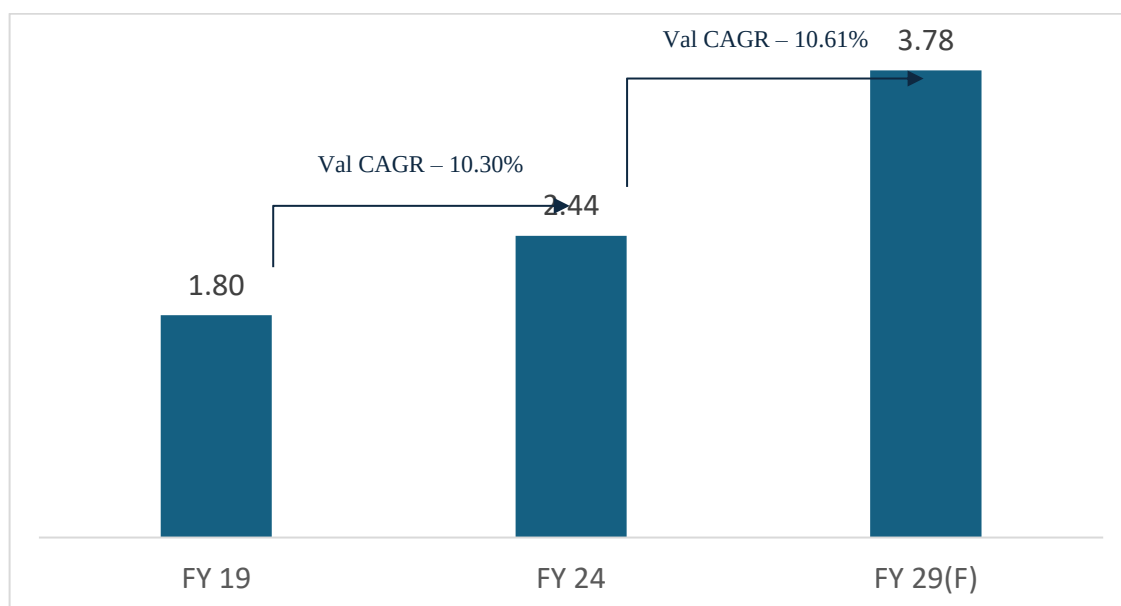
### ***India Herbicide Market***

India's herbicide segment accounting for 18% of the market, long overshadowed by insecticides and fungicides, is undergoing a methodical structural transition. With value demand expected to grow from U.S.\$ 1.50 billion in Fiscal 2024 to U.S.\$ 2.48 billion by Fiscal 2029 (CAGR approximately 10.61%), the topline growth may appear modest. However, this figure masks significant intra-category shifts — in product composition, formulation sophistication, and regional adoption intensity.

The segment's long-standing under-penetration has not been due to agronomic irrelevance, but rather:

- Availability of cheap rural labor (historically disincentivizing chemical alternatives)
- Low perceived ROI on herbicide application in rainfed systems
- Limited institutional extension on weed biology and rotation practices

## India Herbicide Market (in U.S.\$ Billion)



Source: Frost & Sullivan Analysis

These constraints are rapidly fading. Agricultural labor is increasingly scarce and expensive in key grain-producing states; farmers are shifting to cropping systems with narrower planting windows and mechanization footprints (e.g., zero-tillage wheat, DSR in paddy).

## Key Herbicides Players in India



## Demand Drivers for Herbicides in India

### Geography-Driven Expansion

- Punjab, Haryana, and Western UP are leading consumers, driven by labor scarcity, large land holdings, and higher rate of mechanization.
- Maharashtra, MP, and Chhattisgarh are emerging hubs due to Maize and Soybean rotations where pre and post-emerging options are becoming normalized.
- Odisha and West Bengal are showing sharp uptake of Pretilachlor- and Bensulfuron-based programs in DSR rice systems, driven by increasing weed resistance.

## Crop Diversification

- Rice and wheat remain the largest consumers by area — especially in zones shifting to conservation tillage.
- Maize and pulses are growth hotspots, where weed competition affects early establishment.
- Plantation crops (tea, sugarcane, orchards) consume non-selective actives like Glyphosate, often outside the food value chain.

## Govt. Schemes and Incentives

- Several State Agricultural Departments are deploying herbicides as part of Integrated Packages (e.g., PM-KISAN kits).
- Central Government pilot schemes for drone-based weed management in rice and cotton systems are emphasizing WDG and SC Formulations of Herbicides compatible with aerial application.

## Herbicide Market by Active Ingredient

India's herbicide landscape remains concentrated around a few key molecules, each at a different stage of its lifecycle, yet collectively shaping the operational strategies of manufacturers and agri-input companies.

| HERBICIDE | Active Ingredient (Herbicides) - Global |  | USD Million |  |
|-----------|-----------------------------------------|--|-------------|--|
|           |                                         |  |             |  |
|           | Glyphosate                              |  | 6804        |  |
|           | 2,4-D                                   |  | 994         |  |
|           | Tembotrione                             |  | 223         |  |
|           | Clodinafop                              |  | 212         |  |
|           | Topramezone                             |  | 127         |  |
|           | Propaquizafop                           |  | 68          |  |

\*(NCP)- Non Crop Protection

| Herbicides        | % Contribution-total domestic demand – all Herbicides | Safex Presence |
|-------------------|-------------------------------------------------------|----------------|
| 2,4-D Amine Salt  | 23.42%                                                | ✓ Yes          |
| Pretilachlor      | 16.03%                                                | ✓ Yes          |
| Glyphosate        | 14.21%                                                | ✓ Yes          |
| Atrazine          | 7.86%                                                 | ✓ Yes          |
| Diuron ( NCP)     | 0.42%                                                 | ✓ Yes          |
| Metribuzin        | 2.96%                                                 | ✓ Yes          |
| Propaquizafop     | 0.65%                                                 | ✓ Yes          |
| 2,4-D Ethyl Ester | 0.40%                                                 | ✓ Yes          |
| 2,4-D Sodium Salt | 0.68%                                                 | ✓ Yes          |

The 2,4-D family, including amine salt, ethyl ester, and sodium salt formulations, remains the dominant molecule group in Indian herbicide consumption, collectively accounting for approximately 23.42% of total domestic demand. This group plays a foundational role in managing broadleaf weeds across cereal systems — particularly rice-wheat and maize-wheat rotations. Its utility is magnified in zero-tillage and reduced-tillage farming, which has become increasingly common in Punjab, Haryana, and western Uttar Pradesh. Among its variants, 2,4-D amine salt is increasingly preferred due to its lower volatility and reduced drift risk, particularly when used near sensitive crops like cotton and vegetables.

**Pretilachlor**, contributing just over approximately 16% of the herbicide market, has gained prominence as a pre-emergent solution in rice, particularly in areas transitioning to direct-seeded rice (DSR). Its appeal lies in early-stage control of annual grasses and sedges with relatively minimal environmental persistence. States like Odisha, West Bengal, and Telangana have seen a marked uptick in Pretilachlor use, driven by the limitations of manual weeding and rising weed resistance in paddy ecosystems. Though competition is emerging from newer pre-mix herbicide formulations, Pretilachlor remains a core component in multi-step weed control programs due to its cost advantage and compatibility with Bensulfuron Methyl.

**Glyphosate**, despite being under regulatory overhang, continues to be India's highest value herbicide in per-unit terms, and constitutes 14.2% of domestic herbicide use. Its primary usage spans non-crop areas, plantations, sugarcane fields, and tea gardens,



where labor-intensive weed removal is uneconomical. The molecule's systemic, broad-spectrum activity has made it a go-to product in pre-plant burndown programs and inter-row weed control, especially in perennial crop systems. However, concerns over carcinogenicity — amplified by international litigation and WHO assessments — have led to the Indian government restricting its sale to licensed users. While not banned, the molecule's regulatory future remains uncertain, and leading players, including companies like Safex, are already diversifying portfolios toward contact herbicides, bio-based alternatives, and sequenced pre-post combinations. Glyphosate remains a short-term revenue anchor but is increasingly being treated as a transitional portfolio component.

**Atrazine**, accounting for 7.86% of the market, holds a critical role as a selective pre-emergent herbicide, predominantly used in maize and sugarcane. Its continued relevance stems from its broad weed spectrum, cost efficiency, and compatibility with dealer-led bundling models, particularly in central and southern India. The molecule often features in recommendation kits offered by local agri-input distributors, making it an entrenched choice in mid-sized holdings where agronomic advice is often extension-driven. That said, leaching concerns in sandy soils and its association with groundwater contamination have drawn environmental scrutiny, particularly in regions like eastern Rajasthan and parts of MP.

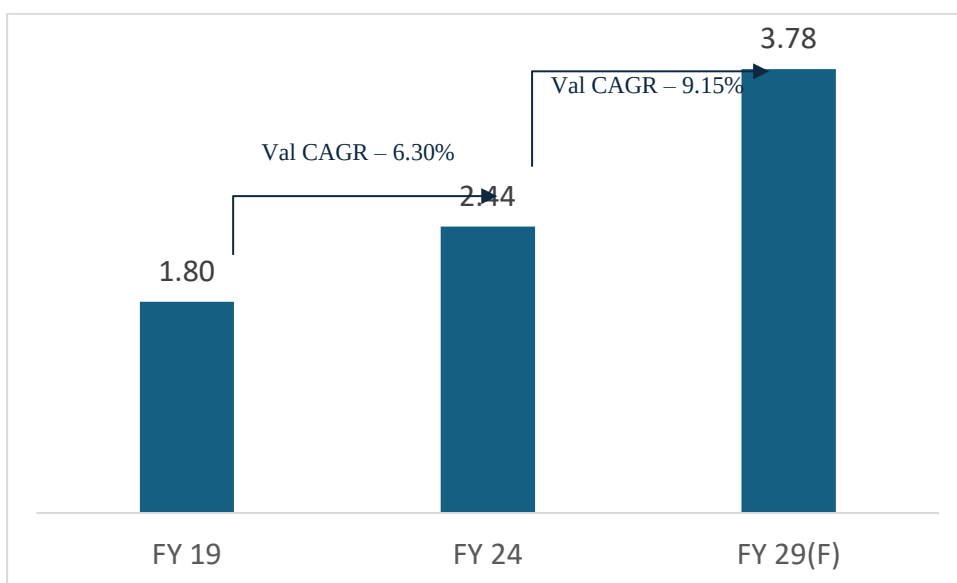
### ***India Fungicide Market***

India's Fungicide segment is in sustained growth phase, with value demand expected to expand from U.S.\$ 2.44 billion in Fiscal 2024 to U.S.\$ 3.78 billion by Fiscal 2029, marking a CAGR of 9.15%. This growth outpaces the herbicide category and is second only to insecticides, reflecting increased fungal pressure due to climatic volatility, rising demand from high-value crops, and a greater focus on preventive plant health regimes among commercial growers.

The broader adoption of monoculture and high-density cropping systems, especially in fruits, vegetables, and plantation crops, has made fungicide applications non-negotiable. In addition, export-driven sectors such as grapes, chillies, pomegranates, and basmati rice are pushing for MRL-compliant, systemic fungicides, driving a shift away from legacy molecules.



## India Fungicide Market Size (U.S.\$ Billion)



Source: Frost & Sullivan Analysis

Note: Based on consumption approach

### Key Fungicides Players in India



### Key Growth Drivers:

**Climate-Sensitive Pathogen Emergence:** Increased humidity spikes, unseasonal rains, and longer dew periods are creating ideal conditions for foliar fungal diseases such as early blight (potato/tomato), sheath blight (rice), and downy mildew (grapes). The incidence of mixed infections (e.g., Fusarium + Alternaria) has also grown, pushing demand for broad-spectrum or combination fungicides.

**Export Driven Agriculture and Minimum Residual Level (MRL) Awareness:** India's increasing agri-export orientation has triggered a structural rise in preventive fungicide usage, especially systemic products with low persistence and low phytotoxicity. This shift is evident in districts growing grapes (Maharashtra), chillies (Andhra), and Basmati rice (Haryana and Punjab).

**Govt. Incentives and Increased Adoption amongst Farmer Groups:** Organized value chains—such as contract farming for tomato paste, gherkins, or floriculture—prioritize curative plus residual action, fueling adoption of azole and strobilurin classes. Government horticulture missions are also subsidizing modern fungicides, especially in protected cultivation settings.



|                                              |             | Fungicides                | % Contribution-<br>total domestic<br>demand – all<br>Fungicides | Safex Presence                        |
|----------------------------------------------|-------------|---------------------------|-----------------------------------------------------------------|---------------------------------------|
| Active Ingredient<br>(Fungicide) -<br>Global | USD Million | Mancozeb                  | 11.74%                                                          | ✓ Yes                                 |
| Azoxystrobin                                 | 1433        | Carbendazim               | 9.67%                                                           | ✓ Yes (also in<br>combo)              |
| Carbendazim                                  | 182         |                           |                                                                 |                                       |
| Mancozeb                                     | 966         | Carbendazim +<br>Mancozeb | 0.87%                                                           | ✓ Yes (combo<br>product)              |
| Tebuconazole                                 | 883         | Tebuconazole              | 1.21%                                                           | ✓ Yes (combo with<br>Trifloxystrobin) |
| Trifloxystrobin                              | 702         |                           |                                                                 |                                       |
|                                              |             | Trifloxystrobin           | 0.08%                                                           | ✓ Yes (combo with<br>Tebuconazole)    |

**Mancozeb:** As a multi-site contact fungicide, Mancozeb remains a critical fungicide across field crops like potato, vegetables, and rice. Despite its low price point, it remains indispensable due to its resistance management value and ability to serve as a protectant during early crop stages.

States like Uttar Pradesh, West Bengal, and Karnataka rely heavily on Mancozeb in paddy and solanaceous crops, often as the first line of defense. That said, Mancozeb's lack of systemic activity limits its use beyond the first 30–40 days post-sowing. Companies like Safex maintain strong volume positions in this molecule due to its seasonal predictability and widespread demand, often combining it in dealer kits with systemic options.

**Carbendazim,** a systemic benzimidazole, is commonly used in rice, fruits, and pulses, particularly for managing blight, anthracnose, and root rot pathogens. Its attractiveness lies in its affordability and residual efficacy.

Despite rising regulatory scrutiny globally, it continues to be used in India due to limited affordable systemic alternatives in the same price bracket. The molecule is under pressure in export-centric zones due to high residue persistence, but maintains strong demand in non-export field crops and lower-margin vegetable segments

**Tebuconazole:** A triazole fungicide, is one of the most widely used systemic curatives, valued for its broad-spectrum efficacy against rusts, blights, and powdery mildews.

Its mainstay crops include wheat, soybeans, and horticultural fruits, where its systemic penetration and long-lasting protection provide strong ROI. Given India's increasing shift toward residue-aware agriculture, Tebuconazole's moderate PHI (pre-harvest interval) makes it ideal for crops headed to export markets.

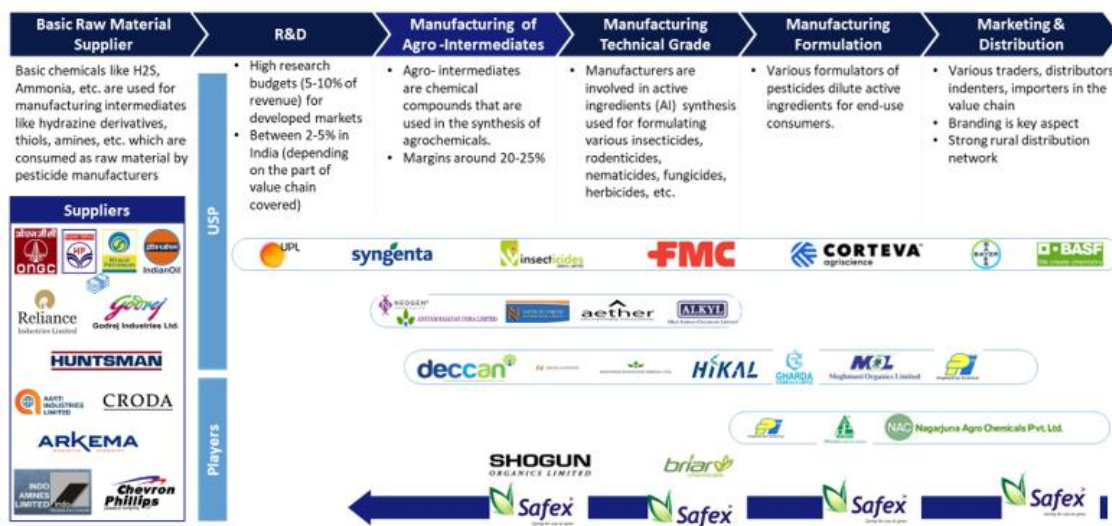
Companies like Safex typically position Tebuconazole in combination with strobilurins (like Trifloxystrobin) to enhance efficacy and widen usage across seasons and disease cycles. This molecule is also drone-compatible in WDG and SC formats, which are seeing state-level adoption in precision spraying programs.

**Carbendazim + Mancozeb Combo:** This combination addresses the weakness of both actives: it combines Mancozeb's contact properties with Carbendazim's systemic reach, offering farmers double-layer protection especially in vegetables, pulses, and paddy.

It's most effective in high humidity belts with continuous disease pressure, such as eastern Uttar Pradesh, Chhattisgarh, and Assam. The dual mode of action delays resistance development and reduces the need for sequential sprays. For companies like Safex, this combo offers operational efficiency by extending lifecycle value of legacy molecules.

## Competition Landscape

The crop protection market is distinguished in between several key players who are either playing in formulation, technical or are backward integrated in the value chain to have better edge in the market.



Some of the companies in the agrochemical space are as below:

| Company                    | Business Model                                                                          | Manufacturing Locations                                                                                                        |
|----------------------------|-----------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| Safex Chemicals            | Branded Formulation, Speciality Chemicals, Agrochemical CDMO                            | Rajasthan (Keshwana), Maharashtra (Pune), HP (Una), J&K (Kathua, Udhampur), Gujarat (Kathal, Baruch), United Kingdom (Norwich) |
| Dhanuka Agritech Ltd       | Formulator & marketer of crop-protection formulations; strong agri-distribution network | Rajasthan (Neemrana), Gujarat (Dahej), Jammu & Kashmir (Udhampur)                                                              |
| Rallis India               | Tata-owned R&D-driven agrochemicals & specialty chemicals                               | Maharashtra (Akola, Lote), Gujarat (Ankleshwar, Dahej SEZ, Dahej CZ)                                                           |
| PI Industries              | Integrated R&D, custom synthesis, branded formulation                                   | Gujarat (Panoli, Jambusar)                                                                                                     |
| Sumitomo Chemicals (India) | Research–manufacture–market global actives + formulations                               | Gujarat (Bhavnagar, Gajod, Vapi), Maharashtra (Tarapur), Dadra & Nagar Haveli (Silvassa)                                       |
| Bayer CropScience          | End-to-end: discovery, development, formulation & marketing                             | Gujarat (Ankleshwar)                                                                                                           |
| Vinati Organics Ltd        | Specialty-chemicals producer (Olefins, Monomers)                                        | Maharashtra (Mahad, Lote)                                                                                                      |
| Navin Fluorine Intl Ltd    | Fluorochemicals: pharma, agro, refrigerants                                             | Gujarat (Surat, Dahej), Madhya Pradesh (Dewas)                                                                                 |
| Anupam Rasayan             | Custom synthesis & specialty-chemicals                                                  | Gujarat (Sachin, Jhagadia)                                                                                                     |
| Crystal Crop Protection    | Crop-protection R&D, registration & formulations                                        | Haryana (Sonipat), Gujarat (Anand, Dahej), Maharashtra (Nagpur)                                                                |
| Willowood Chemicals        | Contract manufacturing for global agro majors                                           | Gujarat (Dahej, Vadodara)                                                                                                      |
| Sulphur Mills              | Sulphur-based agro inputs & industrial chemicals                                        | Gujarat (Panoli), Maharashtra (Patalganga), (others across India)                                                              |
| Gharda Chemical            | Diversified specialty & performance chemicals                                           | Gujarat, Maharashtra, Jammu & Kashmir                                                                                          |
| Parijat Industries         | Sulfonation specialist & agro-intermediates                                             | Gujarat, Haryana, Tamil Nadu                                                                                                   |
| Tropical Agro              | Formulations & distribution of crop-protection products                                 | Gujarat (Himmatnagar), Punjab (Samalkha)                                                                                       |
| Indofil                    | Contract Manufacturing & Packaging (Formulations & Liquids)                             | Gujarat (Bharuch)                                                                                                              |

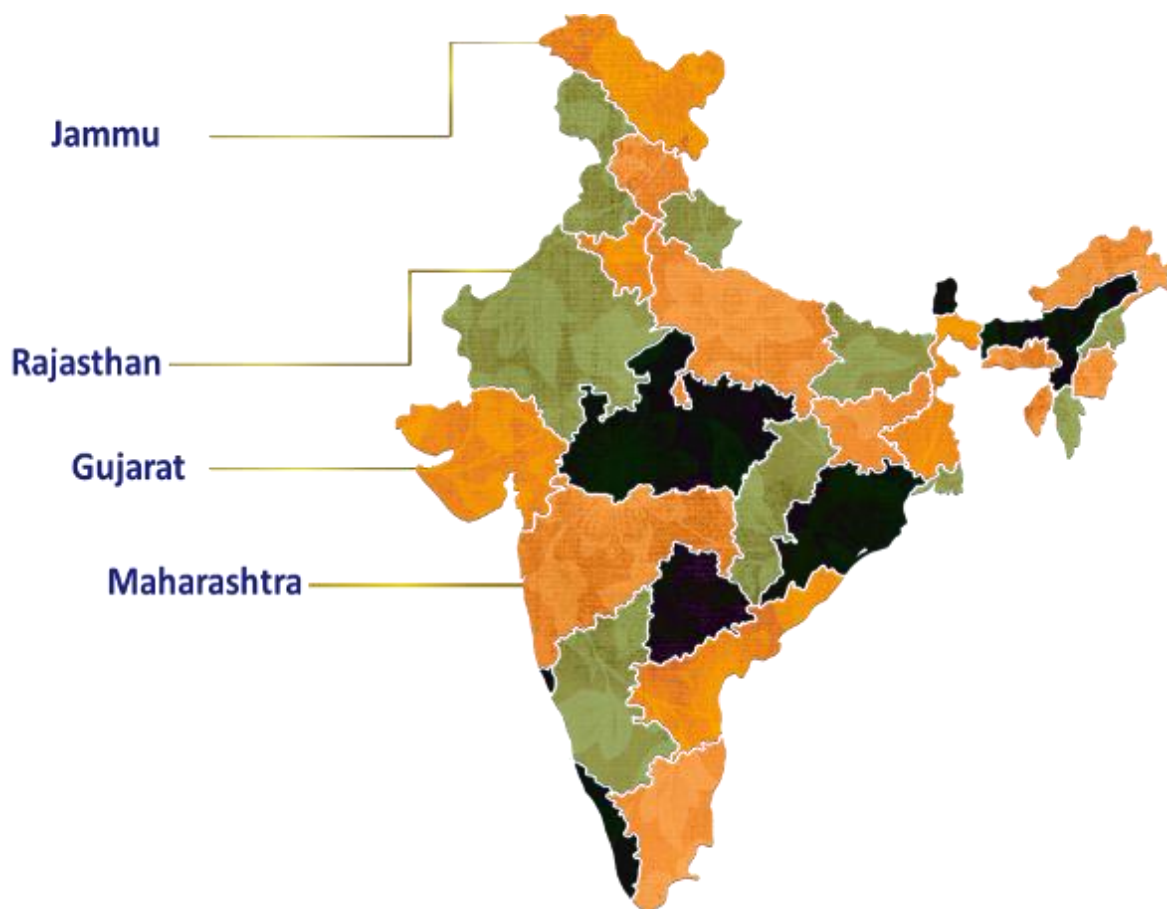
*Note: Information obtained through company website, announcements, news articles and conversations with industry stakeholders. Information has been collected in May/June 2025 as in when the research was conducted.*

Safex chemicals with its recent acquisition of Briar Chemicals and Shogun organics have enabled themselves to be one of the few companies in the agrochemicals sector in India to have backward integration capabilities especially in the context of branded formulation business. In addition, Safex chemicals among the very few companies in the Indian agrochemical industry to have adopted a differentiated multi-brand strategy for the sale of branded formulation.

### **Production & Consumption Landscape of Agrochemicals in India**

The northern and the western belts (Himachal, Rajasthan, Gujarat, Haryana, Maharashtra) of India are the key manufacturing regions for the agrochemical industry in India. Key players such as PI industries, Dhanuka, Anupam Rasayan and Safex have their manufacturing plants situated in the mentioned regions.

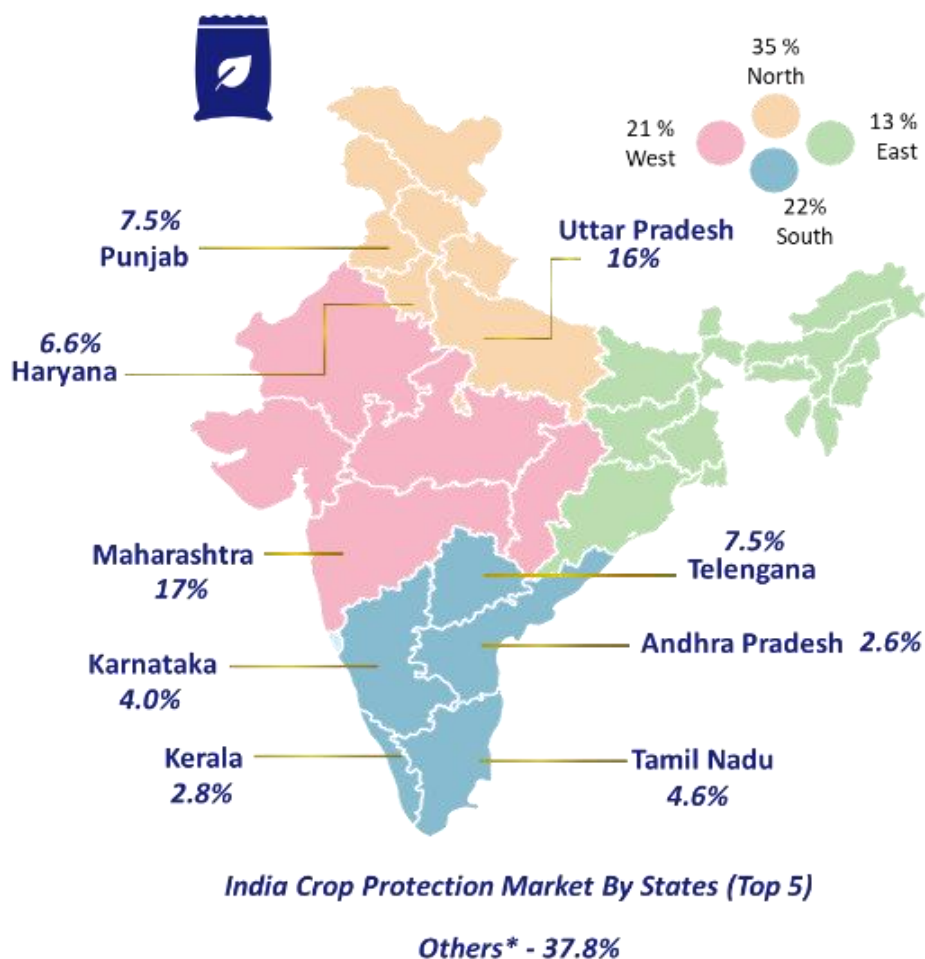
### **Top Agrochemical Manufacturing Regions in India**



Safex Chemicals has six manufacturing units across India that cater to its branded formulation business, strategically located in agrochemical hubs in North and West India. As of March 31, 2025 Safex Chemicals has among the largest and widest portfolio of products in the Indian Agrochemicals Industry.



## Demand for Crop Protection Products by region in India (Fiscal 2024)



The western and southern regions of India have showcased one of the highest growths with regards to demand of crop protection products. The western and southern region together accounts for 40 to 43% of the total demand in the region and holds strong potential for future growth penetration. In the branded formulation business, establishing a direct distribution network, building brand recognition and relationships with dealers and establishing trust with farmers is a time consuming process and act as a barrier to entry for new entrants.

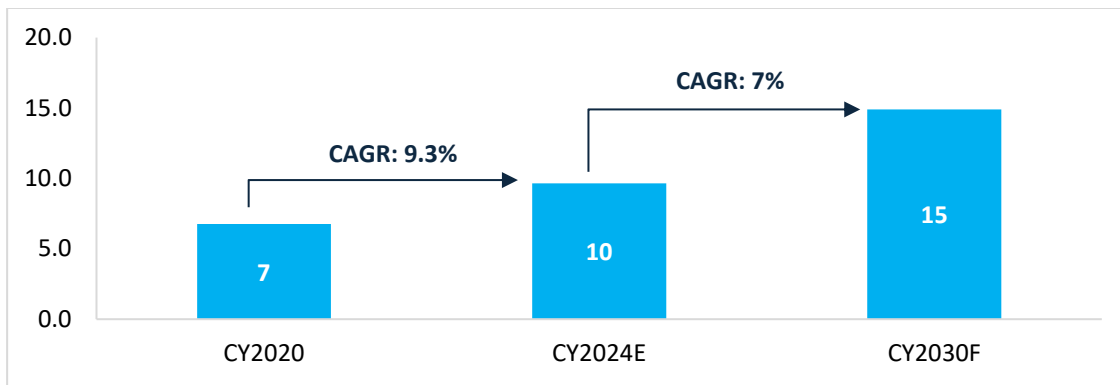
### Global Agrochemical CDMO Industry Overview

The Agrochemical Contract Development and Manufacturing Organization (“**CDMO**”) sector plays a vital role in the global agricultural chemical industry, offering specialized expertise in the development, production, and commercialization of products like pesticides, herbicides, fungicides, and fertilizers. This sector has experienced consistent growth, driven by the rising global demand for food, the push for sustainable farming methods, and the increasing complexity of agrochemical formulations.

CDMOs provide significant flexibility, enabling agrochemical companies to prioritize innovation without being hindered by manufacturing challenges. As the global population grows and food demand escalates, the need for effective crop protection solutions has intensified, further boosting the importance of CDMOs within the agrochemical industry.

### Global Agrochemicals- CDMO Market

#### Global Agrochemicals- Active Ingredients- CDMO Market by Value (U.S.\$ Billion), CY2020-CY2030



Source: F&S Analysis

### Key Market Enablers in the Global Agrochemical CDMO Market

The Agrochemicals CDMO Market is poised for significant growth in the near future, with intense competition as major global players embrace sustainable technologies and form strategic partnerships. Key factors driving this growth include:

- **Increased Agricultural Production:** The surge in global agricultural output is fuelling the need for dependable and high-quality manufacturing and development services, which in turn boosts the demand for CDMO (Contract Development and Manufacturing Organization) services.
- **Customized Solutions:** There is a rising demand for tailor-made solutions that cater to specific crops and regional conditions, highlighting the need for specialized CDMOs capable of meeting these requirements.
- **Technological Advancements:** New breakthroughs in agrochemical formulations, driven by advanced R&D capabilities from CDMOs, are enabling faster and more efficient market delivery.
- **Biotechnology & Nanotechnology Integration:** The incorporation of biotechnology and nanotechnology is expected to enhance product effectiveness and minimize environmental harm, paving the way for more sustainable solutions.
- **Demand for Expertise and Innovation:** There is growing demand for cutting-edge technology and expert services that can provide advanced agrochemical solutions.
- **Regulatory Compliance:** The agrochemical industry is subject to strict regulations concerning safety, effectiveness, and environmental impact, necessitating strict adherence to regulatory frameworks and compliance standards.

### Key Drivers of the Agrochemicals CDMO Industry

- **Increasing Global Population and Food Demand:** With the global population expected to reach 10 billion by 2050, there will be a significant rise in the need for agricultural output. Agrochemicals are crucial in boosting crop production and protecting crops from pests and diseases.
- **Shift to Sustainable Agriculture:** There is growing interest in eco-friendly and biobased agrochemicals. In response, CDMOs are focusing on green chemistry and sustainable production methods to comply with environmental regulations and meet consumer demand for greener solutions.
- **Outsourcing Trends:** Agrochemical companies are increasingly turning to CDMOs for research and development, as well as manufacturing, in order to cut costs, improve operational efficiency, and concentrate on their core strengths. CDMOs provide valuable expertise in navigating regulatory requirements, optimizing processes, and scaling up production.
- **Technological Innovations:** Advances in formulation technology, precision agriculture, and nanotechnology are fueling the demand for specialized CDMO services. The integration of digital tools and AI is enhancing the efficiency and effectiveness of agrochemical development and production processes.
- **Regulatory Compliance:** The agrochemical sector is facing stringent regulations regarding chemical use and environmental impact, which is driving companies to increasingly rely on CDMOs for compliance and innovative solutions to meet these standards.

### Key Entry Barriers in the Global Agrochemicals CDMO Market

In the CDMO business, switching barriers are high owing to considerable capital requirement for manufacturing, regulatory challenges and long customer qualification criteria.

### High Capital Requirements for Manufacturing

- Establishing specialized manufacturing facilities capable of scaling laboratory processes to commercial production demands significant investment.
- Scaling up manufacturing operations from R&D to commercial production can be a costly and complex process.
- New entrants struggle to match the cost efficiencies of established players, who benefit from economies of scale and existing client partnerships.
- Entering the agrochemical CDMO space necessitates substantial investments in infrastructure, equipment, and skilled personnel.

### Regulatory Challenges

- **Stringent Global Compliance:** Export-oriented CDMOs must navigate complex regulations such as EU REACH and U.S. Environmental Protection Agency (EPA) standards, requiring advanced expertise in regulatory strategy.
- **Evolving EU Regulations:** Regulation (EU) 2021/383 restricts hazardous substances in adjuvants, mandating safer formulations.
- **US EPA Approach:** The EPA reviews adjuvants as “other ingredients” in pesticide formulations but does not require separate registration for them, making US compliance less onerous than the EU.
- Regulatory authorities require precise and reliable methods to identify and quantify active substances, impurities, and co-formulants within plant protection products, including registered trials and processes.

**Long Customer Qualification Criteria** – Generally the period lasts between 12 to 24 months

### Trends influencing Global Growth of Agrochemicals CDMO market

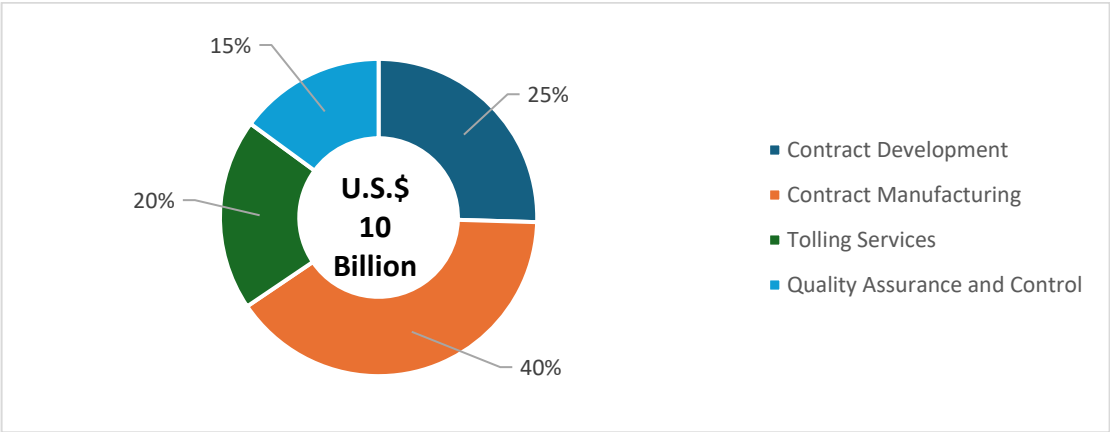
- Specialised Pesticide Formulations are developed and Manufactured by CDMO supports high yielding and Sustainable farming techniques with minimal environmental effect
- Experience CDMO have in complying with the strict regulations and rules. Due to expertise in regulatory expertise, business turn to outsource the Research and production of agrochemicals to specialized CDMO
- Necessity for strong crop protection solutions and emergence of precision agriculture.
- Developments in formulation technology are a major factor in the market expansion such as nanotechnology and microencapsulation for improvement in pesticide delivery and effectiveness.

### Global Agrochemical CDMO Market Segmentation based on Services

The Agrochemical CDMO industry is a critical segment of the global agrochemical sector, providing specialized services for the development, manufacturing, and commercialization of agricultural chemicals such as pesticides, herbicides, fungicides, and fertilizers.



Global Agrochemical CDMO Market by Service Type (2024E)



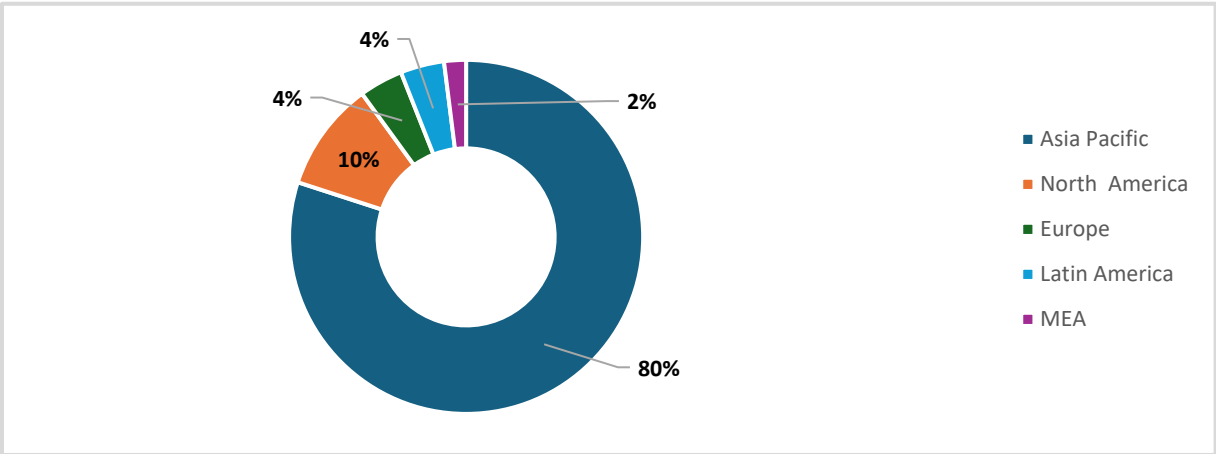
Source: Investor reports, industry conversations, F&S Analysis

- **Contract Manufacturing:**  
This involves the large-scale production of agrochemicals for clients, following their specifications and regulatory requirements, ensuring efficiency and cost-effectiveness.
- **Contract Development:**  
This service includes research, formulation, and process development of new agrochemical products, optimizing their performance while meeting regulatory standards.
- **Tolling Services:**  
Companies provide manufacturing capacity and expertise to produce agrochemicals using a client's raw materials, offering flexibility and cost savings.
- **Quality Assurance and Control:**  
This ensures that agrochemical products meet regulatory, safety, and quality standards through rigorous testing, validation, and compliance monitoring.

Global Agrochemical CDMO Market Segmentation by Geography

Based on regions APAC region dominates the Agrochemical CDMO market with 80% share (driven largely by China & India) followed by North America (10%), Europe and Latin America (4% each)

Global Agrochemical CDMO Market by Geography, CY2024

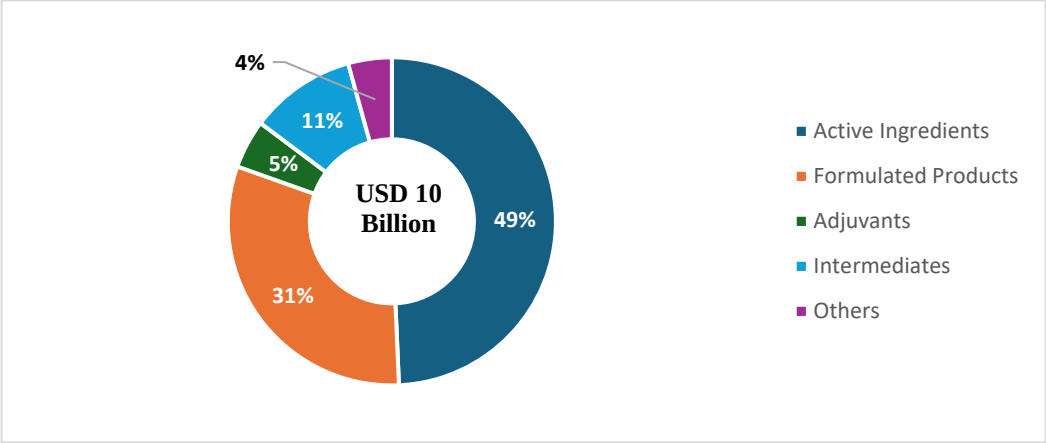


Source: Investor reports, industry conversations, F&S Analysis

- **North America:** Focuses on high value, innovative agrochemicals and sustainable solutions. North America is projected to be the fastest-growing market in the coming years. Factors contributing to this growth include advanced technological capabilities, strong regulatory frameworks, and a focus on sustainable agriculture.
- **Europe:** Driven by stringent regulations and demand for biobased agrochemicals. Europe maintains a significant position in the Agrochemical CDMO market. The region's market is driven by a strong presence of leading players and a focus on sustainable agriculture.
- **Asia Pacific:** Dominates the market due to low manufacturing costs, availability of raw materials, and a strong agricultural base. APAC holds the largest share of the Agrochemical CDMO market. China and India are key players. The region's dominance is attributed to its extensive agricultural activities, increasing demand for agrochemicals, and the presence of major agrochemical companies.
- **Latin America:** The Latin American agrochemicals market is experiencing notable growth, driven by increasing agricultural production and the adoption of advanced farming practices.
- **Middle East & Africa:** Emerging markets with growing agricultural activities and increasing adoption of agrochemical. The increasing demand for crop protection solutions and a growing focus on agricultural productivity are driving market growth in these regions.

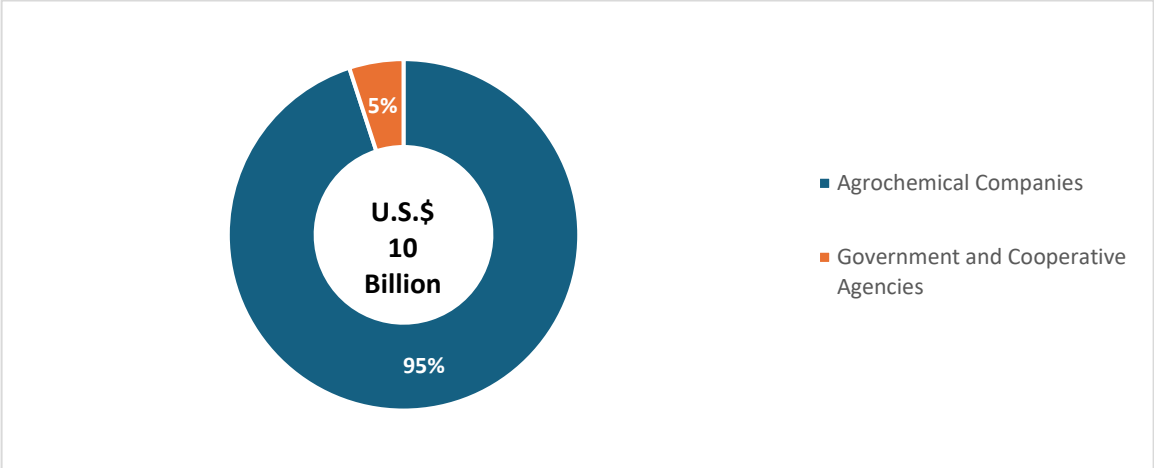
### Global CDMO by Market Application

Global Agrochemicals CDMO Market by Application, CY2024



Source: Investor reports, industry conversations, F&S Analysis

Global Agrochemicals CDMO Market by End use (2024E)



## Key Players in the Domestic Agrochemical CDMO Industry in India

| Company               | Description                                                                                                                                                      |
|-----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Anupam Rasayan</b> | Specializes in custom synthesis and manufacturing of life science-related specialty chemicals, including agrochemical intermediates and active ingredients.      |
| <b>PI Industries</b>  | Specializes in custom synthesis and manufacturing solutions for agrochemicals, leveraging strong R&D capabilities to offer innovative and sustainable solutions. |

### Top CDMO Players in India



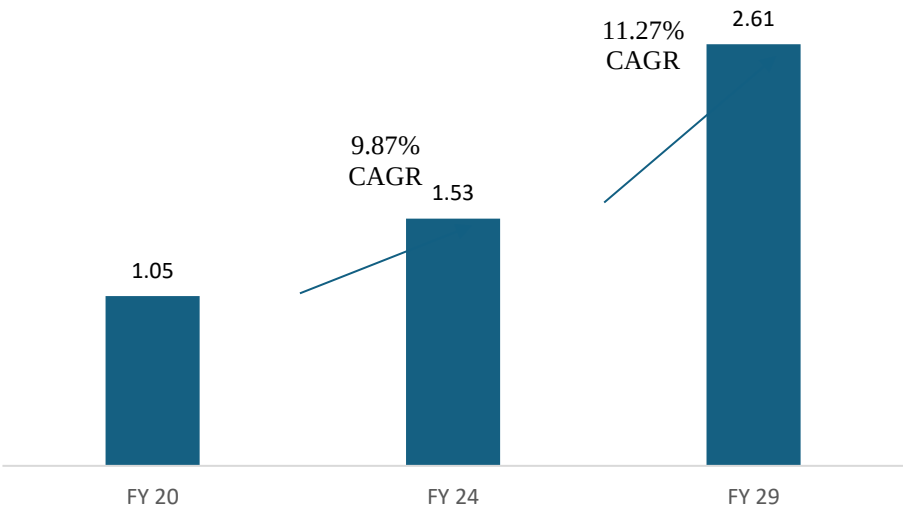
In 2022, Safex acquired Briar Chemicals, a UK-based CDMO born out of Bayer CropScience, for approximately GBP 73 million. Briar is a leading agrochemical CDMO solution provider in the United Kingdom in terms of manufacturing capacity as on March 31, 2025. Briar has a track record of process development and supplies to global majors including Bayer, Syngenta, and FMC. Today, Safex is among the largest CDMO players in United Kingdom by manufacturing capacity as on March 31, 2025 with plans to expand beyond agrochemicals into adjacent segments. In addition, Safex now has access to technical-grade manufacturing capabilities, experience in manufacturing patented molecules under technology transfer.

## Key Advantage of Agrochemical CDMO Market in India

India's Agrochemical industry holds significant growth potential due to its low per-hectare application rate of agrochemicals, which stands at just 230 grams per hectare compared to the global average of 2.6 kg per hectare. This indicates a vast opportunity for increased adoption and market expansion. Additionally, with the world's second-largest arable land area, India presents a strong foundation for the rapid growth of its crop protection sector. Indian crop protection companies are actively collaborating with international players to develop premium and innovative chemical formulations. Climate change has also led to the emergence of new pests, such as black thrips, necessitating the development of advanced pest management solutions. Additionally, the expiration of patents on key agrochemical molecules will enable numerous generic manufacturers to enter the market, fostering competition and growth. The shifting supply chain dynamics, particularly the move away from dependence on China for raw material sourcing, will improve procurement efficiency and strengthen India's position as a reliable global supplier.

Companies are allocating more funds to R&D to develop innovative agrochemical products, such as biopesticides and biofertilizers, which are gaining popularity due to environmental concerns. There is a notable trend of expanding manufacturing capabilities to meet both domestic and international demand. This includes upgrading existing facilities and constructing new ones.

Indian Agrochemicals- CDMO Market by Value (U.S.\$ Billion), Fiscal 2020 to Fiscal 2029

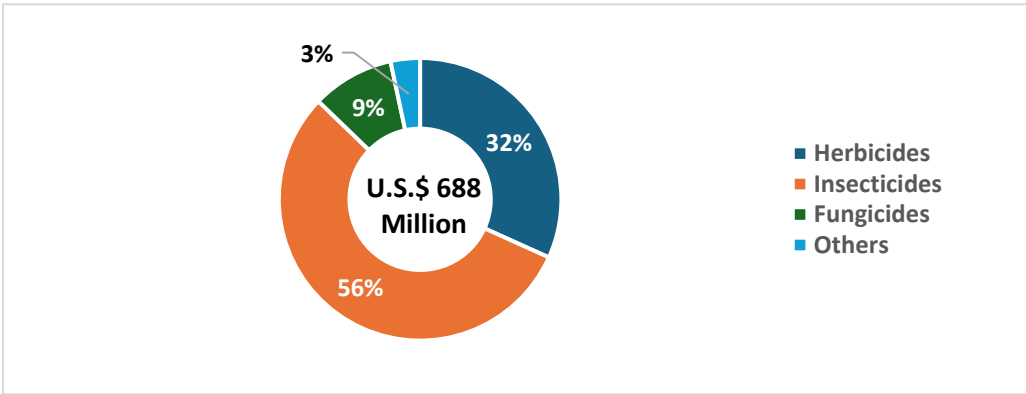


Source: F&S Analysis

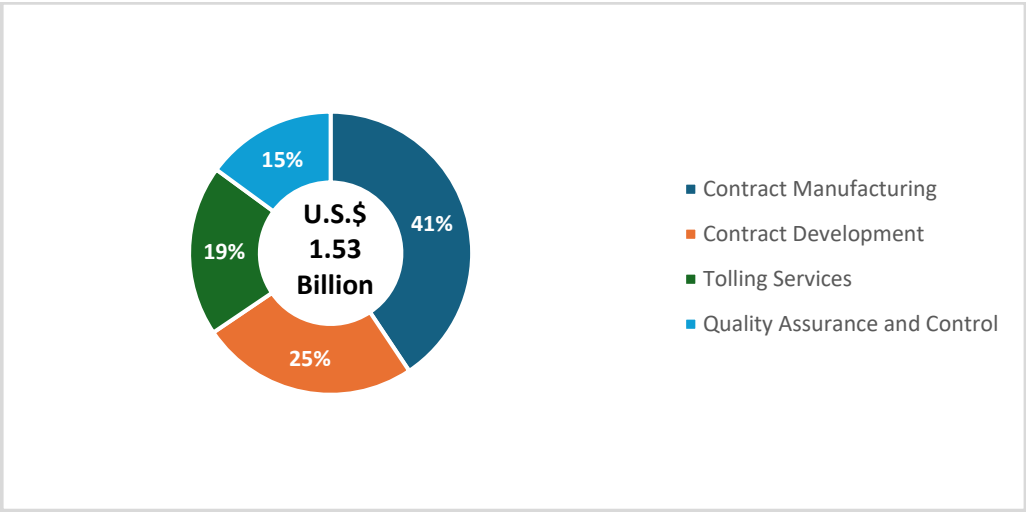
As Global Innovators face increasing financial pressure due to high capital costs, they often lack sufficient funds to invest across the entire value chain—from research and development (R&D) to marketing. This is primarily because manufacturing adds an extra financial burden. Consequently, many companies opt for outsourcing to optimize resources.

- Indian companies have expanded significantly and are now actively seeking long-term strategic partnerships to strengthen their market position.
- The Contract Development and Manufacturing Organization (CDMO) agrochemical industry has benefited from favourable macroeconomic conditions on both the supply and demand sides.
- India exports approximately U.S.\$3 billion worth of agrochemical products, reinforcing its position as a key global supplier.
- Indian companies have successfully upheld the trust of their international partners by strictly adhering to Non-Disclosure Agreements (“NDAs”), ensuring confidentiality and compliance.

India Agrochemicals CDMO Market Active Ingredient, Fiscal 2024



India Agrochemicals CDMO Market by Services, Fiscal 2024



Source: Investor reports, industry conversations, F&S Analysis

Indian Agrochemical CDMO firms continue to maintain stability by enhancing customer engagement and fostering innovation in product development. Additionally, they have effectively optimized their supply chains through strategic collaborations and mergers, further strengthening their R&D capabilities and overall market competitiveness.

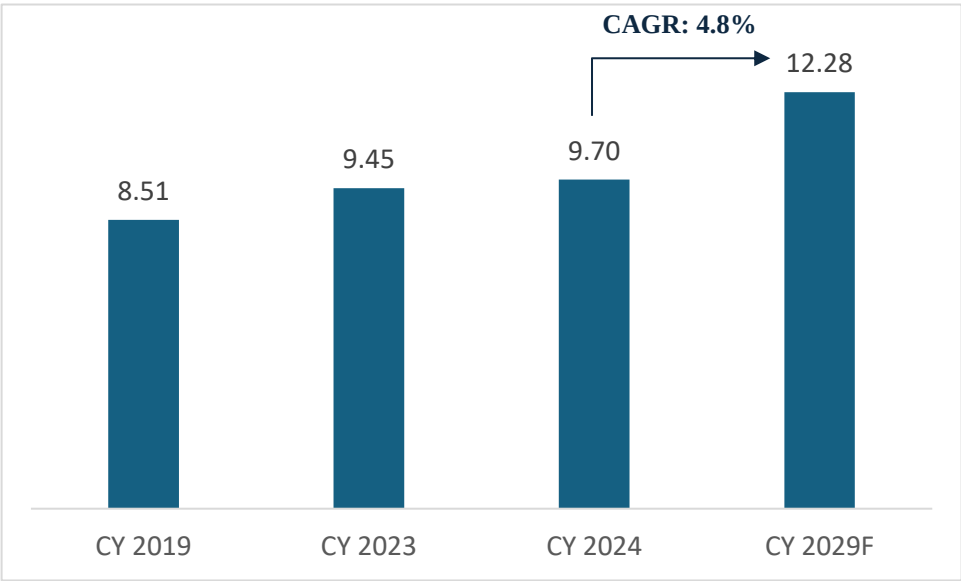


Global and Indian Household Insecticide Market

Global Household Insecticide Market Overview

The global household insecticide market is a significant and evolving sector within the home care industry, characterized by both innovation and increasing consumer demands for effective, safe, and eco-friendly pest control solutions. With increasing urbanization, rising health consciousness, and heightened awareness of pest-borne diseases, the market has seen a steady expansion in both developed and emerging markets. As of 2024, the market size stands at approximately U.S.\$ 9.7 billion, with projections indicating robust growth at a CAGR of 4.8%, reaching U.S.\$ 12.28 billion by 2028.

**Global Household Insecticides Market (U.S.\$ Billion)**



Source: Frost & Sullivan Primary Research & Analysis

This growth is fueled by several macroeconomic and societal shifts that are reshaping how consumers approach pest control, particularly in regions with high incidences of mosquito-borne diseases such as malaria and dengue fever. As more consumers seek safer and more sustainable solutions, the demand for eco-friendly and low-toxicity insecticides is rising sharply. Furthermore, formulation innovations such as slow-release systems, natural ingredients, and electronic repellents are increasingly becoming integral to the market's evolution.

**Global Growth Drivers**

***Changing Lifestyles and Evolving Living Spaces:***

The landscape of urban living is shifting, moving away from the older concept of simple population growth in cities toward modern living dynamics. Micro-living spaces, shared accommodations, and smaller, multi-use apartments are becoming increasingly common, especially in large metropolitan areas and developing countries. These compact living arrangements often lead to heightened exposure to household pests, as there is limited space to segregate living and sleeping areas from food preparation zones, which pests like cockroaches and rodents find attractive.

***Vector-Borne diseases, Climate Change and Seasonal Variability***

A key and accelerating driver of household insecticide demand is the rise in vector-borne diseases, exacerbated by climate change and erratic weather patterns. Prolonged monsoon seasons, unseasonal rainfall, and rising humidity levels have created ideal breeding conditions for mosquitoes, flies, and other disease vectors.

Diseases such as dengue, malaria, chikungunya, and Zika have shown increased frequency and geographic spread over the past decade. As a result, household mosquito control products are no longer viewed as optional—they are essential year-round staples in urban and semi-urban homes.

***Technological Advancements and Consumer-Centric Innovation***

The global household insecticide market has been significantly impacted by advancements in product formulation and the integration of technology. Consumers are increasingly looking for pest control solutions that do more than just kill pests; they are seeking products that offer long-lasting protection with minimal effort. Slow-release systems, self-regulating devices, and targeted formulations are key innovations that have reshaped how consumers approach pest control in their homes.

For example, Renofluthrin, a pyrethroid-based active ingredient developed through Shogun Organics (acquired by Safex in 2021), provides prolonged mosquito protection with reduced toxicity levels, responding to consumer needs for both high efficacy and low

environmental impact. Products such as the Good Knight Flash liquid vaporizer (it’s user) have revolutionized mosquito control, offering a highly effective solution that provides continuous protection without the need for frequent reapplications.

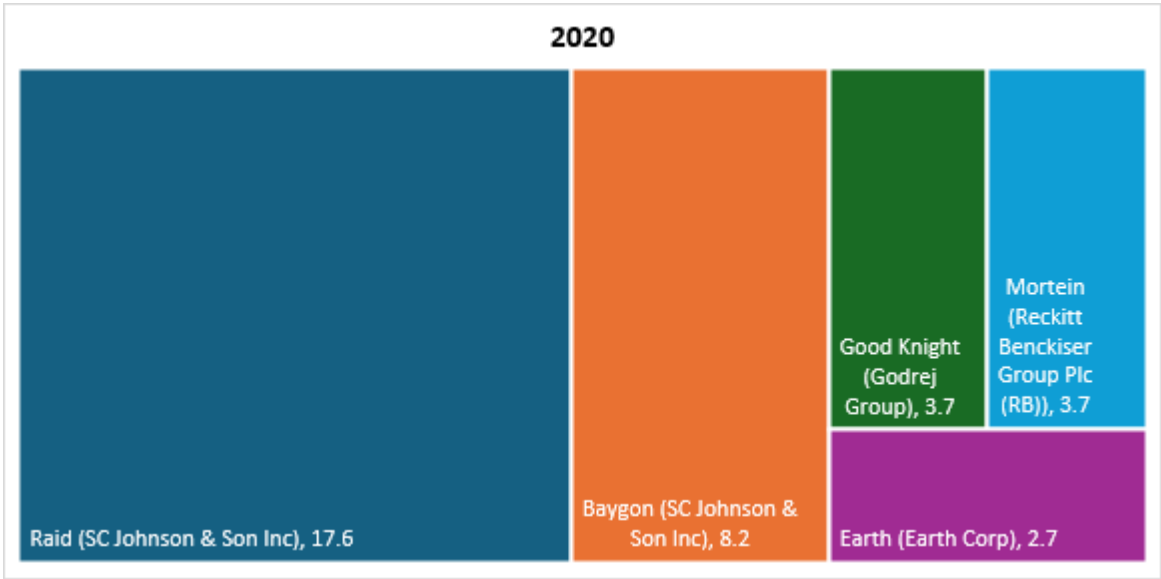
**Global Household Insecticides Competition Landscape**

The global household insecticide market is shaped by a few key players who have not only maintained leadership positions but also driven continuous innovation through acquisitions, partnerships, and product innovations.

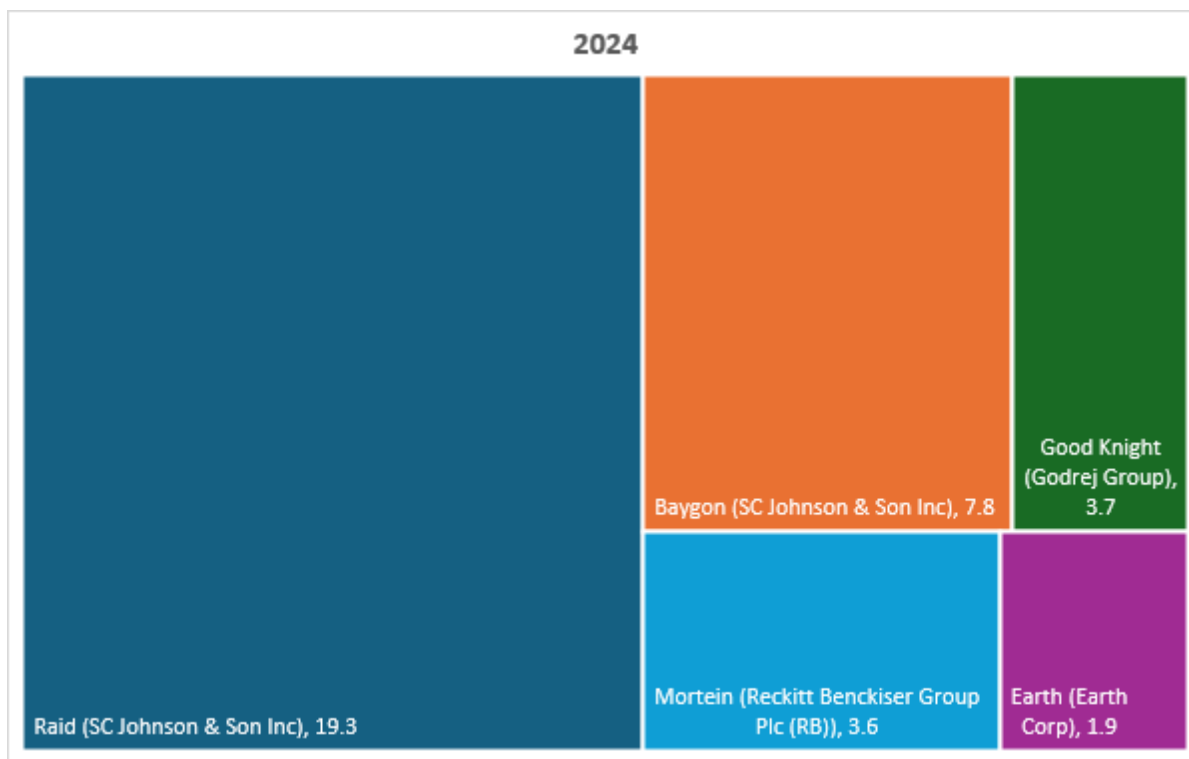
SC Johnson, the maker of the Raid brand, remains the dominant force in the household insecticide market, commanding a significant market share globally. The company's strength lies in its robust distribution network, iconic brand recognition, and its ability to innovate and diversify in response to changing consumer preferences. Raid is recognized worldwide for its broad range of products, including sprays, baits, and traps, which are designed for different household pests, from mosquitoes to cockroaches and ants.

The company has also committed heavily to sustainability and eco-conscious formulations, which is reflected in its product offerings. Recent innovations, such as Raid Essentials, focus on reducing chemical content while still providing powerful pest control. This range features insecticides made from plant-based active ingredients, meeting the growing consumer demand for safer, environmentally friendly products. By emphasizing sustainability, SC Johnson aligns with the broader market trends where consumers seek products that are both effective and less harmful to the environment.

**Global Household Insecticide Top 10 Brand Map 2020 (Top) vs 2024 (Bottom) (%Share)**



Others: 65.1%; Source: Frost & Sullivan Primary Research & Analysis

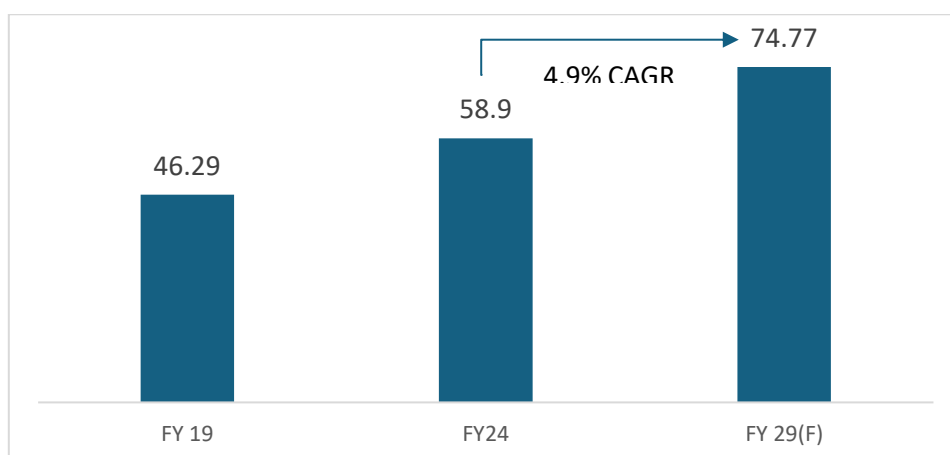


Note: Others:63.7% Source: Frost & Sullivan Primary Research & Analysis

### India Household Insecticides Market Overview

The Indian Household Insecticide Market which accounts to close to 7% of the global market has shown steady growth, with projections indicating a continued upward trend over the coming years. From a market size of approximately ₹46.29 Billion in Fiscal 2021, the sector grew to ₹58.9 Billion by Fiscal 2024. This growth is driven by factors including increasing health consciousness, a rising middle class with disposable income, and a growing preference for effective, eco-friendly pest control solutions. The market is expected to reach a value of ₹74.77 Billion by Fiscal 2029, marking a CAGR of 4.9%, driven by ongoing product innovations and the increasing demand for advanced insecticide solutions.

### Indian Household Insecticide Market (₹ Billion)

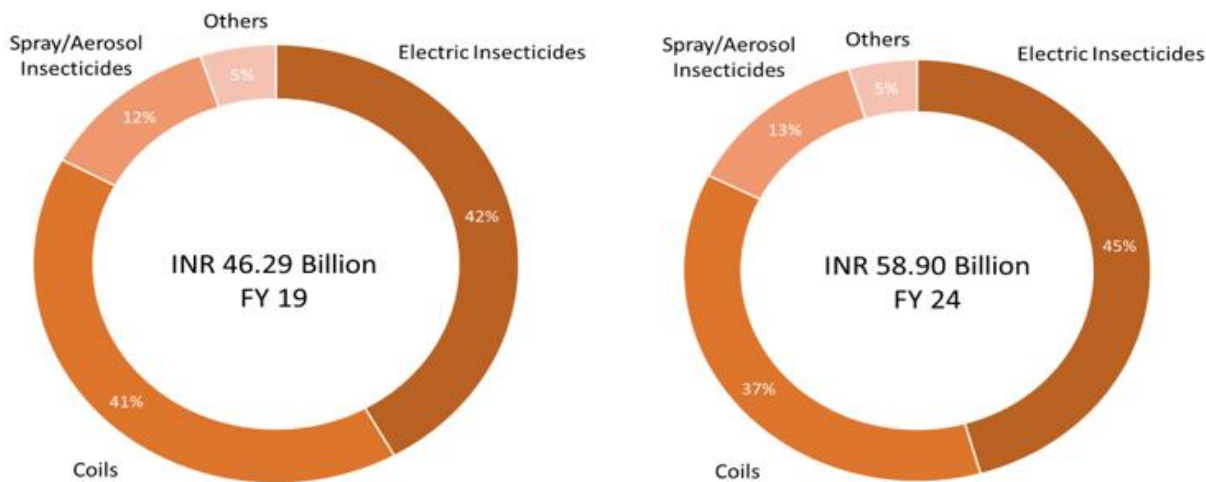


Source: Frost & Sullivan Primary Research & Analysis

The Indian household insecticide market is segmented into several key categories, each showing unique trends in consumer preference and growth:

### Indian Household Insecticide Market by Type

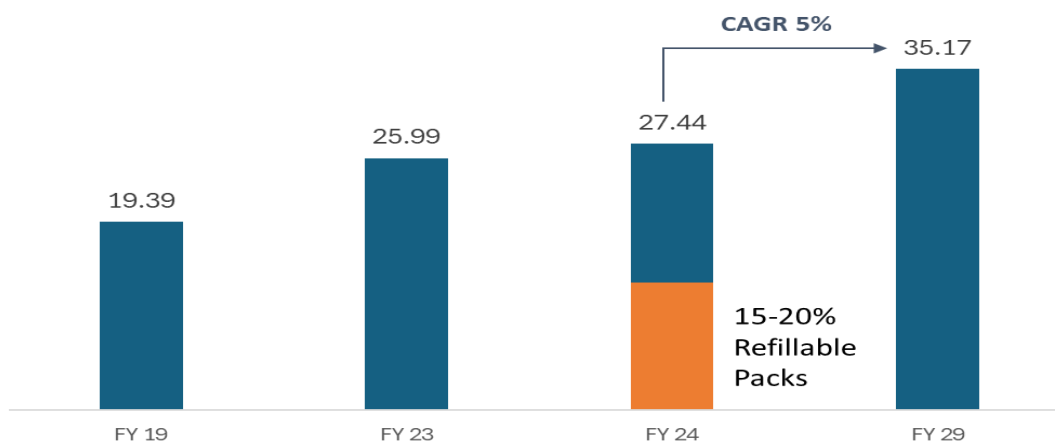




Source: Frost & Sullivan Primary Research & Analysis

Despite a slow decline in demand due to the rise of electric insecticides, insecticide coils still have a strong foothold in the Indian market.

### Indian Household Electric Insecticide (₹ Billion)



Source: Frost & Sullivan Primary Research & Analysis

Coils remain a staple in rural and semi-urban areas, where they are valued for their affordability and effectiveness. The market for coils is expected to see modest growth, but it is unlikely to surpass the growth rate of electric insecticides. Aerosol-based insecticides continue to grow in popularity, particularly in urban markets where instant action and convenience are highly valued. Consumers increasingly prefer spray-based products for quick relief from common pests like mosquitoes, cockroaches, and ants.

### Indian Household Insecticides Growth Drivers

#### Transforming Rural and Semi-Urban Markets

While India's cities have long been the focus of consumer product companies, rural and semi-urban markets are quickly becoming key drivers of growth in the household insecticide market. India's rural areas still predominantly rely on traditional insecticide solutions like mosquito coils and mat-based repellents, but this is changing rapidly. As disposable incomes rise and consumer behaviour evolves, rural markets are beginning to embrace more advanced solutions such as electric vaporizers and spray-based products. The key challenge for these consumers has been the affordability and availability of more advanced pest control products. However, with increased brand penetration and a rise in e-commerce in rural areas, insecticide companies are finding new avenues to tap into these markets. For instance, small refill packs of electric insecticides, such as 25ml and 30ml sizes, are proving to be both affordable and convenient for rural households, which may not use large quantities of insecticides at once.

## **Government Initiatives and Public Health Priorities**

The Indian government has recognized the critical role of vector control in public health, particularly in light of the country's battle with malaria, dengue, and chikungunya. Programs like the National Vector Borne Disease Control Program (NVBDCP) have been crucial in promoting awareness and encouraging the use of effective mosquito control products. The central and state governments have increasingly supported the development and use of safe, eco-friendly pest control solutions.

For instance, the government's push for self-reliance in mosquito control technology has led to the development of Renofluthrin and similar patented molecules. The CIBRC (Central Insecticide Board and Registration Committee), which regulates the use of chemicals in pesticides, has approved the use of these newer molecules, ensuring that products meet stringent safety standards. This regulatory support has been crucial in making Renofluthrin and other similar products viable in the market. Furthermore, public health campaigns focusing on disease prevention, including mosquito control, have resulted in heightened demand for products that provide both long-lasting protection and sustainability. The government's role in facilitating this transition towards more eco-friendly pest control solutions is expected to continue, helping India progress toward greater self-reliance in pest control technology. With Renofluthrin, Safex Chemicals supports self-reliance in pest control technology and has a presence in the public healthcare market increasing the total addressable market for the company.

## **Indian Household Insecticides Competitive Landscape**

The Indian household insecticide market is dominated by three brands which account for 75% of the category with Godrej holding the lion's share of the market.

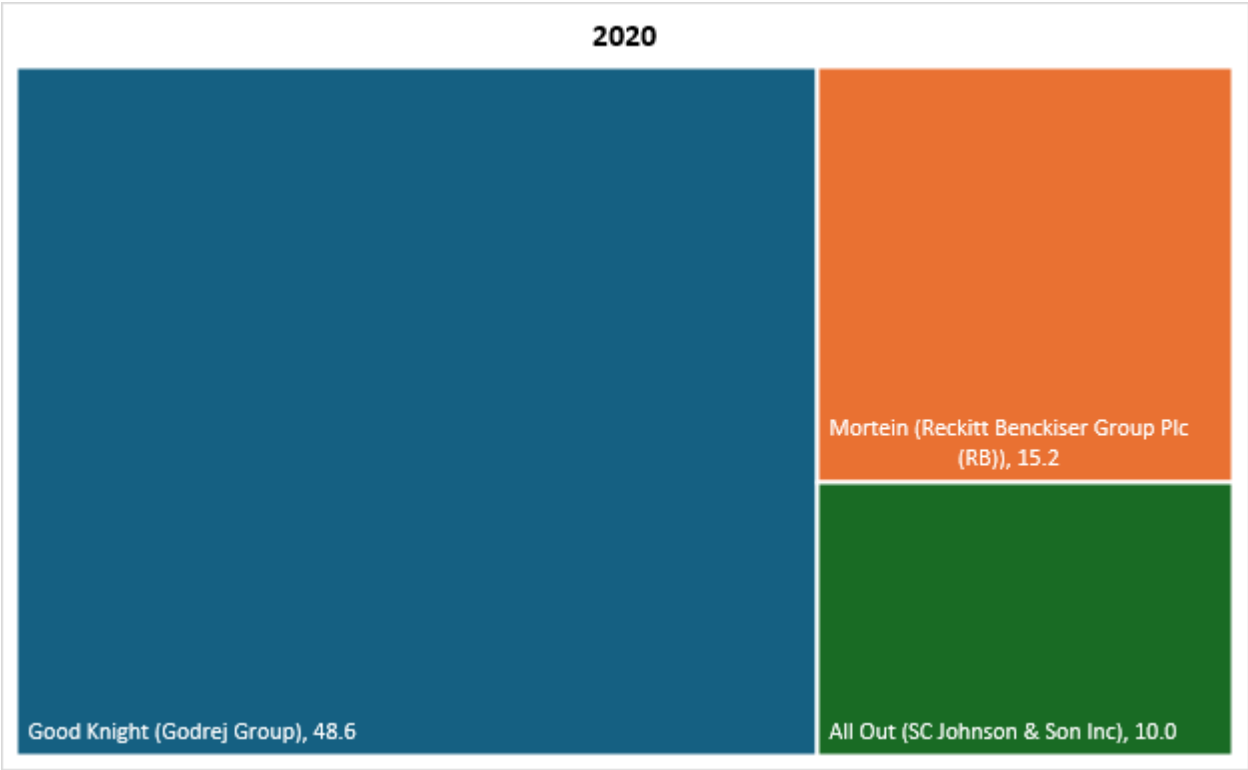
### **Godrej**

Godrej is the unquestioned leader in India's household insecticide market, holding a substantial market share of 51% as of Fiscal 2024. The company's dominance is largely attributed to its flagship product, Good Knight, which has been an enduring brand in Indian homes for decades. Godrej Consumer Products Ltd. has consistently expanded its portfolio to cater to the evolving needs of Indian consumers, from affordable traditional insecticides to premium, eco-friendly alternatives.

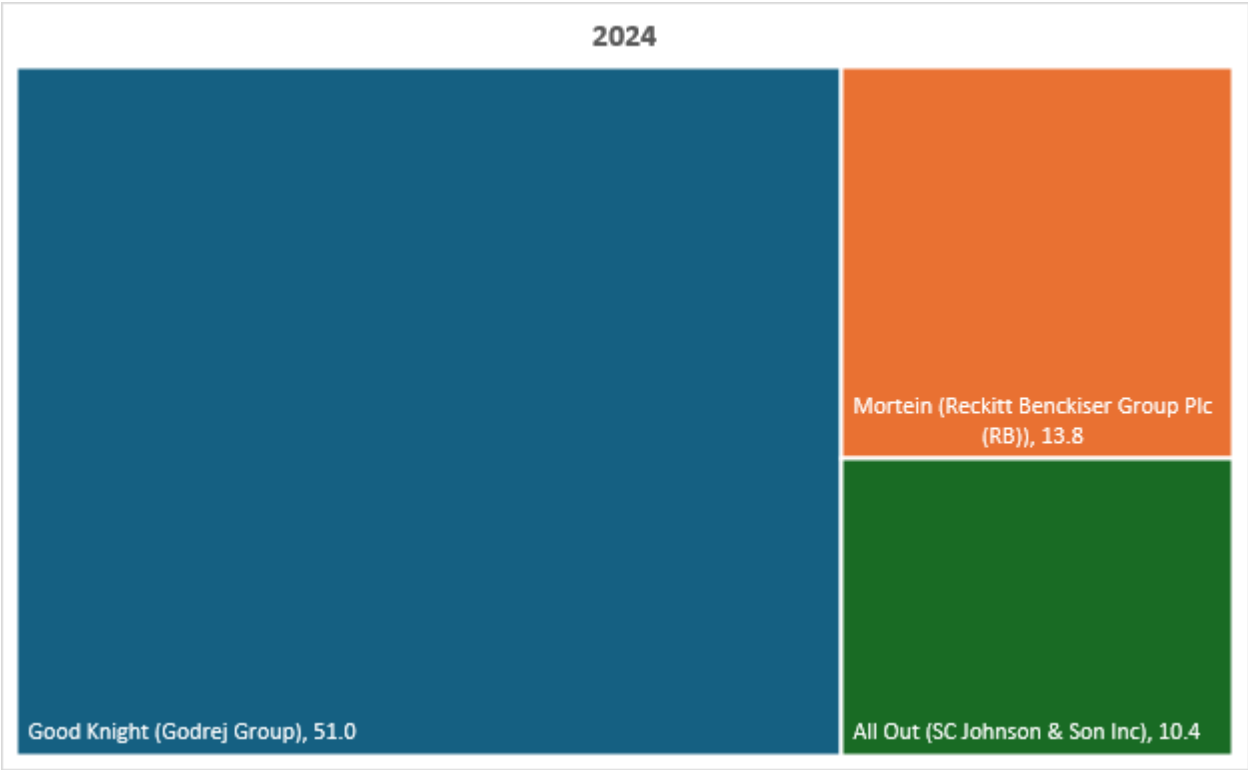
### **Key Product Offerings:**

- **Good Knight:** The brand's flagship mosquito repellent range, including Good Knight Activ+, Good Knight Flash, and Good Knight Naturals, continues to be one of the most trusted solutions for consumers looking for both effectiveness and safety. The introduction of Good Knight Naturals, which uses herbal ingredients like citronella and eucalyptus, caters to the growing demand for eco-friendly and plant-based solutions in the market.
- **HIT:** In addition to mosquito repellents, Good Knight, Godrej also manufactures HIT, a leading brand in the cockroach control and insect killer segment. HIT offers solutions in the form of sprays, liquid sprays, and liquid vaporizers.
- **Renofluthrin Integration:** A significant strategic move in the India Landscape was partnership of Godrej with Shogun Organics, part of the Safex Chemicals Group, through an exclusive sales agreement, to integrate Renofluthrin into its products. Safex Chemicals developed and patented India's first indigenous mosquito repellent molecule "Renofluthrin", which is a pyrethroid-based active ingredient formulated to provide prolonged mosquito protection with reduced toxicity levels. The molecule's superior efficacy against multiple mosquito species, including Anopheles, Aedes, and Culex, represents a major leap in the performance and efficacy of Good Knight Flash vaporizer systems. This innovation positions Good Knight through Shogun Organics as a leading solution in the evolving mosquito repellent technology market in India and also emerging markets in Asia and Africa. In addition, the Good Knight Flash liquid vaporizer that is made with Renofluthrin, provides a response to the growing demand for slow-release, easy-to-use insecticides that can provide extended protection against mosquitoes without the need for frequent reapplication.

India Household Insecticide Top Brand Map (% Share) Fiscal 2020 (Top) vs 2024 (Bottom)



Others: 26.2%



Others: 24.8% Source: Frost & Sullivan Primary Research & Analysis

Godrej, with its flagship Good Knight brand, is one of the most prominent players in the Indian market, where mosquito-borne diseases like malaria, dengue, and chikungunya are a constant public health concern. Over the years, Good Knight has built a strong consumer base in South Asia by offering effective and affordable pest control products, from liquid vaporizers to mosquito coils.



Safex Chemical through its strategic acquisition of Shogun Organics enabled Godrej, through its exclusive sales agreement to enhance its formulation capabilities, particularly in the development of Renofluthrin, a pyrethroid-based active ingredient that is now used in Good Knight Flash products. The product's high efficacy and low toxicity make it an attractive option in markets where safety and long-lasting effectiveness are top priorities for consumers. In addition, the Good Knight Flash liquid vaporizer—powered by Renofluthrin—represents a perfect response to the growing demand for slow-release, easy-to-use insecticides that can provide extended protection against mosquitoes without the need for frequent reapplication. The significant consumption of this molecule in tropical countries in South-East Asia and Africa through Godrej has increasingly capitalized on emerging markets, using its deep understanding of local preferences to drive product development.

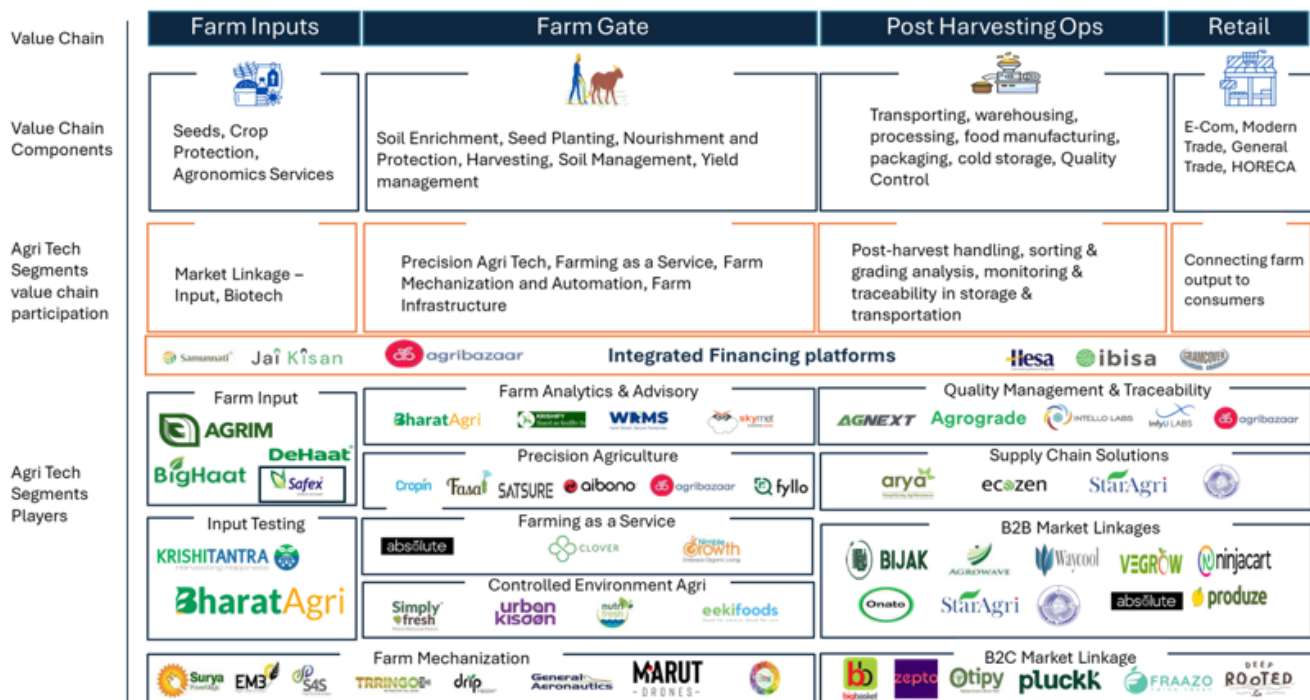
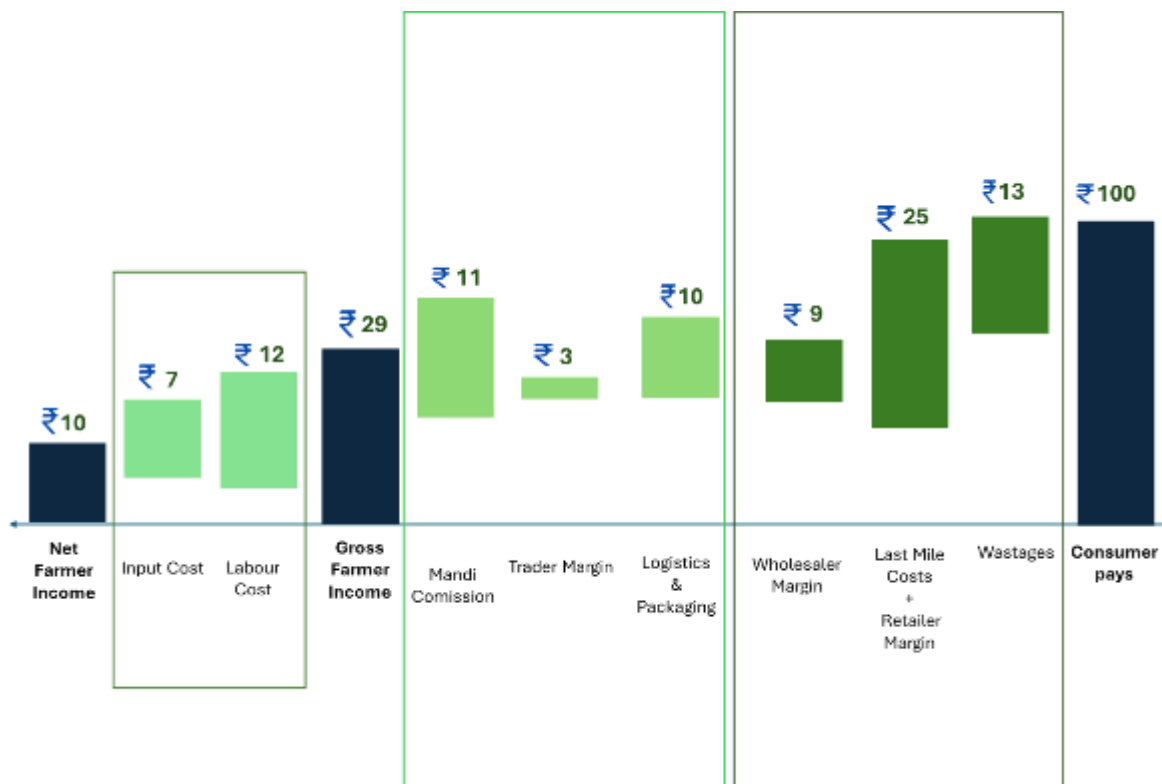


## Indian Agri-Tech Market and Outlook

### Overview of the AgriTech Industry

India's agritech sector has evolved into one of the most promising areas of technological disruption in the broader economy. With over 40% of the population dependent on farming for their livelihoods and the sector contributing nearly 16% to the national GDP, the stakes for agricultural modernization are higher than ever. However, despite its vast economic significance, Indian agriculture remains highly fragmented, with smallholder farmers owning an average landholding of less than two hectares. Traditional inefficiencies, climate volatility, inadequate access to credit, and dependence on intermediaries continue to suppress farmer incomes. In this landscape, agritech has emerged as a strong solution, addressing longstanding inefficiencies and unlocking new opportunities for productivity enhancement, financial inclusion, and market connectivity.

### Illustrative Margins from Farmer to End Consumers



The agri tech ecosystem has matured considerably over the past few years, with startups and established agribusinesses alike expanding their footprint across various segments. Investors have taken note, with agritech emerging as a sector of significant venture capital interest. The government, too, has played an enabling role by fostering regulatory frameworks that support digital innovation, streamlined market access, and financing for agritech enterprises. Among the most critical segments of agritech is the input marketplace, which has seen rapid digitalization. The traditional distribution model for agrochemicals, fertilizers, seeds, and farm supplements has been characterized by long supply chains, price markups, and restricted access for farmers in remote areas. Historically, agricultural input procurement has depended on fragmented networks of offline dealers and intermediaries, creating

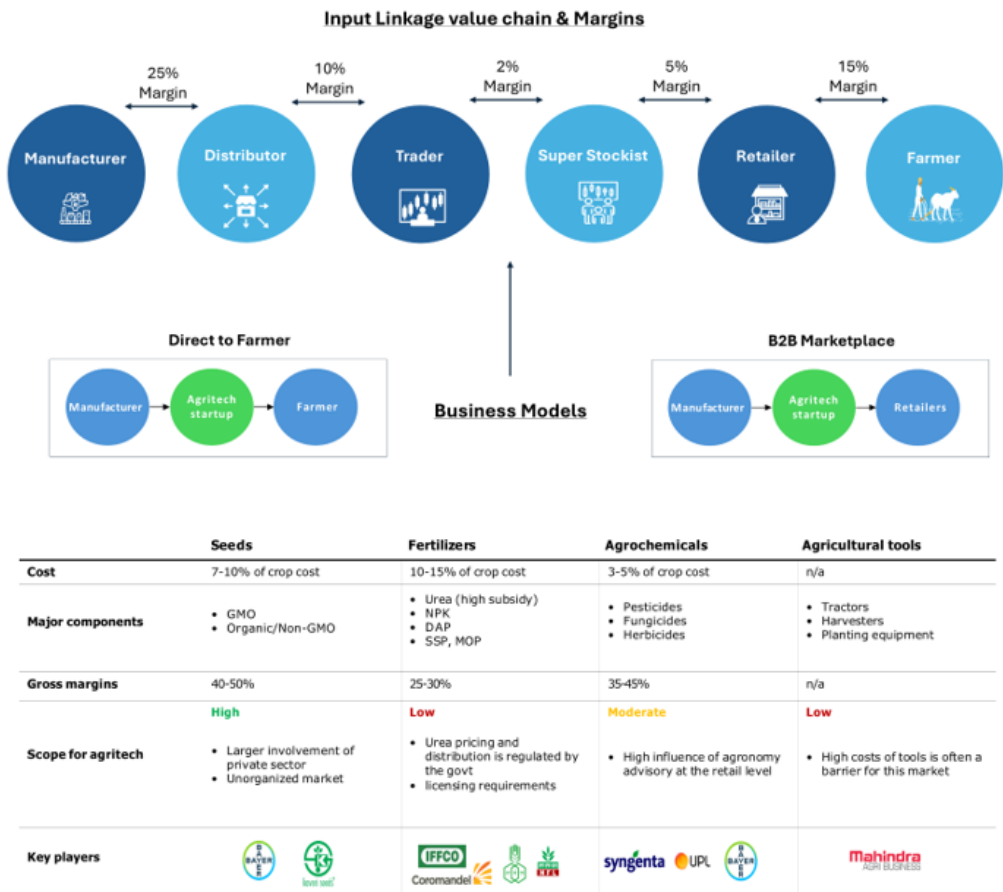
inefficiencies in pricing, product availability, and advisory support. Digital input platforms are working to resolve these gaps by offering direct-to-farmer distribution, AI-driven agronomic advisory, and embedded financial solutions that facilitate better access and affordability.

The shift toward digital input marketplaces is being driven by several factors. One, technology has made it possible to create more transparent and efficient supply chains, ensuring that farmers can access quality inputs at competitive prices. Two, agritech players have begun integrating advisory and credit services into their platforms, enabling farmers to make data-driven purchasing decisions rather than relying on traditional sources of advice, which are often influenced by offline dealer incentives. Three, evolving regulatory norms around sustainable.

Agri Input Market Linkage Landscape

Traditionally, the procurement of inputs such as seeds, fertilizers, and agrochemicals has been a highly fragmented process, characterized by multiple layers of intermediaries that have inflated costs and restricted access. Farmers, particularly small and marginal ones, have historically relied on a disjointed network of local retailers and distributors, often paying a premium for inputs that vary in quality and availability. These inefficiencies have not only affected farm profitability but also contributed to suboptimal yield levels when compared to global benchmarks.

A closer look at the input supply chain reveals several structural inefficiencies that have long dictated market dynamics. At the core of the issue is the manufacturer-to-farmer distribution model, which has been built on multiple transaction layers.



Amid these challenges, digital agritech platforms have emerged as a force of disruption, introducing business models that seek to dismantle inefficiencies and create direct linkages between manufacturers and farmers. Companies such as ‘Golden Farms’ (by Safex Chemicals), Agrostar, and BigHaat have pioneered the transition to digital-first marketplaces, where farmers can access verified inputs through mobile apps, call centers, and localized franchise networks. These platforms offer a structured approach to procurement, ensuring transparency in pricing, product traceability, and doorstep delivery. The ability to bypass traditional intermediaries has resulted in lower costs, while the integration of agronomic advisory ensures that farmers are equipped with the necessary knowledge to optimize input application.

## Pre-Production Pain Points

|                                                                                   |                                                                                                 |                                                                                                                             |
|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
|  | Non-uniformity of input prices across locations                                                 | Direct partnership with leading as well as SME manufacturers providing improved access to right inputs to farmers/retailers |
|  | Lack of adequate farmer knowledge and incentive to retailers leading to inefficient input usage | Quality assurance on inputs and input advisory to assist farmers with right inputs for their crops                          |
|  | Lower mechanization with limited access to resources                                            | Access to equipment and tech to lower cultivation cost                                                                      |

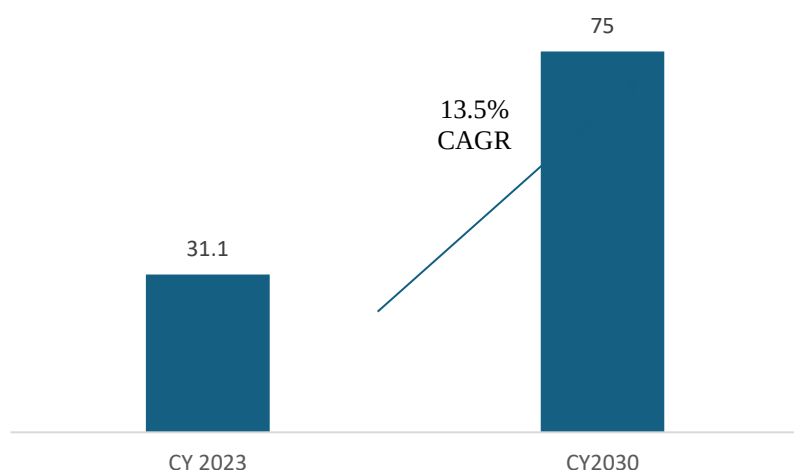
At the manufacturer level, these disruptions are pushing traditional input companies to rethink their go-to-market strategies. Large agrochemical and fertilizer companies that have long relied on vast distributor networks are beginning to explore direct-to-farmer engagement models. Many are leveraging digital agritech platforms as a distribution channel, recognizing that deeper farmer engagement will be necessary to stay relevant in an increasing digitized supply chain. This shift is particularly relevant as the demand for bio-based inputs and sustainable crop solutions gains momentum. With regulatory shifts favoring environmentally friendly alternatives, companies that fail to integrate data-backed precision application and sustainable product offerings into their portfolio risk losing market share to more agile players.

|                            |                                                                                                                                                        |                                                                                                                       |                                                                                                      |
|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Description</b>         | Full-stack agricultural platform providing farmers end-to-end crop advisory, quality inputs, farm implements and market linkage                                                                                                         | B2B marketplace connecting agri-input manufacturers and retailers                                                                                                                                      | Full-stack platform providing agri-input procurement, farm analytics & advisory, access to output buyers and credit & insurance                                                         |
| <b>Scale</b>               | <ul style="list-style-type: none"> <li>17mn+ farmers engaged</li> <li>3.5mn+ MAUs</li> <li>Features 10k+ SKUs from 400+ brands servicing 17k+ pin codes</li> </ul>                                                                      | <ul style="list-style-type: none"> <li>Works across 500+ districts</li> <li>2.5k+ manufacturers catering to 170k+ retailers</li> </ul>                                                                 | <ul style="list-style-type: none"> <li>Network of 11k+ DeHaat centers and 500+ FPOs</li> <li>Serving 1.8mn+ farmers in 12 states</li> </ul>                                             |
| <b>Annual revenue</b>      | INR 11.3 Cr (2023)                                                                                                                                                                                                                      | INR 159 Cr (2023)                                                                                                                                                                                      | INR 2000 Cr (2023)                                                                                                                                                                      |
| <b>Key differentiators</b> | <ul style="list-style-type: none"> <li>Direct delivery to farmers for farm inputs</li> <li>Full-stack digital ecosystem providing advisory, input and output linkage to farmers</li> <li>Data-driven farmer-centric programs</li> </ul> | <ul style="list-style-type: none"> <li>Works with small manufacturers and less penetrated categories</li> <li>End-to-end ecosystem for small agri-retailers drives engagement and retention</li> </ul> | <ul style="list-style-type: none"> <li>Combination of AI-enabled advisory services for 30+ crops in regional languages</li> <li>Satellite-based parametric weather insurance</li> </ul> |

The future of input marketplaces will be shaped by how well agritech firms can integrate across multiple touchpoints in the agricultural ecosystem. Platforms that go beyond simple transactions to offer bundled solutions—combining input procurement with advisory, credit, and market linkages—will hold a competitive advantage. As regulatory frameworks continue to evolve, digital marketplaces will need to align with compliance mandates, ensuring that only certified and traceable inputs reach farmers. The ability to aggregate farm-level data at scale will also become a critical differentiator, enabling predictive demand forecasting, optimized inventory management, and precision-driven product recommendations.

The addressable size of the industry is expected to scale from an estimated U.S.\$31.1 billion in CY 2023 to an astounding U.S.\$ 75 billion by CY 2030 (F). This represents a compound annual growth rate (CAGR) of 13.45%, driven by the convergence of digital innovation, regulatory support, and evolving market dynamics. The journey ahead for Integrated agricultural services in India is not just about growth in numbers but signifies a strategic realignment of how agriculture is practiced, perceived, and sustained in the country.

## Forecasted addressable market size of Tech Enabled Integrated Agricultural Services in India (U.S.\$ Billion)



Source: Frost & Sullivan analysis

The COVID-19 pandemic served as a catalyst for change, disrupting traditional supply chains and accelerating the adoption of digital platforms for trading, financing, and farm management. This shift has not only increased the efficiency of agricultural operations but also exposed structural weaknesses in traditional systems, creating a fertile ground for integrated agriculture service solutions to take root. The pandemic highlighted the importance of resilience in agricultural supply chains, and digital technologies have emerged as the most effective tool to build that resilience.

### Operational Benchmarking

Safex Chemicals is one of the leading Agrochemical companies in India, engaged in branded formulation, specialty chemicals, CDMO. With seven manufacturing sites in India and one in the United Kingdom. The company is one of the fastest growing companies in the agrochemical industry in India in terms of revenue growth between Fiscal 2023 and 2025 driven by its strong portfolio of products for branded formulation business and are one of the few companies in the agrochemical industry in India to have adopted a differentiated multi-brand strategy for the sale of branded formulation. The multi-brand strategy is focussed on ensuring deeper penetration and wider shelf space through the company's direct dealer network. It's diversified product portfolio comprises 140 products, which includes 49 insecticides, 45 herbicides, 24 fungicides, 11 fertilizers and 11 other products, including plant growth regulators, as of March 31, 2025.

Below is a comparison of its peers operating across the three segments.

### Key Players in the formulation business

- **Dhanuka Agritech:** Dhanuka Agritech operates an asset-light, partnership-driven model focused on in-licensing and formulating herbicides, insecticides and fungicides for major crops such as rice, cotton and wheat. It boasts over 300 product registrations and a pan-India distribution network of 6,500 distributors, with primary formulation plants at Noida (UP) and Neemrana (RJ). Recently, it has begun backward-integration at its Dahej (GJ) technical-grade pesticide facility to secure raw-material supply and expand its in-house actives capability.
- **Rallis India** - A subsidiary of Tata Chemicals, Rallis India combines crop-science formulations (under brands like RALLIGOLD and GEOGREEN) with custom synthesis manufacturing. Its plants in Maharashtra and Gujarat, support high-volume production of insecticides, herbicides, biofertilizers and specialty polymers, all backed by a Mumbai R&D centre and a robust B2C distribution network.
- **Sumitomo Chemicals:** SCIL focuses on importing, licensing and formulating proven global actives such as fludioxonil and epoxiconazole for the Indian market. It does not run an open CDMO business but maintains two integrated sites at Roha and Ahmednagar (MH) to locally produce and register these chemistries across cereals, cotton and horticultural segments.
- **Bayer Crop Science:** Bayer's India arm delivers end-to-end crop-science: discovering novel molecules globally, toll-manufacturing select actives at its QPP plant in Ankleshwar (GJ), and marketing premium herbicides, bio-fungicides and



seed treatments under brands like FENDONA and BOUNDARY—all supported by R&D hubs in Bengaluru (KA) and Monheim (DE).

- **Crystal Crop Protection:** Crystal Crop licenses, registers and formulates third-party actives into herbicides, insecticides and adjuvants for the domestic market. With formulation plants at Sanand and Dahej (GJ), it emphasizes rapid product registration and tailored adjuvant blends to enhance efficacy across key crop segments
- **Sulphur Mills:** Leveraging expertise in sulphur chemistry, Sulphur Mills produces sulphur-based fungicides and speciality mixes. Its Bharuch (GJ) facility focuses on eco-friendly, micronized sulphur products that address fungal disease resistance and environmental regulations
- **Tropical Agro:** Though smaller, Tropical Agro has carved a niche in bio-pesticides and specialty liquid formulations. Established in 1969 and part of the century-old Jhaver Group, Tropical Agro is among India's top two branded players in crop protection and plant nutrition. Headquartered in Chennai, it offers full-life-cycle solutions—from seed treatment through post-harvest in both chemical and organic segments. Its portfolio spans insecticides, herbicides, fungicides, adjuvants, bio-pesticides, bio-fertilizers, biostimulants and speciality products. Its Himatnagar (GJ) and Samalkha (PN) plants produce botanical extracts and microbial biocontrol agents under its own labels, targeting sustainable-agriculture mandates
- **Willowood Limited-** An affiliate of the Willowood Group, Willowood Limited is a rapidly growing global provider of crop-protection solutions, manufacturing, packaging and distributing insecticides, herbicides, fungicides, bio-pesticides and plant-growth regulators. It operates three formulation facilities and an R&D centre in Vadodara, plus 29 strategically located warehouses across India, supporting a pan-India distribution network. Willowood has offices in India, Hong Kong, China, the USA and Africa, and its products reach over 50 countries worldwide
- **Parijat Industries:** Parijat Industries is a fully integrated agrochemical company with “technical-to-final formulations” capability and advanced in-house R&D. Founded in 1995 and headquartered in New Delhi, it employs over 1,000 professionals, serves 70+ countries across five continents, and maintains a pan-India footprint. Its manufacturing includes both technical-grade synthesis and formulation lines, offering WDG, EC, SC, OD, WP, SP, ZC, CG, DF and other formulations.
- **Indofil Industries Ltd:** Part of the K.K. Modi Group since 1962, Indofil is uniquely dual-focused on Agricultural Chemicals (fungicides, insecticides, acaricides, herbicides, surfactants, PGRs) and Specialty & Performance Chemicals for industries like leather, textile, paints and plastics. Headquartered in Mumbai, it exports to 120+ countries and operates four state-of-the-art manufacturing plants, one in Thane (commissioned 1962) and three at Dahej SEZ (2009, 2016, 2018)

#### Key Players in the Agri CDMO Business:

- **PI Industries:** PI's CRDMO arm delivers end-to-end services—from discovery to commercial-scale manufacturing of active ingredients and biologicals. Its facilities at Jambusar and Nandesari (GJ) combine green-chemistry platforms with digital scale-up tools to serve global innovators.
- **Anupam Rasayan :** Anupam's Ambernath and Roha (MH) sites offer toll-synthesis of nitro and diazo intermediates under customized process conditions for third-party agro and industrial users.

### Key Players in the Specialty Chemicals:

- **Vinati Organics:** A pure-play specialty-monomer producer, Vinati manufactures ATBS, IB and IBA at its Lote (MH) and Vadodara (GJ) sites. These high-purity chemicals serve pharma, performance coatings and crop-science intermediates globally.
- **Navin Fluorine:** Navin Fluorine specializes in fluorinated intermediates (e.g., DAST), refrigerants and agro actives. Its Nandesari (GJ) complex integrates custom fluorination processes to deliver high-value fluorochemistries across sectors.



## Product and Revenue Spread by Peers

| Companies                      | Product Portfolio |           |           |                                                                                                        | Revenue Mix Composition                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|--------------------------------|-------------------|-----------|-----------|--------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                | Insecticide       | Herbicide | Fungicide | Fertilizers, Agrochemicals AI, CDMO, Household Insecticides, Others                                    | Revenue Business Mix                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Safex Chemicals Including CDMO | 49                |           |           | Involved in Crop Nutrition, Agrochemicals Active Ingredients and Intermediates; Household Insecticides | <p>Fiscal 2025:<br/>Branded Formulation: 62.47%<br/>Specialty Chemicals: 17.30%<br/>CDMO: 27.01%</p> <p>Fiscal 2024:<br/>Branded Formulation: 58.76%<br/>Specialty Chemicals: 10.61%<br/>CDMO: 35.47%</p> <p>Fiscal 2023:<br/>Branded Formulation: 65.73%<br/>Specialty Chemicals: 6.78%<br/>CDMO: 30.14%</p>                                                                                                                                                                                                       |
| Sumitomo Chemicals India Ltd   | 107               | 41<br>91  | 22<br>32  | NA                                                                                                     | <p>Fiscal 2023:<br/>Insecticides: 43%;<br/>Herbicides: 24%,<br/>Plant Growth Regulators: 9%,<br/>Metal Phosphides: 8%,<br/>Fungicides : 10%<br/>AND &amp; EHD: 9%</p> <p>Fiscal 2024:<br/>Insecticides: 41%;<br/>Herbicides: 22%,<br/>Plant Growth Regulators: 10%,<br/>Metal Phosphides: 9%,<br/>Fungicides : 8%<br/>AND &amp; EHD: 10%</p> <p>Fiscal 2025:<br/>Insecticides: 40%;<br/>Herbicides: 21%,<br/>Plant Growth Regulators: 11%,<br/>Metal Phosphides: 9%,<br/>Fungicides : 10%<br/>AND &amp; EHD: 9%</p> |

| <b>Companies</b>          | <b>Product Portfolio</b>         |                                  |                                  |    | <b>Revenue Mix Composition</b>                                                                                                                                                                                                                                                                                                                                                                |
|---------------------------|----------------------------------|----------------------------------|----------------------------------|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                           |                                  |                                  |                                  |    |                                                                                                                                                                                                                                                                                                                                                                                               |
| <i>Bayer Cropsciences</i> | 21                               | 11                               | 11                               | NA | <i>Bayer crop sciences reports its revenue in its annual report under one segment which is AgriCare</i>                                                                                                                                                                                                                                                                                       |
| <i>PI Industries</i>      | 19                               | 9                                | 7                                | NA | <i>PI Industries reports its revenue in its annual report under one segment which is AgroChemicals</i>                                                                                                                                                                                                                                                                                        |
| <i>Dhanuka Agritech</i>   | 34                               | 20                               | 20                               | NA | <i>Fiscal 2022:</i><br><i>Insecticides: 37%;</i><br><i>Fungicides: 19%</i><br><i>Herbicides: 32%</i><br><i>Others: 12%</i><br><br><i>Fiscal 2023:</i><br><i>Insecticides: 35%;</i><br><i>Fungicides: 17%</i><br><i>Herbicides: 37%</i><br><i>Others: 11%</i><br><br><i>Fiscal 2024:</i><br><i>Insecticides: 49%;</i><br><i>Fungicides: 19%</i><br><i>Herbicides: 28%</i><br><i>Others: 4%</i> |
| <i>Rallis India</i>       | 34                               | 18                               | 24                               | NA | <i>Fiscal 2024:</i><br><i>Crop Care: 84%</i><br><i>Seeds: 16%</i><br><br><i>Fiscal 2023</i><br><i>Crop Care: 88%</i><br><i>Seeds: 12%</i><br><br><i>Fiscal 2022</i><br><i>Crop Care: 87%</i><br><i>Seeds: 13%</i>                                                                                                                                                                             |
| <i>Anupam Rasayan</i>     | <i>Involved in Intermediates</i> | <i>Involved in Intermediates</i> | <i>Involved in Intermediates</i> | NA | <i>Anupam Rasayan reports its revenue in its annual report under one segment which is Manufacturing of Industrial Chemicals</i>                                                                                                                                                                                                                                                               |
| <i>Vinati Organics</i>    | <i>Involved in Intermediates</i> | <i>Involved in Intermediates</i> | <i>Involved in Intermediates</i> | NA | <i>Fiscal 2022:</i><br><i>Specialty Chemicals : 98%</i><br><i>Others: 2%</i>                                                                                                                                                                                                                                                                                                                  |

| <b>Companies</b>           | <b>Product Portfolio</b>         |                                  |                                  |           | <b>Revenue Mix Composition</b>                                                                                                                                   |
|----------------------------|----------------------------------|----------------------------------|----------------------------------|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                            |                                  |                                  |                                  |           | <i>Fiscal 2023:</i><br><i>Specialty Chemicals : 98%</i><br><i>Others: 2%</i><br><br><i>Fiscal 2024:</i><br><i>Specialty Chemicals : 96%</i><br><i>Others: 4%</i> |
| <i>Navin Fluorine</i>      | <i>Involved in Intermediates</i> | <i>Involved in Intermediates</i> | <i>Involved in Intermediates</i> | <i>NA</i> | <i>Navin Fluorine reports its revenue in its annual report under one segment which is Manufacturing of Chemical Business</i>                                     |
| <i>Crystal Crop</i>        | <i>27</i>                        | <i>16</i>                        | <i>14</i>                        | <i>NA</i> | <i>NA</i>                                                                                                                                                        |
| <i>Gharda Chemicals</i>    | <i>31</i>                        | <i>7</i>                         | <i>8</i>                         | <i>NA</i> | <i>NA</i>                                                                                                                                                        |
| <i>Willowood Chemicals</i> | <i>33</i>                        | <i>25</i>                        | <i>22</i>                        | <i>NA</i> | <i>NA</i>                                                                                                                                                        |
| <i>Sulphur Mills</i>       | <i>21</i>                        | <i>8</i>                         | <i>17</i>                        | <i>NA</i> | <i>NA</i>                                                                                                                                                        |
| <i>Indofil Industries</i>  | <i>26</i>                        | <i>15</i>                        | <i>30</i>                        | <i>NA</i> | <i>NA</i>                                                                                                                                                        |
| <i>Parijat Industries</i>  | <i>39</i>                        | <i>36</i>                        | <i>31</i>                        | <i>NA</i> | <i>NA</i>                                                                                                                                                        |
| <i>Tropical Agro</i>       | <i>74</i>                        | <i>47</i>                        | <i>36</i>                        | <i>NA</i> | <i>NA</i>                                                                                                                                                        |

Source: Annual reports, Media Articles, Company Website, Frost & Sullivan Analysis

Product numbers are from website product display

## Financial Benchmarking by Peers

| Fiscal 2025 ( In ₹ million)                      | Safex Chemicals with CDMO | Safex Chemicals – Ex CDMO | Sumitomo Chemicals India Ltd | Bayer Crop Sciences | Dhanuka Agritech | Rallis India | PI Industries | Anupam Rasayan | Vinati Organics | Navin Fluorine | Crystall Crop Care | Gharda Chemicals | Willowood Chemicals | Sulphur Mills | Indofil | Parijat Ind. | Tropical Agro |
|--------------------------------------------------|---------------------------|---------------------------|------------------------------|---------------------|------------------|--------------|---------------|----------------|-----------------|----------------|--------------------|------------------|---------------------|---------------|---------|--------------|---------------|
| Revenue from Operations                          | 15,847.80                 | 11,566.66                 | 31,485.24                    | 54,734.00           | 20,351.52        | 26,630.00    | 79,778.00     | 14,369.74      | 22,481.70       | 23,493.80      | NA                 | NA               | NA                  | NA            | NA      | NA           | NA            |
| Revenue from Operations in India in % Terms      | 70.89%                    | 97.12%                    | 78.00%                       | NA                  | NA               | NA           | NA            | NA             | NA              | NA             | NA                 | NA               | NA                  | NA            | NA      | NA           | NA            |
| Revenue from Operations outside India in % terms | 29.11%                    | 2.88%                     | 22.00%                       | NA                  | NA               | NA           | NA            | NA             | NA              | NA             | NA                 | NA               | NA                  | NA            | NA      | NA           | NA            |
| Gross Margin                                     | 8,093.61                  | 4,936.83                  | 12,896.00                    | 20,746.00           | 8,160.96         | 10,820.00    | 42,067.00     | 7,577.16       | 10,521.80       | 13,107.60      | NA                 | NA               | NA                  | NA            | NA      | NA           | NA            |
| EBITDA                                           | 2,330.34                  | 2,544.18                  | 6,320.53                     | 6,896.00            | 4,166.08         | 2,876.00     | 21,833.00     | 4,008.69       | 5,809.20        | 5,337.20       | 0.00               | 0.00             | 0.00                | 0.00          | 0.00    | 0.00         | 0.00          |
| EBITDA Margin                                    | 14.70%                    | 22.00%                    | 20.07%                       | 12.60%              | 20.47%           | 10.74%       | 27.37%        | 27.4%          | 25.84%          | 22.72%         | NA                 | NA               | NA                  | NA            | NA      | NA           | NA            |
| PBT before Exceptional Items                     | 678.86                    | 1,925.85                  | 6,802.35                     | 7,074.00            | 3,921.41         | 1,855        | 21,420.00     | 1,978.50       | 5,361.80        | 3,800.90       | NA                 | NA               | NA                  | NA            | NA      | NA           | NA            |
| PAT in INR Million                               | -142.86                   | 1,341.67                  | 5,064.43                     | 5,680.00            | 2,969.60         | 1,251.3      | 16,602.00     | 1,599.72       | 4,052.50        | 2,886.00       |                    |                  |                     |               |         |              |               |
| PAT Margin in %                                  | -0.90%                    | 11.60%                    | 16.1%                        | 10.4%               | 14.6%            | 4.7%         | 20.8%         | 11.13%         | 18.03%          | 12.3%          | NA                 | NA               | NA                  | NA            | NA      | NA           | NA            |
| Return on Equity (in %)                          | -2.12%                    | 25.72%                    | 17.43%                       | 19.93%              | 21.17%           | 6.6%         | 16.3%         | 5.61%          | 14.5%           | 11.0%          | NA                 | NA               | NA                  | NA            | NA      | NA           | NA            |
| Return on Capital Employed (in %)                | 10.65%                    | 32.67%                    | 19.8%                        | 20.20%              | 28.03%           | 10.05%       | 19.42%        | 6.84%          | 15.48%          | 13.17%         | NA                 | NA               | NA                  | NA            | NA      | NA           | NA            |
| Net Debt                                         | 6,410.82                  | 5,216.08                  | -236.8                       | -8,937.00           | 408.01           | -300.9       | -23,879.00    | 11,901.05      | 587             | 14,002.01      | NA                 | NA               | NA                  | NA            | NA      | NA           | NA            |
| Net Debt/Equity                                  | 0.95                      | 0.58                      | -0.01                        | -0.31               | 0.03             | -0.02        | -0.24         | 0.42           | 0.02            | 0.53           | NA                 | NA               | NA                  | NA            | NA      | NA           | NA            |
| Net Fixed Asset Turnover Ratio                   | 2.06                      | 6.85                      | 6.61                         | 11.49               | 5.68             | 3.5          | 2.28          | 0.68           | 1.15            | 0.86           | 0.0                | 0.0              | 0.0                 | 0.0           | 0.0     | 0.0          | 0.0           |
| Net Working Capital Days                         | 109                       | 136                       | 110                          | 157                 | 120              | 105          | 62            | 359            | 105             | 90             | NA                 | NA               | NA                  | NA            | NA      | NA           | NA            |

Source: Annual reports, Frost & Sullivan Analysis

Note: All companies listed are consolidated except Tata Rallis, Bayer Crop Science and Tropical Agro, NA is not available

| Fiscal 2024 ( In ₹ million)                      | Safex Chemicals( All Combined) | Safex Chemicals – Ex CDMO | Sumitomo Chemicals India Ltd | Bayer Crop Sciences | Dhanuka Agritech | Rallis India | PI Industries | Anupam Rasayan | Vinati Organics | Navin Fluorine | Crystal Crop Care | Gharda Chemicals | Willowood Chemicals | Sulphur Mills | Indofil   | Parijat Ind. | Tropical Agro |
|--------------------------------------------------|--------------------------------|---------------------------|------------------------------|---------------------|------------------|--------------|---------------|----------------|-----------------|----------------|-------------------|------------------|---------------------|---------------|-----------|--------------|---------------|
| Revenue from Operations                          | 14,045.91                      | 9,063.73                  | 28,439.47                    | 51,062.00           | 17,585.44        | 26,483.80    | 76,658.00     | 14,750.69      | 18,999.57       | 20,650.10      | 22,295.37         | 29,754.06        | 17,861.70           | 11,156.28     | 30,687.70 | 9,497.74     | 14,177.00     |
| Revenue from Operations in India in % Terms      | 63.83%                         | 97.58%                    | 79.55%                       | 94.42%              | 98.38%           | 76.62%       | 17.86%        | 60.69%         | 45.71%          | NA             | 99.56%            | 100.00%          | 99.93%              | 100.00%       | 99.68%    | 71.57%       | 100.00%       |
| Revenue from Operations outside India in % terms | 36.17%                         | 2.42%                     | 20.47%                       | 5.64%               | 1.62%            | 23.38%       | 82.14%        | 39.31%         | 54.29%          | NA             | 0.44%             | 0.00%            | 0.07%               | 0.00%         | 0.32%     | 28.43%       | 0.00%         |
| Gross Margin (INR Million)                       | 6,799.76                       | 3,441.97                  | 10,688.70                    | 21,946.00           | 6,863.50         | 10,706.30    | 38,282.00     | 8,606.76       | 8,886.87        | 11,295.80      | 7,753.86          | 12,340.14        | 4,815.29            | 3,966.97      | 12,352.10 | 3,070.02     | 5,912.07      |
| EBITDA                                           | 1,186.45                       | 1,489.39                  | 4,745.75                     | 9,725               | 3,274.44         | 3,111.50     | 20,252.00     | 3,806.58       | 4,697.20        | 3,982.70       | 2,086.70          | 2,631.95         | 1,840.89            | 742.46        | 5,006.80  | 689.99       | 1,300.32      |
| EBITDA Margin                                    | 8.45%                          | 16.43%                    | 16.7%                        | 19.05%              | 18.6%            | 11.75%       | 26.4%         | 25.8%          | 24.72%          | 19.3%          | 9.4%              | 8.8%             | 10.3%               | 6.7%          | 16.3%     | 7.3%         | 9.2%          |
| PBT before Exceptional Items                     | -138.07                        | 1,093.97                  | 5,029.48                     | 9,414.00            | 3,187.54         | 1,949.80     | 18,947.00     | 2,417.69       | 4,319.70        | 2,834.00       | 1,089.42          | 978.19           | 339.00              | 1,005.64      | 4,219.20  | 192.85       | 1,200.30      |
| PAT                                              | -227.88                        | 762.15                    | 3,697.44                     | 7,405.00            | 2,390.93         | 1,478.70     | 16,815.00     | 1,674.34       | 3,229.68        | 2,705.00       | 872.37            | 404.71           | 65.24               | 663.20        | 3,321.60  | 98.36        | 901.06        |
| PAT Margin in %                                  | -1.62%                         | 8.41%                     | 13.0%                        | 14.5%               | 13.6%            | 5.6%         | 21.94%        | 11.35%         | 17.0%           | 13.1%          | 3.9%              | 1.4%             | 0.4%                | 5.9%          | 10.8%     | 1.0%         | 6.4%          |
| Return on Equity (in %)                          | -3.38%                         | 19.32%                    | 15.1%                        | 26.0%               | 19%              | 8.1%         | 19.3%         | 6.06%          | 13.1%           | 11.4%          | 6.7%              | 0.9%             | 0.5%                | 6.4%          | 9.6%      | 4.0%         | 19.6%         |
| Return on Capital Employed (in %)                | 3.96%                          | 26.34%                    | 17.32%                       | 32.37%              | 22.76%           | 12.55%       | 21.06%        | 7.67%          | 15.27%          | 10.77%         | 6.29%             | 1.18%            | 3.29%               | 8.20%         | 11.43%    | 9.82%        | 17.12%        |
| Net Debt                                         | 5,430.88                       | 1,688.96                  | -1,828.18                    | -11,640             | -8.40            | -299.60      | -25,760.00    | 7,303.87       | -81.50          | 13,124.00      | 5,032.34          | 4,612.91         | 8,139.59            | -3,657.93     | -432.80   | NA           | 2,743.01      |
| Net Debt/Equity                                  | 0.81                           | 0.22                      | -0.07                        | -0.41               | 0.00             | -0.02        | -0.30         | 0.25           | 0.00            | 0.55           |                   | 0.10             | 0.67                | -0.36         | -0.01     | 1.16         | 0.62          |
| Net Fixed Asset Turnover Ratio                   | 1.91                           | 5.87                      | 5.82                         | 12.55               | 5.16             | 3.45         | 2.7           | 0.88           | 1.21            | 0.98           | 7.5               | 2.3              | 4.4                 | 7.6           | 5.2       | 11.1         | 10.7          |
| Net Working Capital Days                         | 109                            | 146                       | 144                          | 188                 | 118              | 102          | 57            | 278            | 116             | 121            | 224               | 447              | 164                 | 136           | 128       | 139          | 191           |

Source: Annual reports, Frost & Sullivan Analysis

Note: All companies listed are consolidated except Tata Rallis, Bayer Crop Science and Tropical Agro, NA is not available

| Fiscal 2023 ( In ₹ million)                      | Safex Chemicals( All Combined) | Safex Chemicals – Ex CDMO | Sumitomo Chemicals India Ltd | Bayer Crop Sciences | Dhanuka Agritech | Rallis India | PI Industries | Anupam Rasayan | Vinati Organics | Navin Fluorine | Crystal Crop Care | Gharda Chemicals | Willowood Chemicals | Sulphur Mills | Indofil   | Parijat Ind. | Tropical Agro |
|--------------------------------------------------|--------------------------------|---------------------------|------------------------------|---------------------|------------------|--------------|---------------|----------------|-----------------|----------------|-------------------|------------------|---------------------|---------------|-----------|--------------|---------------|
| Revenue from Operations                          | 11,610.18                      | 8,110.49                  | 35,109.68                    | 51,397.0            | 17,002.2         | 29,669.75    | 64,920.0      | 16,019.05      | 2,0847.06       | 20,774.00      | 25,098.60         | 38,489.04        | 18,028.40           | 15,572.32     | 30,466.30 | 10,285.03    | 12,501.63     |
| Revenue from Operations in India in % Terms      | 70.50%                         | 98.74%                    | 74.25%                       | 94.40%              | 99.03%           | 70.15%       | 22.51%        | 44.52%         | 39.05%          | 0.00%          | 99.76%            | 100.00%          | 99.67%              | 100.00%       | 99.84%    | 61.20%       | 100.00%       |
| Revenue from Operations outside India in % terms | 29.50%                         | 1.26%                     | 25.75%                       | 5.60%               | 0.97%            | 29.85%       | 77.49%        | 55.84%         | 60.95%          | NA             | 0.00%             | 0.00%            | 0.00%               | 0.00%         | 0.00%     | 28.12%       | 0.00%         |
| Gross Margin                                     | 4,801.05                       | 2,688.46                  | 12,403.39                    | 23,237.00           | 5,847.66         | 10,236.40    | 29,393.00     | 8,983.48       | 10,012.8        | 11,813.90      | 7,623.48          | 19,536.90        | 3,684.09            | 5,106.19      | 11,054.90 | 2,841.50     | 4,930.50      |
| EBITDA                                           | 1,490.59                       | 1,121.77                  | 6,665.97                     | 9,242.00            | 2,786.90         | 2,183.40     | 15,489.00     | 4,313.60       | 5,954.21        | 5,503.00       | 2,284.22          | 7,264.38         | 1,691.87            | 1,587.18      | 4,223.90  | 830.67       | 1,184.16      |
| EBITDA Margin                                    | 12.84%                         | 13.83%                    | 19.0%                        | 18.0%               | 16.4%            | 7.36%        | 23.86%        | 26.93%         | 28.56%          | 26.5%          | 9.1%              | 18.9%            | 9.4%                | 10.2%         | 13.9%     | 8.1%         | 9.5%          |
| PBT before Exceptional Items                     | 767.70                         | 835.77                    | 6,541.76                     | 8,863.00            | 3,027.21         | 1,274.50     | 14,443.00     | 3,061.87       | 6,152.82        | 4,958.70       | 1,085.88          | 6,663.49         | 816.10              | 1,812.83      | 3,383.00  | 495.43       | 900.50        |
| PAT                                              | -10.17                         | 671.28                    | 5,022.09                     | 7,582.00            | 2,335.02         | 919.44       | 12,295.00     | 2,168.46       | 4,579.74        | 3,751.80       | 766.00            | 4,942.68         | 487.25              | 1,343.53      | 2,411.40  | 424.00       | 666.93        |
| PAT Margin in %                                  | -0.09%                         | 8.28%                     | 14.3%                        | 14.75%              | 13.73%           | 3.1%         | 18.94%        | 13.54%         | 21.97%          | 18.06%         | 3.1%              | 12.8%            | 2.7%                | 8.6%          | 7.9%      | 4.1%         | 5.3%          |
| Return on Equity (in %)                          | -0.15%                         | 21.74%                    | 21.1%                        | 28%                 | 22%              | 5.3%         | 17.1%         | 9.14%          | 20.69%          | 17.2%          | 6.2%              | 11.0%            | 4.1%                | 14.2%         | 9.4%      | 29.1%        | 16.3%         |
| Return on Capital Employed (in %)                | 8.94%                          | 18.43%                    | 25.9%                        | 32.52%              | 24.48%           | 8.09%        | 18.79%        | 11.14%         | 23.06%          | 18.47%         | 8.26%             | 11.61%           | 6.04%               | 20.67%        | 11.93%    | 17.10%       | 17.07%        |
| Net Debt                                         | 5,367.71                       | 1,479.71                  | -3,028.48                    | -8,860              | -4.75            | 527.47       | -22,429       | 2,232.92       | 222.49          | 8,138.40       | 4,890.54          | 2,594.59         | 6,915.59            | -3,023.60     | 3,274.40  | NA           | 2,450.06      |
| Net Debt / Equity                                | 0.79                           | 0.21                      | -0.13                        | -0.32               | 0.00             | 0.03         | -0.31         | 0.09           | 0.01            | 0.37           | 0.40              | 0.06             | 0.59                | -0.34         | 0.15      | 3.92         | 0.65          |
| Net Fixed Asset Turnover Ratio                   | NA                             | NA                        | NA                           | NA                  | NA               | NA           | NA            | NA             | NA              | NA             | 7.9               | 3.5              | 12.0                | 12.3          | 5.0       | 13.0         | 8.6           |
| Net Working Capital Days                         | NA                             | NA                        | NA                           | NA                  | NA               | NA           | NA            | NA             | NA              | NA             | 171               | 352              | 130                 | 95            | 99        | 94           | 192           |

Source: Annual reports, Frost & Sullivan Analysis

Note: All companies listed are consolidated except Tata Rallis, Bayer Crop Science and Tropical Agro, NA is not available



## Operational Benchmarking by Peers

| Fiscal 2025 (in ₹ million)   | Number of Plants/Manufacturing Locations | Number of active dealers in branded formulation business | Average Revenue per active dealer in branded formulation business (in ₹ million) | Number of new product launched for dealers in branded formulation business |
|------------------------------|------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| Safex Chemicals              | 8                                        | 14,956                                                   | 0.63                                                                             | 6                                                                          |
| Sumitomo Chemicals India Ltd | 5                                        | NA                                                       | NA                                                                               | NA                                                                         |
| Bayer Crop Sciences          | 1                                        | NA                                                       | NA                                                                               | NA                                                                         |
| Dhanuka Agritech             | 2-3                                      | NA                                                       | NA                                                                               | NA                                                                         |
| Rallis India                 | 3-5                                      | NA                                                       | NA                                                                               | NA                                                                         |
| PI Industries                | 2-3                                      | NA                                                       | NA                                                                               | NA                                                                         |
| Anupam Rasayan               | 3-5                                      | NA                                                       | NA                                                                               | NA                                                                         |
| Vinati Organics              | 2-3                                      | NA                                                       | NA                                                                               | NA                                                                         |
| Navin Fluorine               | 2-3                                      | NA                                                       | NA                                                                               | NA                                                                         |
| Crystal Crop Care            | 2-4                                      | NA                                                       | NA                                                                               | NA                                                                         |
| Gharda Chemicals             | 5-7                                      | NA                                                       | NA                                                                               | NA                                                                         |
| Willowood Chemicals          | 1-2                                      | NA                                                       | NA                                                                               | NA                                                                         |
| Sulphur Mills                | 4-6                                      | NA                                                       | NA                                                                               | NA                                                                         |
| Indofil                      | 1-2                                      | NA                                                       | NA                                                                               | NA                                                                         |

Sources: Information obtained through company website, announcements, news articles and conversations with industry stakeholders.

| Fiscal 2024 (in ₹ million)    | Number of Plants/Manufacturing Locations | Number of active dealers in branded formulation business | Average Revenue per active dealer in branded formulation business (in ₹ million) | Number of new product launched for dealers in branded formulation business |
|-------------------------------|------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| Safex Chemicals(All Combined) | 7                                        | 13,622                                                   | 0.57                                                                             | 14                                                                         |
| Sumitomo Chemicals India Ltd  | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Bayer Crop Sciences           | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Dhanuka Agritech              | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Rallis India                  | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| PI Industries                 | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Anupam Rasayan                | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Vinati Organics               | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Navin Fluorine                | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Crystal Crop Care             | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Gharda Chemicals              | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Willowood Chemicals           | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Sulphur Mills                 | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Indofil                       | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |

Sources: Information obtained through company website, announcements, news articles and conversations with industry stakeholders.

| Fiscal 2023 (in ₹ million)     | Number of Plants/Manufacturing Locations | Number of active dealers in branded formulation business | Average Revenue per active dealer in branded formulation business (in ₹ million) | Number of new product launched for dealers in branded formulation business |
|--------------------------------|------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| Safex Chemicals (All Combined) | 7                                        | 12,327                                                   | 0.54                                                                             | 9                                                                          |
| Sumitomo Chemicals India Ltd   | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Bayer Crop Sciences            | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Dhanuka Agritech               | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Rallis India                   | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| PI Industries                  | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Anupam Rasayan                 | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Vinati Organics                | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Navin Fluorine                 | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Crystal Crop Care              | NA                                       | NA                                                       | NAs                                                                              | NA                                                                         |
| Gharda Chemicals               | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Willowood Chemicals            | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Sulphur Mills                  | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |
| Indofil                        | NA                                       | NA                                                       | NA                                                                               | NA                                                                         |

Sources: Information obtained through company website, announcements, news articles and conversations with industry stakeholders.

## KPI and Definitions

| KPIs                       | Definition                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Revenue from Operations    | Revenue from Operations means the revenue from operations as appearing in the Restated Consolidated Financial Information                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Gross Margin               | Gross Margin is calculated as Gross profit divided by Revenue from Operations. Gross profit is calculated as net of Revenue from Operations minus Cost of materials consumed, Purchase of stock-in-trade and Changes in inventories of finished goods, work-in-progress, stock-in-trade as appearing in the Restated Consolidated Financial Statements for the relevant periods / year                                                                                                                                                                |
| EBITDA                     | EBITDA is calculated as profit / (loss) for the year, plus total tax expense/(credit) for the year, finance costs and depreciation and amortization expenses, excluding other income and before any exceptional items                                                                                                                                                                                                                                                                                                                                 |
| EBITDA Margin              | EBITDA Margin is calculated as EBITDA divided by Revenue from Operations                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| PBT                        | PBT means profit before taxes and before any exceptional items for the year/ period as appearing in the Restated Consolidated Financial Statements for the relevant periods / year                                                                                                                                                                                                                                                                                                                                                                    |
| PAT                        | PAT means profit / (loss) after taxes for the year/ period as appearing in the Restated Consolidated Financial Statements                                                                                                                                                                                                                                                                                                                                                                                                                             |
| PAT Margin                 | PAT Margin (%) is calculated as PAT divided by Revenue from Operations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Return on Equity           | Return on Equity is calculated as profit after tax from continuing operations divided by Total Equity for the relevant period. Total Equity will be as appearing in the Restated Consolidated Financial Statements.                                                                                                                                                                                                                                                                                                                                   |
| Return on Capital Employed | Return on Capital Employed is calculated as Earnings before interest and tax (EBIT) divided by Capital employed. EBIT is calculated as profit / (loss) for the year plus total tax expense / (credit) plus finance costs, less other income and exceptional items. Capital employed is calculated as the sum of Tangible net worth (i.e. Total assets excluding Goodwill, Other intangible assets and Intangible assets under development reduced by total liabilities), Non-current borrowings and Current borrowings less Deferred tax assets (net) |
| Net Debt                   | Net Debt is calculated as the sum of Non-current borrowings and Current borrowings less cash and cash equivalents and other bank balances                                                                                                                                                                                                                                                                                                                                                                                                             |
| Net Debt to Equity         | Net Debt to Equity is calculated as Net Debt divided by Total Equity. Total Equity will be as appearing in the Restated Consolidated Financial Statements.                                                                                                                                                                                                                                                                                                                                                                                            |

| KPIs                                                    | Definition                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Net Fixed Assets Turnover Ratio                         | Net Fixed Assets Turnover Ratio is calculated as Revenue from operations for the period/year divided by Average Net Property, plant and equipment, Capital work-in-progress & Right-of-use assets as appearing in the Restated Consolidated Financial Statements                                                                                                                                                                                                                                                                                                                   |
| Net Working Capital Days                                | Net Working Capital Days is calculated as Inventory days plus Trade receivable days minus Trade payable days. Inventory days are calculated as average Inventory over the current period and previous period divided by revenue multiplied by 365 days. Trade receivable days are calculated as average Trade receivables over the current period and previous period divided by Revenue from operations multiplied by 365 days. Trade payable days are calculated as average Trade payable over the current period and previous period divided by revenue multiplied by 365 days. |
| Revenue from Operations (India concentration %)         | Revenue from Operations (In India) (%) is calculated as Revenue from operations (In India) divided by Revenue from operations for the relevant period/year as appearing in the Restated Consolidated Financial Statements                                                                                                                                                                                                                                                                                                                                                          |
| Revenue from Operations (Outside India concentration %) | Revenue from Operations (Outside India) (%) is calculated as Revenue from operations (Outside India) divided by Revenue from operations for the relevant period/year as appearing in the Restated Consolidated Financial Statements                                                                                                                                                                                                                                                                                                                                                |

## OUR BUSINESS

*Some of the information in this section, including information with respect to our business plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 29 for a discussion of the risks and uncertainties related to those statements and “Risk Factors”, “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 31, 300 and 410, respectively, for a discussion of certain factors that may affect our business, results of operations, financial condition or cash flows. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our Company’s financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see “Restated Consolidated Financial Information” on page 300. Also see, “Definitions and Abbreviations” on page 1 for certain terms used in this section. Unless otherwise stated or the context otherwise requires, references in this section to “we”, “us”, or “our” are to Safex Chemicals (India) Limited on a consolidated basis, while “our Company” or “the Company” are to Safex Chemicals (India) Limited on a standalone basis.*

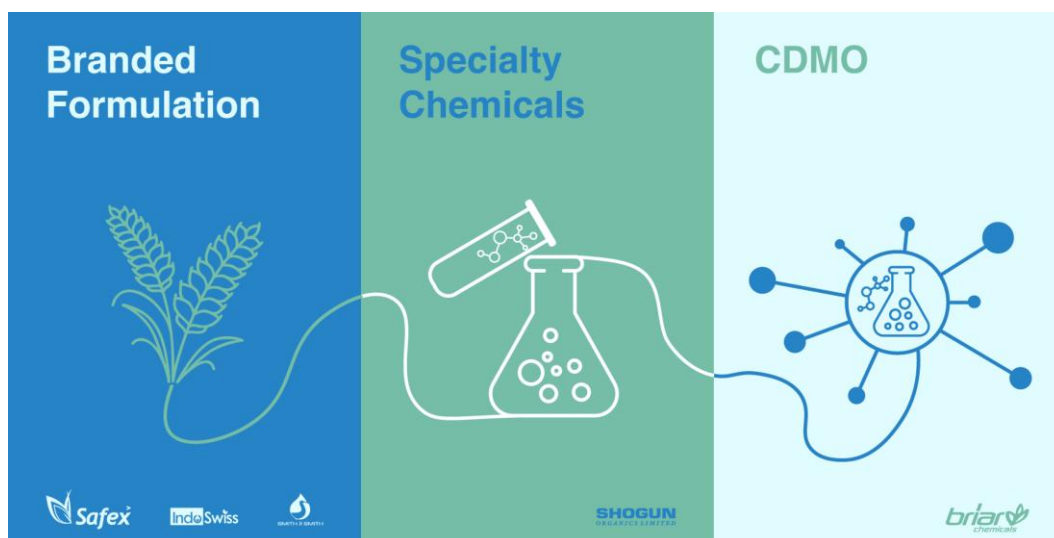
*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Industry Report on Global and Indian Agrochemicals Industry for Safex Chemicals” dated July 2, 2025 (the “F&S Report”) prepared and issued by Frost & Sullivan, appointed by us pursuant to an engagement letter dated December 13, 2024 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. 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 calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. A copy of the F&S Report is available on the website of our Company at [safexchemicals.com/investorrelations](http://safexchemicals.com/investorrelations). For further information, see “Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 56. Also see, “Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data – Industry and Market Data” on page 28.*

### Overview

We are a specialty chemicals company with a focus on agrochemicals, and a presence across the agrochemical value chain. We have a differentiated business model and we leverage internal synergies within our business verticals. We operate in three business verticals - branded formulation, specialty chemicals and contract development and manufacturing (“CDMO”) catering to the needs of farmers and global agrochemical companies. Our Company was incorporated in 1991 by the late Surinder Kumar Jindal and Surinder Kumar Chaudhary and we have served farmers for over three decades to help increase crop productivity by providing a wide range of crop protection products.

We have significantly grown our operations over the years both organically and inorganically, evolving from a pure-play branded agrochemical formulation company to a specialty chemicals company, with internal synergies within our business verticals. We have undertaken a series of acquisitions acquiring Shogun Lifesciences in July 2021, completing the acquisition of Shogun Organics in September 2021 and acquiring Briar Chemicals in the United Kingdom in October 2022. We have successfully integrated these companies with our operations to increase and diversify our revenues, customer base, geographic footprint and optimise our supply chain. As a result of our growth initiatives, our operations are spread across 22 countries in six continents, as of March 31, 2025. According to the F&S Report, we were one of the fastest growing companies in the agrochemical industry in India in terms of revenue growth between Fiscals 2023 and 2025.

## Our Business Verticals



- In our branded formulation business, we have a robust product portfolio that comprises 140 products across insecticides, herbicides, fungicides, fertilizers and plant growth regulators, as of March 31, 2025. We are one of the few companies in the agrochemical industry in India to have adopted a differentiated multi-brand strategy for the sale of branded formulation (*Source: F&S Report*) and we sell our products under three separate umbrella brands - “Safex”, “Indo Swiss” and “Smith n Smith”, which has enabled deeper penetration of our products. We have established a pan-India direct distribution network where we work directly with dealers, which provides us better control over our supply chain and a closer connect with farmers. Our network comprised over 14,950 active dealers who sell our products to farmers, as of March 31, 2025. We have six manufacturing units in India that cater to our branded formulation business and are strategically located in agrochemical hubs in west and north India. (*Source: F&S Report*) As of March 31, 2025, we have among the largest and widest portfolio of products in the Indian agrochemicals industry. (*Source: F&S Report*) Further, we acquired Shogun Lifesciences in July 2021, which is engaged in the business of production and distribution of agrochemicals such as aluminium phosphide and zinc phosphide.
- In our specialty chemicals business, we manufacture and sell agrochemical active ingredients and household insecticides through our wholly-owned subsidiary, Shogun Organics. The acquisition of this entity was completed in September 2021. This acquisition has helped us backward integrate to manufacture agrochemical active ingredients for our branded formulation business. When we acquired Shogun Organics, its manufacturing plant in Pune, Maharashtra was primarily a household active ingredients plant. We transformed it into a multi-product plant with flexible manufacturing capabilities where it can switch between manufacturing different products and adjust its product mix based on market dynamics, realize cost synergies and enhance its profit margins. This approach is consistent with our flexible manufacturing approach that we follow for our branded formulation business, which allows us to change our product mix in response to market demand. We export our products to over ten countries including Vietnam, Indonesia, Mexico, Bangladesh, Belgium and Brazil. We developed and patented India’s first indigenous mosquito repellent molecule “Renofluthrin”, which is a pyrethroid-based active ingredient formulated to provide prolonged mosquito protection with reduced toxicity levels. (*Source: F&S Report*) We have entered into a supply agreement with Godrej Consumer Products Limited (“**Godrej**”) for the supply of Renofluthrin to manufacture household insecticide products and depend on our relationship with Godrej for our specialty chemicals business. The global household insecticide market is a significant and evolving sector within the home care industry, characterized by both innovation and increasing consumer demands for effective, safe, and eco-friendly pest control solutions. (*Source: F&S Report*) With increasing urbanization, rising health consciousness, and heightened awareness of pest-borne diseases, the market has seen a steady expansion in both developed and emerging markets. (*Source: F&S Report*) As of 2024, the global household insecticide market size stands at approximately USD 9.7 billion, with projections indicating robust growth at a CAGR of 4.8%, reaching USD 12.28 billion by 2028. (*Source: F&S Report*)
- In our CDMO business, we provide contract development and manufacturing services for agrochemicals, offering custom synthesis of active ingredients and intermediates, along with formulation, filling and packaging. We commenced this business through our wholly-owned subsidiary Briar Chemicals, which we acquired in October 2022. Briar Chemicals has a manufacturing plant in Norwich, United Kingdom where we are able to undertake a diverse portfolio of complex chemical processes and possess analytical capabilities. Our Company is among the largest CDMO players in the United Kingdom by manufacturing capacity as on March 31, 2025. (*Source: F&S Report*) We have

established relationships with global agrochemical companies including Bayer AG, serving customers in several international jurisdictions including in Europe, United States and Australia. We entered into a contract manufacturing agreement with Bayer AG, on April 24, 2025, effective from January 1, 2024, and valid until December 31, 2027, and is extendable by successive periods of one year thereafter.

We operate our business with the vision to provide food security and improve the quality of life and health. We are led by a strong team of Promoters with significant industry experience that include our Chairman and Whole-time Director, Surinder Kumar Chaudhary, our Vice Chairman and Whole-time Director, Rajesh Kumar Jindal, our Managing Director, Neeraj Kumar Jindal, and our Joint Managing Director and Chief Financial Officer, Piyush Jindal. Our Promoters are supported by a professional and experienced management team. Our Promoters and management team have demonstrated the ability to successfully scale our businesses and integrate companies that we have acquired through their cumulative years of work experience. They have devised strategies through which we have created value through organic and inorganic growth, built brand recognition and loyalty and identified new business opportunities in several jurisdictions. We have an investor ChrysCapital that invested in our Company through its entities, Sarcoline Limited, Anchor Partners and Sage Investment Trust, in March 2021 and September 2022, and owns 44.80% of our outstanding equity share capital, as of the date of this Draft Red Herring Prospectus. We have won several awards over the years including the ‘Outstanding Innovation: Chemical Synthesis Winner’ award at PMFAI-SML Annual AgChem Awards- 2025, ‘Best Use of Data and Analytics (Gold)’ by BW Business World in 2025, our brand Safex was recognized as one of the ‘Best Brands of 2024’ by ET Edge. Our Joint Managing Director and Chief Financial Officer, Piyush Jindal, was awarded the Best CFO in the Chemical Sector award at the ASSOCHAM 3<sup>rd</sup> Vibrant Bharat CFO Summit Awards in 2025, the FE Visionary Leader award in 2024 and was also recognized in the BW Finance 40 under Forty Awards in 2024. Our Managing Director, Neeraj Kumar Jindal, was recognized as an emerging leader in the chemical industry at the ET Inspiring Leaders 2024 Awards. Our Chairman and Whole-time Director, Surinder Kumar Chaudhary, has been recognized as a Visionary Leader 2025 by AgriBusiness Global Visionary Leaders.

The table below sets forth certain financial information for the years indicated as per the Restated Consolidated Financial Information:

| Particulars                                               | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|-----------------------------------------------------------|-------------|-------------|-------------|
| Revenue from operations (₹ million)                       | 15,847.80   | 14,045.91   | 11,610.18   |
| Branded formulation business*                             | 9,899.94    | 8,253.35    | 7,631.69    |
| Specialty chemicals business <sup>^</sup>                 | 2,741.47    | 1,490.86    | 787.19      |
| Less: Inter segment Revenue <sup>£</sup>                  | (1,074.75)  | (680.48)    | (308.39)    |
| CDMO business <sup>&amp;</sup>                            | 4,281.14    | 4,982.18    | 3,499.69    |
| Revenue from external customers within India (₹ million)  | 11,235.06   | 8,965.00    | 8,185.47    |
| Revenue from external customers outside India (₹ million) | 4,612.74    | 5,080.91    | 3,424.71    |
| Other Income (₹ million)                                  | 210.39      | 130.65      | 64.51       |
| Total Income (₹ million)                                  | 16,058.19   | 14,176.56   | 11,674.69   |
| Profit/(Loss) before exceptional items (₹ million)        | 678.86      | (138.07)    | 767.70      |
| (Loss) for the year (₹ million)                           | (142.86)    | (227.88)    | (10.17)     |
| EBITDA (₹ million) <sup>(1)</sup>                         | 2,330.34    | 1,186.45    | 1,490.59    |
| EBITDA Margin (%) <sup>(2)</sup>                          | 14.70%      | 8.45%       | 12.84%      |
| Net Debt to Equity (times) <sup>(3)</sup>                 | 0.95        | 0.81        | 0.79        |
| Return on Equity (“ROE”) (%) <sup>(4)</sup>               | (2.12)%     | (3.38)%     | (0.15)%     |
| Return on Capital Employed (“ROCE”) (%) <sup>(5)</sup>    | 10.65 %     | 3.96 %      | 8.94 %      |

Notes:

\* The amounts under the branded formulation business represents net revenue after elimination of inter-segment revenue.

<sup>^</sup>The amounts under the specialty chemicals business represent gross revenue before elimination of inter-segment revenue.

<sup>£</sup> The amount pertains to inter-segment revenue from the specialty chemicals business.

<sup>&</sup>The CDMO business does not have inter-segment revenue, the entire amount pertains to revenue from external customers for the CDMO business.

- EBITDA is calculated as profit/ (loss) for the year, plus total tax expense/(credit) for the year, finance costs and depreciation and amortization expenses, excluding other income and before any exceptional items
- EBITDA Margin is calculated as EBITDA divided by Revenue from operations.
- Net Debt to equity is calculated as Net Debt divided by Total Equity. Total Equity will be as appearing in the Restated Consolidated Financial Information.
- Return on Equity is calculated as profit after tax from continuing operations divided by Total Equity for the relevant year. Total Equity will be as appearing in the Restated Consolidated Financial Information.
- Return on Capital Employed is calculated as earnings before interest and tax (EBIT) divided by capital employed. EBIT is calculated as profit / (loss) for the year plus total tax expense / (credit) plus finance costs, less other income and exceptional items. Capital employed is calculated as the sum of tangible net worth (i.e. total assets excluding goodwill, other intangible assets and intangible

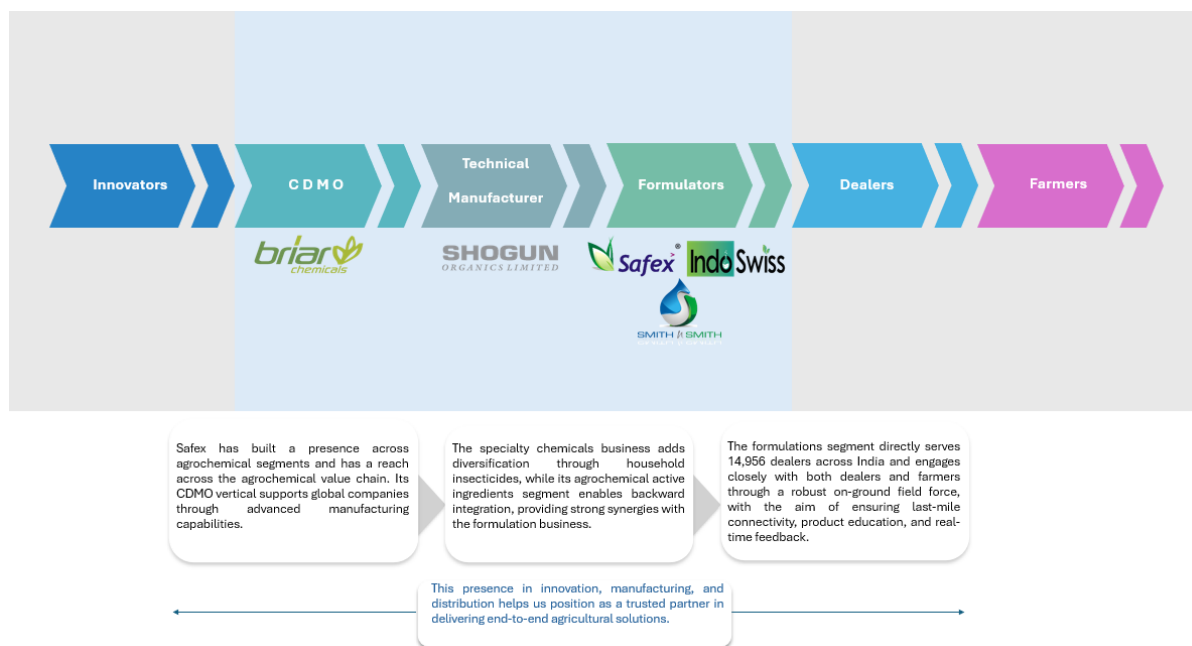
assets under development reduced by total liabilities), non-current borrowings and current borrowings less deferred tax assets (net).

## Our Strengths

### Differentiated Business Model with a Presence Across the Agrochemical Value Chain

We have established a differentiated business model with a presence across the agrochemical value chain including active ingredients, intermediates and formulations. We currently operate in three business verticals - branded formulation, specialty chemicals and CDMO. Our Company was incorporated in 1991 and over the years we have diversified our operations evolving from a pure play branded agrochemical formulation company to a specialty chemicals company with a focus on agrochemicals and a wide geographic reach. As of March 31, 2025, we operated in 22 countries across six continents. According to the F&S Report, we were one of the fastest growing companies in the agrochemical industry in India in terms of revenue growth between Fiscals 2023 and 2025. In our branded formulation business, we have a large product portfolio comprising 140 products in India across insecticides, herbicides, fungicides, fertilizers and plant growth regulators. We are one of the few companies in the agrochemical industry in India to have adopted a differentiated multi-brand strategy for the sale of branded formulation (*Source: F&S Report*) and we sell our products under three separate umbrella brands. We leverage our direct distribution network comprising over 14,950 active dealers to sell our products to farmers. Further, we launched our ag-tech platform “Golden Farms”, which is a digital platform which aims to connect farmers, dealers and agricultural experts, in May 2025. We have currently onboarded dealers onto “Golden Farms” and intend to onboard farmers and agricultural experts. In our specialty chemicals business, leveraging our R&D capabilities we manufacture and sell agrochemical active ingredients and household insecticides to external customers. The manufacture of agrochemical active ingredients enables backward integration, providing strong synergies with our branded formulation business. In our CDMO business, we provide contract development and manufacturing services to global agrochemical companies through our manufacturing plant in Norwich, United Kingdom.

The following chart demonstrates our presence in the agrochemical value chain:



Our presence across three business verticals has enabled us to create diversified streams for revenue growth, and cater to the needs of farmers and global agrochemical companies, some of whom we have established long-term relationships with. It has also enabled us to capitalise on other business opportunities and we have developed and patented an indigenous molecule “Renofluthrin”, which currently finds applications in household consumer products. Our well diversified businesses along with our geographic reach provides a partial hedge against the risks associated with any particular business segment, geography or climatic vagaries, while benefiting from the synergies of operating in diverse but related businesses. Our management team is focussed on leveraging existing inter-linkages between our businesses to maximize the potential synergies amongst them. For example, we utilize the active ingredients that we manufacture in our specialty chemicals business to manufacture branded formulation. We undertake this backward integration with the aim of providing better control over the supply chain by reducing raw material dependence on external sources and improving our margins in our branded formulation business through cost synergies. We are one of the few companies in the agrochemical sector in India to have backward integration capabilities especially in the context of branded formulation business. (*Source: F&S Report*) Such synergies across diverse businesses

enable us to drive growth, optimize capital efficiency and maintain our competitive advantage. We also derive operational efficiencies by centralizing and sharing certain key functions across our businesses such as finance, legal, information technology, strategy, procurement and human resources.

There are entry barriers in the businesses in which we operate. In the branded formulation business, establishing a direct distribution network, building brand recognition and relationships with dealers and establishing trust with farmers is a time consuming process and act as entry barriers for new entrants. (Source: F&S Report) We also benefit from strong entry barriers in our specialty chemicals business, which include vendor acquisition, lengthy and complex product approval, registration process and customer loyalty. (Source: F&S Report) In our specialty chemicals business, we have developed and patented an indigenous molecule “Renofluthrin” and entered into a contract with Godrej for its supply. Further, the registration process for agrochemical active ingredients is lengthy with manufacturers having to adhere to a strict regulatory regime, including obtaining registrations under Section 9(3) of the Insecticides Act, 1968. (Source: F&S Report) In the CDMO business, switching barriers are high owing to considerable capital requirements for manufacturing, regulatory challenges and long customer qualification criteria. (Source: F&S Report)

#### **Unique multi-brand strategy with a Pan-India Direct Distribution Network in our Branded Formulation Business**

We have developed a strong portfolio of products for our branded formulation business and are one of the few companies in the agrochemical industry in India to have adopted a differentiated multi-brand strategy for the sale of branded formulation. (Source: F&S Report) We sell our products under three separate umbrella brands - “Safex”, “Indo Swiss” and “Smith n Smith”. Our multi-brand strategy is focussed on ensuring deeper penetration and wider shelf space through our direct dealer network. Our diversified product portfolio comprises 140 products, which includes 49 insecticides, 45 herbicides, 24 fungicides, 11 fertilizers and 11 other products, including plant growth regulators, as of March 31, 2025. Our presence across crop protection chemicals, including insecticides, herbicides, fungicides, fertilizers and crop nutrition products have helped us position ourselves as a complete solutions partner to our customers. We follow a product agnostic approach where we prioritise the requirements of farmers and change our product mix in response to market demand to provide new age products. As part of our product development process, we strive to achieve a swift turnaround from conceptualization to launch and during Fiscals 2025, 2024 and 2023, we introduced six, 14 and nine new products for our dealers, respectively. Further, our product portfolio is well diversified and with no product accounting for over 6% of our revenue from operations during the last three Fiscals, thereby significantly reducing product concentration risk.

The following table sets forth details of the revenue from sale of products from our branded formulation segment:

| Particulars                                                             | Fiscal 2025     |                                                                                   | Fiscal 2024     |                                                                                   | Fiscal 2023     |                                                                                   |
|-------------------------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|
|                                                                         | (₹ million)     | Percentage of revenue from sales of products from branded formulation business(%) | (₹ million)     | Percentage of revenue from sales of products from branded formulation business(%) | (₹ million)     | Percentage of revenue from sales of products from branded formulation business(%) |
| Dealer sales                                                            | 9,386.65        | 95.11%                                                                            | 7,700.68        | 93.63%                                                                            | 6,632.66        | 87.07%                                                                            |
| Institutional sales                                                     | 482.52          | 4.89%                                                                             | 524.09          | 6.37%                                                                             | 984.73          | 12.93%                                                                            |
| <b>Revenue from sales of products from branded formulation business</b> | <b>9,869.17</b> | <b>100.00%</b>                                                                    | <b>8,224.77</b> | <b>100.00%</b>                                                                    | <b>7,617.39</b> | <b>100.00%</b>                                                                    |

The following table sets forth details of the category-wise revenues generated from the sale of our branded formulation products to dealers for the years indicated:

| Particulars  | Fiscal 2025        |                                                            | Fiscal 2024        |                                                            | Fiscal 2023        |                                                            | CAGR (%) (Fiscal 2023- Fiscal 2025) |
|--------------|--------------------|------------------------------------------------------------|--------------------|------------------------------------------------------------|--------------------|------------------------------------------------------------|-------------------------------------|
|              | Amount (₹ million) | Percentage of total branded formulation sales from dealers | Amount (₹ million) | Percentage of total branded formulation sales from dealers | Amount (₹ million) | Percentage of total branded formulation sales from dealers |                                     |
| Insecticides | 3,518.12           | 37.48%                                                     | 2,897.39           | 37.63%                                                     | 2,640.69           | 39.81%                                                     | 15.42%                              |
| Herbicides   | 3,210.23           | 34.20%                                                     | 2,566.42           | 33.33%                                                     | 1,890.17           | 28.50%                                                     | 30.32%                              |
| Fungicides   | 1,339.57           | 14.27%                                                     | 1,099.76           | 14.28%                                                     | 963.89             | 14.53%                                                     | 17.89%                              |
| Fertilizers  | 628.56             | 6.70%                                                      | 562.13             | 7.30%                                                      | 578.87             | 8.73%                                                      | 4.20%                               |
| Others*      | 690.16             | 7.35%                                                      | 574.99             | 7.46%                                                      | 559.04             | 8.43%                                                      | 11.11%                              |



| Particulars  | Fiscal 2025           |                                                                        | Fiscal 2024           |                                                                        | Fiscal 2023           |                                                                        | CAGR (%)<br>(Fiscal 2023-<br>Fiscal 2025) |
|--------------|-----------------------|------------------------------------------------------------------------|-----------------------|------------------------------------------------------------------------|-----------------------|------------------------------------------------------------------------|-------------------------------------------|
|              | Amount<br>(₹ million) | Percentage of<br>total branded<br>formulation<br>sales from<br>dealers | Amount<br>(₹ million) | Percentage of<br>total branded<br>formulation<br>sales from<br>dealers | Amount<br>(₹ million) | Percentage of<br>total branded<br>formulation<br>sales from<br>dealers |                                           |
| <b>Total</b> | 9,386.65              | 100.00%                                                                | 7,700.69              | 100.00%                                                                | 6,632.66              | 100.00%                                                                | 18.96%                                    |

\* includes antibiotic, plant growth regulators, wetting and spreading agent.

We have six manufacturing units in India that cater to our branded formulation business and are strategically located in agrochemical hubs in west and north India. (Source: F&S Report) As of March 31, 2025, we have among the largest and widest portfolio of products in the Indian agrochemicals industry. (Source: F&S Report) We have also leased 94 godowns to assist us with the efficient distribution of our products. We have adopted a direct distribution model where we work directly with dealers and have eliminated wholesalers and super distributors from our supply chain. We are committed to building our distribution network by focussing on adding sales personnel in new regions and increasing our branding endeavours in our operational states. Each of our three brands have different sets of dealers, which ensures better visibility and presence of our brands and helps us capitalize on the farmer footfall of different dealers, and we ensure this exclusivity with the aim of strengthening our relationship with dealers. As a result of these efforts, we were able to increase our distribution network from over 12,300 active dealers, as of March 31, 2023 to over 14,950 active dealers, as of March 31, 2025. Our dealer network is geographically well diversified across India, with an average wallet share per dealer of ₹ 0.63 million, ₹ 0.57 million, and ₹ 0.54 million during Fiscals 2025, 2024 and 2023, respectively. We strive to maintain a low average wallet share per dealer to ensure that credit risk is minimized by spreading sales across a large number of dealers, thereby reducing sales concentration.

The following table sets forth details of the region-wise revenues generated from the sale of our branded formulation products to dealers for the years indicated:

| Particulars   | Fiscal 2025           |                                                                      | Fiscal 2024           |                                                                      | Fiscal 2023           |                                                                      | CAGR (%)<br>(Fiscal 2023-<br>Fiscal 2025) |
|---------------|-----------------------|----------------------------------------------------------------------|-----------------------|----------------------------------------------------------------------|-----------------------|----------------------------------------------------------------------|-------------------------------------------|
|               | Amount<br>(₹ million) | Percentage of<br>total branded<br>formulation<br>sales to<br>dealers | Amount<br>(₹ million) | Percentage of<br>total branded<br>formulation<br>sales to<br>dealers | Amount<br>(₹ million) | Percentage of<br>total branded<br>formulation<br>sales to<br>dealers |                                           |
| Northern Zone | 3,643.88              | 38.82%                                                               | 3,164.61              | 41.10%                                                               | 2,842.52              | 42.86%                                                               | 13.22%                                    |
| Central Zone  | 1,366.87              | 14.56%                                                               | 1,074.28              | 13.95%                                                               | 971.94                | 14.65%                                                               | 18.59%                                    |
| Western Zone  | 2,003.04              | 21.34%                                                               | 1,502.10              | 19.51%                                                               | 1,253.32              | 18.90%                                                               | 26.42%                                    |
| Eastern Zone  | 1,535.69              | 16.36%                                                               | 1,197.48              | 15.55%                                                               | 939.03                | 14.16%                                                               | 27.88%                                    |
| Southern Zone | 792.25                | 8.44%                                                                | 728.42                | 9.46%                                                                | 590.91                | 8.91%                                                                | 15.79%                                    |
| Exports       | 44.92                 | 0.48%                                                                | 33.80                 | 0.44%                                                                | 34.94                 | 0.53%                                                                | 13.40%                                    |

Note: Northern Zone comprises the states of Punjab, Haryana, Uttar Pradesh and Jammu & Kashmir; Central Zone comprises Madhya Pradesh and Chhattisgarh; Western Zone comprises Rajasthan, Gujarat and Maharashtra; Eastern Zone comprises West Bengal, Assam, Bihar and Orissa; and Southern Zone comprises Andhra Pradesh, Telangana, Tamil Nadu and Karnataka. Exports comprises Nepal and Hong Kong.

We follow a direct distribution model with the aim of achieving higher margins, which can be shared with our dealers. Our direct reach provides us better control over our supply chain and a closer connect with farmers, which enables us to get feedback from the market on our products and take swift decisions. We have undertaken digital transformation initiatives including sales force automation, utilizing a popular messaging application to communicate with dealers and our sales force and provide real time insights on ledgers, payments, invoices, and smart alerts. Our direct distribution strategy is focussed on achieving improved customer engagement, increased brand loyalty and more efficient supply chain management.

As part of our sales and marketing strategy, we maintain separate sales teams for each of our brands. We offer incentives to members of our sales team which are designed to improve the quality of sales by focusing on the sales of high-margin products. We track sales returns and link those to team incentives. Our sales return ratio (which we define as the percentage of sales that are returned by customers of our branded formulation products in a given period) was 4.44%, 4.04% and 3.49% for Fiscals 2025, 2024 and 2023, respectively. Our sales incentives are aligned with the collection of sales and we utilize sales and collections metrics as parameters to evaluate performance and incentives. In connection with these incentives, we consider contribution and expenses at a zonal level, team level and at the individual sales personnel level.

### **Robust Product Portfolio in our Specialty Chemicals Business**

We manufacture and sell agrochemical active ingredients and household insecticides in our specialty chemicals business through our wholly-owned subsidiary, Shogun Organics. We completed the acquisition of this entity in September 2021, as part of our strategy to manufacture agrochemical active ingredients and improve our supply chain and margins for our branded formulation business through backward integration. Shogun Organics has a manufacturing plant in Pune, Maharashtra, which

is a multi-product plant with flexible manufacturing capabilities that provides competitive advantages by allowing it to switch between manufacturing different products and adjusting its product mix based on market dynamics, which helps us realize cost synergies and enhance profit margins. The plant has received several certifications including the ISO 9001:2015 for quality management system, ISO 14001:2015 certification for environmental management system, ISO 45001:2018 for occupational health and safety management system and currently holds an EcoVadis Bronze rating for its sustainability initiatives. We export our products to over ten countries including Vietnam, Indonesia, Mexico, Bangladesh, Belgium and Brazil.

According to the F&S Report, India is emerging as a global hub for technical-grade agrochemical manufacturing due to its low-cost production capabilities and expanding R&D investments. Leading players are investing in technical-grade production to reduce reliance on imports of active ingredients and to control production costs. (Source: F&S Report) Additionally, government's "Make in India" initiative and incentives for chemical manufacturers are fostering investments in technical production. (Source: F&S Report) Shogun Organics has over 22 product registrations in its portfolio, of which six products were registered household active ingredients (including two active ingredients which were commercialized post acquisition), 16 products were registered agrochemical active ingredients and six products were agrochemical active ingredients in the pipeline, of which we have three registrations and have made applications for the registration of three products.

According to the F&S Report, the Indian household insecticide market which accounts to close to 7% of the global market has shown steady growth, with projections indicating a continues upward trend over the coming years. The size of the household insecticides market in India was approximately ₹ 46.29 billion, in Fiscal 2021, which grew to approximately ₹ 58.9 billion, by Fiscal 2024. (Source: F&S Report) This growth was driven by increasing health consciousness, a rising middle class with disposable income, and a growing preference for effective, eco-friendly pest control solutions. (Source: F&S Report) The market is expected to reach a value of ₹74.77 billion by Fiscal 2029, marking a CAGR of 4.9%, driven by ongoing product innovations and the increasing demand for advanced insecticide solutions. (Source: F&S Report)

We developed and patented an indigenous molecule "Renofluthrin", which is currently used for household insecticides in incense sticks and liquid vaporiser formats. Renofluthrin is a pyrethroid-based active ingredient formulated to provide prolonged mosquito protection with reduced toxicity levels. (Source: F&S Report) We have entered into a supply agreement with Godrej for the supply of Renofluthrin to manufacture household insecticide products and depend on our relationship with Godrej for our specialty chemicals business. Our other key approved molecules include Transfluthrin, Prallethrin, Dimefluthrin, D-Trans Allethrin, and D-Allethrin. As of June 30, 2025 we have six granted patents under our specialty chemicals business. We have well-established relationships with household insecticide customers, and have supplied them a diverse range of products. We believe that we are well positioned to capitalize on industry growth in the agrochemical active ingredients and household insecticide markets on account of our robust product portfolio and customer relationships.

#### ***CDMO Business with Established Relationships with Global Agrochemical Companies***

In our CDMO business, we conduct contract development and manufacturing for agrochemicals, offering custom synthesis of active ingredients and intermediates, along with formulation, filling and packaging. We commenced this business through our wholly-owned subsidiary Briar Chemicals, which is a leading agrochemicals CDMO solution provider, in the United Kingdom in terms of manufacturing capacity as on March 31, 2025. (Source: F&S Report) Briar Chemicals was formed as a carve-out transaction from a group company of Bayer AG in 2012 and we acquired it from a European firm in October 2022. This acquisition provided us access to marquee global customers and improved our presence in European nations. Our Company is among the largest CDMO players in the United Kingdom by manufacturing capacity as on March 31, 2025. (Source: F&S Report) Briar Chemicals has a manufacturing plant in Norwich, United Kingdom, from which we service global agrochemical companies in the crop protection and specialty chemicals sectors utilizing a broad fixed asset base with a focus on quality driven project management. Through Briar Chemicals, we are able to undertake a diverse portfolio of complex chemical processes and possess analytical capabilities. Briar Chemicals has well-established relationships with its customers.

Our current technologies include ammonolysis, bromination, chlorination, diazotisation, esterification, nitration, oxidation, sulphonamide formation, sulphur dioxide reactions and recovery and recycling of solvents and copper salts. Our manufacturing plant is equipped with a combined heat and power (CHP) system with a focus on reduced gas consumption and on causing minimal environmental impact as well as a distributed control system (DCS) to manage the entire operations of the plant efficiently.

The CDMO market is characterized by entry barriers such as high capital requirements for infrastructure, and regulatory challenges. (Source: F&S Report) Entering the agrochemical CDMO space necessitates substantial investments in infrastructure, equipment, and skilled personnel. (Source: F&S Report) Additionally, regulatory authorities in the CDMO industry require precise and reliable methods to identify and quantify active substances, impurities, and co-formulants within plant protection products. (Source: F&S Report) Over the years, we have established relationships with global agrochemical companies and expanded our product offerings and geographic reach. We believe that we have been able to build and strengthen

our relationships with such customers due to our focus on providing quality products and services in a timely manner, and knowledge of the regulatory environment in the markets where we supply our products. We serve customers including Bayer AG, in several international jurisdictions including in Europe, United States and Australia. We have well established relationships with such customers and have entered into long-term agreements with them.

### ***Efficient Working Capital Cycle***

We have strategically focussed on maintaining an efficient working capital cycle since our operations are working capital intensive. We have focussed on controlling the working capital intensity within our business by diversifying our operations and catering to the entire agrochemical value chain. Our branded formulation business is more working capital intensive in nature as compared to our specialty chemicals and CDMO businesses since we cater to dealers and are required to maintain inventory across multiple depots and manage debtor balances resulting from retail level sales. In contrast, our specialty chemicals and CDMO businesses are less working capital intensive on account of the fixed nature of our contracts and payment terms with customers. We lay emphasis on efficiently managing our inventory levels to avoid the build up of excess stock of our branded formulation products. We also manage our working capital leveraging our industry expertise to maintain an optimum working capital cycle to ensure high cash conversion and liquidity, which is crucial for sustaining our operations effectively.

The following table sets forth certain details in connection with our working capital cycle for the years indicated:

| <b>Particulars</b>                 | <b>Fiscal 2025</b> | <b>Fiscal 2024</b> | <b>Fiscal 2023</b> |
|------------------------------------|--------------------|--------------------|--------------------|
| Average Net Working Capital        | 4,717.83           | 4,181.81           | NA                 |
| Net Working Capital Turnover Ratio | 3.36               | 3.36               | NA                 |
| Gross Current Asset Days*          | 246                | 223                | 281                |
| Inventory Turnover Days*           | 88                 | 86                 | NA                 |
| Debtors Turnover Days*             | 81                 | 87                 | NA                 |
| Creditors Turnover Days*           | 60                 | 65                 | NA                 |
| Net Working Capital Days*          | 109                | 109                | NA                 |

Notes:

\* Number of days has been rounded up if the decimal is greater than or equal to 0.50, and rounded down if less than 0.50.

Average net working capital is calculated as average inventories plus average trade receivables less average trade payables (micro and small enterprises and other than micro and small enterprises). Since financial and operational data for Fiscal 2022 is not disclosed in this Draft Red Herring Prospectus, the average information for Fiscal 2023 cannot be calculated.

Net Working Capital Turnover Ratio is calculated as revenue from operations for the year divided by average net working capital. Since financial and operational data for Fiscal 2022 is not disclosed in this Draft Red Herring Prospectus, the average information for Fiscal 2023 cannot be calculated.

Gross Current Asset Days are defined as total current assets divided by revenue from operations multiplied by 365.

Inventory Turnover Days are defined as average inventory divided by revenue from operations multiplied by 365. Since financial and operational data for Fiscal 2022 is not disclosed in this Draft Red Herring Prospectus, the average information for Fiscal 2023 cannot be calculated.

Debtors Turnover Days are defined as average trade receivables divided by revenue from operations multiplied by 365. Since financial and operational data for Fiscal 2022 is not disclosed in this Draft Red Herring Prospectus, the average information for Fiscal 2023 cannot be calculated.

Creditors Turnover Days are defined as calculated as average trade payables divided by revenue from operations multiplied by 365. Since financial and operational data for Fiscal 2022 is not disclosed in this Draft Red Herring Prospectus, the average information for Fiscal 2023 cannot be calculated.

Net Working Capital Days is calculated as inventory days plus trade receivable days minus trade payable days. Since financial and operational data for Fiscal 2022 is not disclosed in this Draft Red Herring Prospectus, the average information for Fiscal 2023 cannot be calculated.

In addition, on June 25, 2025, we were assigned a long-term credit rating of CRISIL A/Stable and a short-term credit rating of CRISIL A1 by CRISIL Ratings.

### ***Experienced Promoters and Senior Management Team and Investor***

We have a strong team of Promoters with significant industry experience. Our Chairman and Whole-time Director, Surinder Kumar Chaudhary has over 34 years of industry experience and has been instrumental in transforming our Company into a multinational agrochemical company. Our Vice Chairman and Whole-time Director, Rajesh Kumar Jindal has over 31 years of industry experience and has been instrumental in shaping our logistics and inventory management systems ensuring operational efficiency in our business. Our Managing Director, Neeraj Kumar Jindal, has been instrumental in enabling us to adopt new technologies in active ingredients and formulations and consistently introducing new products in the market. Our Joint Managing Director and Chief Financial Officer, Piyush Jindal is responsible for enhancing our revenues, optimizing costs for sustainable growth and overseas investments into new markets and high-impact investments.

Our Promoters are supported by our senior management team. We have created a distinct entrepreneurial structure within our organization, with each of our business verticals being managed as an independent profit center with dedicated management, while being overseen collectively by our Promoters and senior management. Our branded formulation business is headed by Chandrashekar Shukla, our specialty chemicals business is headed by Abhay Gupta and our CDMO business is headed by Christopher John Karoly Fazekas. Our financial controller, Swati Garg has over 13 years of experience in finance. Our Promoters and senior management team have demonstrated the ability to successfully expand our operations across diverse

markets in 22 nations across six continents and integrate companies that we have acquired, evolving from a pure-play branded agrochemical formulation company to a specialty chemicals company with presence across the agrochemical value chain. In particular, they have led the process through which we have created value through identification of new business opportunities led by both inorganic and organic growth, built brand recognition and loyalty. They have also helped us in developing long-term relationships with our key customers and grow our distribution network. We believe that the knowledge and experience of our Promoters and senior management team provides us with significant competitive advantages as we continue to grow our businesses.

We have an investor ChrysCapital that invested in our Company through its entities, Sarcoline Limited, Anchor Partners and Sage Investment Trust, in March 2021 and September 2022 and owns 44.80% of our outstanding equity share capital, as of the date of this Draft Red Herring Prospectus.

## Our Strategies

The primary elements of our business strategy are to continue to grow our existing businesses and opportunistically evaluate inorganic opportunities. Our specific growth strategies for each of our business verticals are as follows:

### Our Branded Formulation Business

Our strategy for our branded formulation business is to increase the penetration of our products in the regions in which we are currently present and enter new regions by appointing new dealers, and broaden our product portfolio by launching new products. We constantly seek to enhance our product reach in under-penetrated geographies. We intend to appoint additional dealers to increase the availability of our products in the western and southern regions of India. The western and southern regions of India have showcased one of the highest growths with regards to demand of crop protection products. (Source: F&S Report) The western and southern region together accounts for 40-43% of the total demand in the region and holds strong potential for future growth penetration. (Source: F&S Report) We will leverage our extensive direct distribution network, multi-brand strategy and comprehensive product portfolio to capitalize on market opportunities and increase our market share in India. We intend to launch new products and focus on offering a wide range of products with the aim of increasing our sales. Our R&D efforts are also focused on developing innovative products that give us product differentiation. The table below sets forth details in relation to new products launched by us for dealers in the last three Fiscals and products in the pipeline:

| Particulars                                              | Number of Products |
|----------------------------------------------------------|--------------------|
| Number of new products launched in Fiscal 2025           | 6                  |
| Number of new products launched in Fiscal 2024           | 14                 |
| Number of new products launched in Fiscal 2023           | 9                  |
| Number of products in the pipeline as of March 31, 2025* | 11                 |

\*Products for which necessary filings have been made.

The table below sets forth details of our innovation turnover index for the last three Fiscals:

| Particulars                                                                                              | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|----------------------------------------------------------------------------------------------------------|-------------|-------------|-------------|
| Revenue generated from new products launched for dealers in the branded formulation business (₹ million) | 1,827.32    | 1,088.91    | 695.48      |
| Revenue from branded formulation business (Dealer Sales) (₹ million)                                     | 9,386.65    | 7,700.68    | 6,632.66    |
| Innovation turnover index*                                                                               | 19.47%      | 14.14%      | 10.49%      |

\*Innovation turnover index is calculated as a percentage of revenue generated from products launched in the last three Fiscals for dealers in our branded formulation business divided by the dealer sales in the branded formulation business.

Further, we launched our ag-tech platform “Golden Farms” in May 2025. Golden Farms is a digital platform which aims to connect farmers, dealers and agricultural experts. We have currently onboarded dealers onto “Golden Farms” and as of March 31, 2025, we had onboarded 17,413 dealers on this platform. We intend to onboard farmers and agricultural experts. We use this platform to provide information on our offerings, and intend to use it to cross-sell our products. This platform has a catalogue of our extensive product portfolio with detailed product description; provides access to market rates at various locations empowering farmers to make informed decisions regarding selling their produce; provides users with weather and crucial updates relevant to the agrochemical sector; and helps manage transactions and payments conveniently with their own accounts. We intend to deploy field agents to enhance our market reach and customer engagement and educate farmers on the latest products and technologies, who will act as consultants to farmers and educate them on optimized farming practices to improve their yields. We believe that this platform will help us streamline our operations from manufacturing to end sales,

strengthen our existing relationships and better serve, unserved and under-served dealers and farmers. This platform will also empower the management to make agile and informed decisions while maintaining a close connection to the operational realities on the ground.

#### *Our Specialty Chemicals Business*

Our specialty chemicals business is focussed on manufacturing and selling agrochemical active ingredients and household insecticides. We intend to grow our specialty chemicals by focussing on increasing the sales of our existing products and introducing new products in the market.

We have entered into a supply agreement with Godrej for the supply of Renofluthrin to manufacture household insecticide products and depend on our relationship with Godrej for our specialty chemicals business. The product's high efficacy and low toxicity makes it an attractive option in markets where safety and long-lasting effectiveness are top priorities for consumers. (Source: F&S Report) In addition, the Good Knight Flash liquid vaporizer that is made with Renofluthrin provides a response to the growing demand for slow-release, easy-to-use insecticides that can provide extended protection against mosquitoes without the need for frequent reapplication. (Source: F&S Report) According to the F&S Report, there is significant consumption of this molecule in tropical countries in South-East Asia and Africa. We believe that the sale of products like Renofluthrin will help drive growth in our specialty chemicals business over the next few years.

In addition, while we primarily utilize the agrochemical active ingredients that we manufacture in our specialty chemicals business to manufacture branded formulation, we intend to sell such products to external customers in India and other countries as well as introduce new products. As of March 31, 2025, Shogun Organics has six products which were agrochemical active ingredients in the pipeline. We intend to leverage our specialty chemicals business to support the key raw material requirements for our CDMO business.

#### *Our CDMO Business*

We leverage our manufacturing infrastructure to provide contract development and manufacturing services to global agrochemical companies. Our manufacturing plant for our CDMO business is located in Norwich, United Kingdom from where we serve customers in several international jurisdictions including Europe, United States and Australia. We intend to expand our footprint to cater to new customers in new geographies to grow our business. For our existing customers, we will continue to explore opportunities to strengthen our existing relationships by undertaking custom synthesis and contract manufacturing for new molecules across their various product segments. We will also leverage inter-linkages between our specialty chemicals and CDMO business. Shogun Organics Limited has a multi-product plant with flexible manufacturing capabilities in Pune, Maharashtra where it can switch between manufacturing different products and adjust its product mix. We intend to offer this plant in India as a cost-effective opportunity to companies to manufacture intermediates and other key raw materials which can be used as inputs for our CDMO business in the United Kingdom, which will help us generate cost synergies.

#### ***Inorganically Grow our Business Offerings***

We will evaluate inorganic growth opportunities, in line with our strategy to grow and develop our market share or to add new product categories. We may consider opportunities for inorganic growth, such as through mergers and acquisitions, brand acquisitions and plant acquisitions if, among other things, it helps us consolidate our market position in existing business verticals; achieve operating leverage in key markets by unlocking potential efficiency and synergy benefits; strengthen and expand our product portfolio; enhance our depth of experience, knowledge-base and know-how; and increase our sales and distribution network. For example, we completed the acquisition of Shogun Organics Limited in September 2021, Shogun Lifesciences Private Limited in July 2021 and Briar Chemicals in October 2022 and successfully integrated these businesses with ours to enter new markets, increase our revenues and improve our supply chain through backward integration.

### **BUSINESS OPERATIONS**

#### **Business Verticals**

We operate in three business verticals - branded formulation, specialty chemicals and CDMO.

#### ***Branded Formulation Business***

- ***Insecticides:*** Insecticides are chemicals which impact pest in various stages of infestation effectively reducing the damage caused by them.

- **Herbicides:** Herbicides are a class of chemicals which help remove herbs from cropping area, increasing crop yield and quality of crop.
- **Fungicides:** Fungi grow at the cost of plant, hampering its growth resulting in serious economic losses of crop. Fungicides kill pathogenic fungi by disrupting their critical cellular process saving main crop.
- **Fertilizers:** A fertilizer is a chemical that is applied to soil or plant tissue to supply one or more nutrients essential for plant growth. These range from macronutrients such as nitrogen, phosphorous and potassium to micronutrients such as zinc and magnesium.
- **Plant growth regulators:** These are chemicals which govern the development and distribution of essential nutrients in plant system. They may be used to promote a certain type of growth or to contain it.

The following table sets forth certain of our key products in our branded formulation business:

| Chemical Names                                       |                                    |
|------------------------------------------------------|------------------------------------|
| Insecticides                                         | Herbicides                         |
| Chlorantranilprole 9.3% + Lambda cyhalothrin 4.6% ZC | Bispyribac Sodium 10% SC           |
| Emamectin Benzoate -5% SG                            | Quizalofop Ethyl 10% EC            |
| Thiomethoxam 12.6% + Lambda cyhalothrin 9.5% ZC      | Chlorantranilprole 18.5% SC        |
| Dinotefuron 15% + Pymetrozine 45% WG                 | Ammonium Salt Of Glyphosate 71% SG |
| Chlorpyrifos 50% + Cypermethrin 5% EC                | Tembotrione 34.4% SC               |
| Bifenthrin -10% EC                                   | Fenoxaprop-P-Ethyl 9.3% EC         |
| Profenofos 40% + Cypermethrin 4% EC                  | Glyphosate 41% SL                  |
| Cartap Hydrochloride 50% SP                          | Pyroxasulfone 85% WG               |
| Pymetrozine 50% WDG                                  | Imazethapyr 10% SL                 |
| Lambda Cyhalothrin 4.9% CS                           | Pyrazosulfuron Ethyl 10% WP        |
| Fungicides                                           | Fertilizers                        |
| Azoxystrobin 11% + Tebuconazole 18.3%                | Sulphur 90%                        |
| Azoxystrobin 18.2% + Difenoconazole 11.4% SC         | Organic Manure                     |
| Carbendazim 12% + Mancozeb 63% WP                    | Mycorrhiza-B                       |
| Thiophanate Methyl 70% WP                            | Zinc Edta 12%                      |
| Sulphur 65% + Tebuconazole 10% WDG                   | Zinc Sulphate Mono Hydrate         |
| Picoxystrobin 6.78% + Tricyclazole 20.33% SC         | Zinc Edta 12% Inert Carrier        |
| Captan -70% + Hexaconazole -5% WP                    | Ferrous Edta                       |
| Tebuconazole 6.7% + Captan 26.9% SC                  | Manganese Sulphate                 |
| Copperoxychloride -50% WP                            | Urea Ammonium Nitrate Liquid N32%  |
| Hexaconazole 5% SC                                   |                                    |
| Plant growth regulators                              |                                    |
| Gibberellic Acid                                     |                                    |
| Paclobutrazol 23% SC                                 |                                    |
| Triacantanol 0.05% GR                                |                                    |
| Organic Granuals                                     |                                    |
| Organic Plant Extract                                |                                    |

### Specialty Chemicals Business

We manufacture and sell agrochemical active ingredients and household insecticides through our wholly-owned subsidiary, Shogun Organics, which we acquired in September 2021. This acquisition helped us backward integrate to manufacture agrochemical active ingredients for our branded formulation business.

Shogun Organics has a multi-product plant with flexible manufacturing capabilities in Pune, Maharashtra where it can switch between manufacturing different products and adjust its product mix based on market dynamics. The plant has received certifications including the ISO 14001:2015 certification for environmental management system, ISO 45001:2018 for occupational health and safety management system, ISO 9001:2015 for quality management system and currently holds EcoVadis Bronze rating for its sustainability initiatives. We export our products to over ten countries including Vietnam, Indonesia, Mexico, Bangladesh, Belgium and Brazil.

Our main offerings to external customers include household insecticides, which are typically used by our customers in formats such as aerosol sprays, coils, and liquid vaporizers, which are designed to control pests like mosquitoes. The table below sets forth certain information about our key products:

| Name of Product          | Application and Applicability                                                                                                                                                                                                                                       |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Household Care AI</b> |                                                                                                                                                                                                                                                                     |
| D-trans Allethrin        | A synthetic pyrethroid with rapid knock-down activity against household pests. It is utilized in public health to combat mosquitoes, houseflies, and cockroaches. Common applications include mosquito coils, aerosol sprays, and mosquito mats.                    |
| Allethrin                |                                                                                                                                                                                                                                                                     |
| Transfluthrin            | A synthetic pyrethroid with rapid knock-down activity against household pests. It is utilized in public health to combat mosquitoes, houseflies, and cockroaches. Common applications include mosquito liquid vaporizers, mosquito coils, and aerosol sprays.       |
| Prallethrin              | A synthetic pyrethroid with rapid knock-down activity against household pests. It is utilized in public health to combat mosquitoes, houseflies, and cockroaches. Common applications include mosquito liquid vaporizers, mosquito coils, and mosquito mats.        |
| Renofluthrin             | A pyrethroid insecticide formulated for household and public hygiene situations to control mosquitoes and other insects.                                                                                                                                            |
| Cypermethrin             | A broad-spectrum pyrethroid insecticide with contact and digestive action. It is highly effective in killing insects and has a long-lasting effect, making it suitable for use in houses, industrial places, and poultry farms.                                     |
| Dimefluthrin             | A pyrethroid insecticide with strong activity against mosquitoes and other insect pests.                                                                                                                                                                            |
| <b>Agrochemical AI</b>   |                                                                                                                                                                                                                                                                     |
| Bifenthrin               | An insecticide used to control borers and termites in timber, insect pests in agricultural crops (such as bananas, apples, pears, and ornamentals), and turf. It is also effective for general pest control, targeting spiders, ants, fleas, flies, and mosquitoes. |
| Permethrin               | A pyrethroid insecticide similar to the natural insecticide pyrethrum, which is found in chrysanthemums. Permethrin can kill a broad range of pests, including fleas, ticks, cockroaches, flies, and mosquitoes.                                                    |
| Lambda cyhalothrin       | A synthetic pyrethroid insecticide used worldwide in agriculture, home pest control, protection of foodstuffs, and disease vector control.                                                                                                                          |
| Thiamethoxam             | An active ingredient in various agricultural products used to kill sucking and chewing insects that feed on roots, leaves, and other plant tissues.                                                                                                                 |
| Tebuconazole             | A fungicide effective for various landscaping and farming activities. It is especially popular for combating fungi that can harm grapes, cherries, almonds, cereals, and rapeseed (canola).                                                                         |
| Clodinafop Propargyl     | Clodinafop is widely used as a herbicide for controlling annual grass weeds in cereal crops.                                                                                                                                                                        |
| Metribuzin               | Metribuzin is a selective and systemic herbicide that controls weeds by inhibiting photosynthesis. It is labeled for use on soybeans, potatoes, alfalfa, carrots, corn, and tomatoes.                                                                               |
| Penoxsulam               | A post-emergence herbicide used on rice crops to control broad-leaved weeds, aquatic weeds, and certain grasses.                                                                                                                                                    |
| Dinotefuran              | A neonicotinoid insecticide used to control a wide range of sucking pests such as whiteflies, mealybugs, thrips, plant hoppers, leafminers, and aphids. The product is used in crops such as vegetables, fruit, turf, and rice.                                     |
| Quizalofop-ethyl         | A herbicide for the post-emergence control of annual and perennial grass weeds in various field crops.                                                                                                                                                              |
| Tembotrione              | Used to control a broad spectrum of broadleaf and grassy weeds in crops such as corn (maize). Effective for post-emergence application in field corn, sweet corn, and popcorn, providing fast-acting bleaching effects by inhibiting carotenoid biosynthesis.       |
| Ametryn                  | Used to control a variety of annual broadleaf and grassy weeds in crops such as sugarcane, pineapple, bananas, and certain vegetables. Can be applied pre- and post-emergence, offering residual weed control through photosynthesis inhibition.                    |
| Picoxystrobin            | Used to protect crops from a wide range of fungal diseases in cereals, soybeans, corn, fruits, and vegetables. Provides preventive and curative action with systemic movement, helping manage diseases like rusts, leaf spots, and powdery mildew.                  |
| Bispyribac sodium        | A post-emergence herbicide for the control of grasses, sedges, and broad-leaved weeds in paddy rice and other crops/situations.                                                                                                                                     |
| Pyroxasulfone            | Used to control annual grasses and certain broadleaf weeds in crops such as corn, soybeans, wheat, and other field crops. Applied pre-emergence, it provides long-lasting soil residual activity by inhibiting very long-chain fatty acid synthesis.                |
| Chlorantraniliprole      | Used to control a broad spectrum of pests on a range of crops, including potatoes, grapes, cotton, vegetables, artichokes, asparagus, bulb vegetables, corn, herbs, legumes, roots, and tubers.                                                                     |

### Contract Development and Manufacturing Business

We provide contract development and manufacturing services for agrochemicals, offering custom synthesis of active ingredients and intermediates, along with formulation, filling and packaging. We conduct this business through our wholly-owned subsidiary Briar Chemicals, which we acquired in October 2022. Briar Chemicals has a manufacturing plant in Norwich, United Kingdom, where we are able to undertake a diverse portfolio of complex chemical processes and possess analytical capabilities. Our expertise spans the development and manufacture of custom products.

Our key technologies include:

- *Ammonolysis*: used for introducing amino groups into molecules.

- *Bromination*: adding bromine to organic compounds with various brominating agents including bulk elemental bromine.
- *Cyanation*: sodium cyanide chemistry and synthesis of aromatic nitriles.
- *Diazotization*: forming diazonium compounds.
- *Esterification*: creating esters from acids and alcohols.
- *Nitration*: introducing nitro groups into molecules.
- *Oxidation*: increasing the oxidation state of molecules.
- *Phosgenation*: introducing carbonyl chloride groups.
- *Sulfonation*: adding sulfonic acid groups to molecules.

We also provide formulation, filling and packaging, ensuring products are delivered in the desired form and packaging. We utilize various analytical methods, including gas chromatography, high-performance liquid chromatography, gas chromatography-mass spectrometry, high-performance liquid chromatography-mass spectrometry, ion chromatography, inhibition to nitrification, inductively coupled plasma optical emission spectrometry for metals analysis, ultraviolet-visible spectroscopy, fourier transform infrared spectroscopy, and wet chemistry.

Our manufacturing assets include extensive reactor capacity, with materials of construction such as glass-lined mild steel, stainless steel, Hastelloy, and titanium. We have reaction vessels and capabilities for batch and continuous distillation. Our solids handling capabilities include pan and rotary paddle dryers, centrifuges, pressure filters, belt filters, and rotary sieves. We also focus on the recovery and recycling of solvents and copper salts, with bulk storage for raw materials, intermediates, and finished products.

We complement our custom synthesis of active ingredients and intermediates, along with formulation, filling and packaging. We are committed to ensuring quality management measures to ensure product integrity, consistency, and quality. Our manufacturing facility in Norwich has received certifications including the ISO 14001:2015 certification for environmental management system and ISO 9001:2015 for quality management system. Our onsite workshop with in-house tooling capability allows for a fast turnaround for new projects.

## Research and Development

Our R&D efforts are focused on developing innovative products that give us product differentiation. Our aim is to continually formulate new chemistries and improve the quality and consistency of our products and services while being competitive in pricing. Our research team comprised 17 scientists, of which 11 scientists are based in Shogun Organics, and six scientists are based in Briar Chemicals, as of March 31, 2025. As of March 31, 2025, we had an in-house team of four personnel to assist us with our intellectual property function. We conduct our R&D initiatives through our R&D centre located at Pune, Maharashtra. As of the date of this Draft Red Herring Prospectus, we have applied for one registration under Section 9(3) and five registrations under Section 9(4) of the Insecticides Act, 1968.

In our specialty chemicals business, our R&D efforts are carried out through Shogun Organics for developing proprietary routes for existing compounds, enhancing product quality, and ensuring sustainability. Our key objectives include improving scalability, flexibility, and efficacy of products while maintaining competitive pricing. Our R&D initiatives are strategically focused on driving innovation through continuous market feedback that we receive on emerging molecules. We actively build product pipelines by identifying promising compounds for new product registration across target geographies. Additionally, we enhance the lifecycle value of existing products by exploring novel applications, formulation improvements, and extended usage across crops, and geographies with the aim of ensuring a strong foundation for sustainable and diversified growth. Shogun Organics holds the ISO 9001:2015 for quality management system certification, ISO 14001:2015 environmental management system certification and ISO 45001:2018 for occupational health and safety management system certification.

In our CDMO business, we leverage our manufacturing capabilities at our plant in Norwich, United Kingdom and provide contract development and manufacturing services to global agrochemical companies, with the key objective of advancing our capabilities in complex chemistries and developing new chemistry opportunities. Our manufacturing facility in Norwich holds the ISO 14001:2015 for environmental management system and ISO 9001:2015 for quality management system.

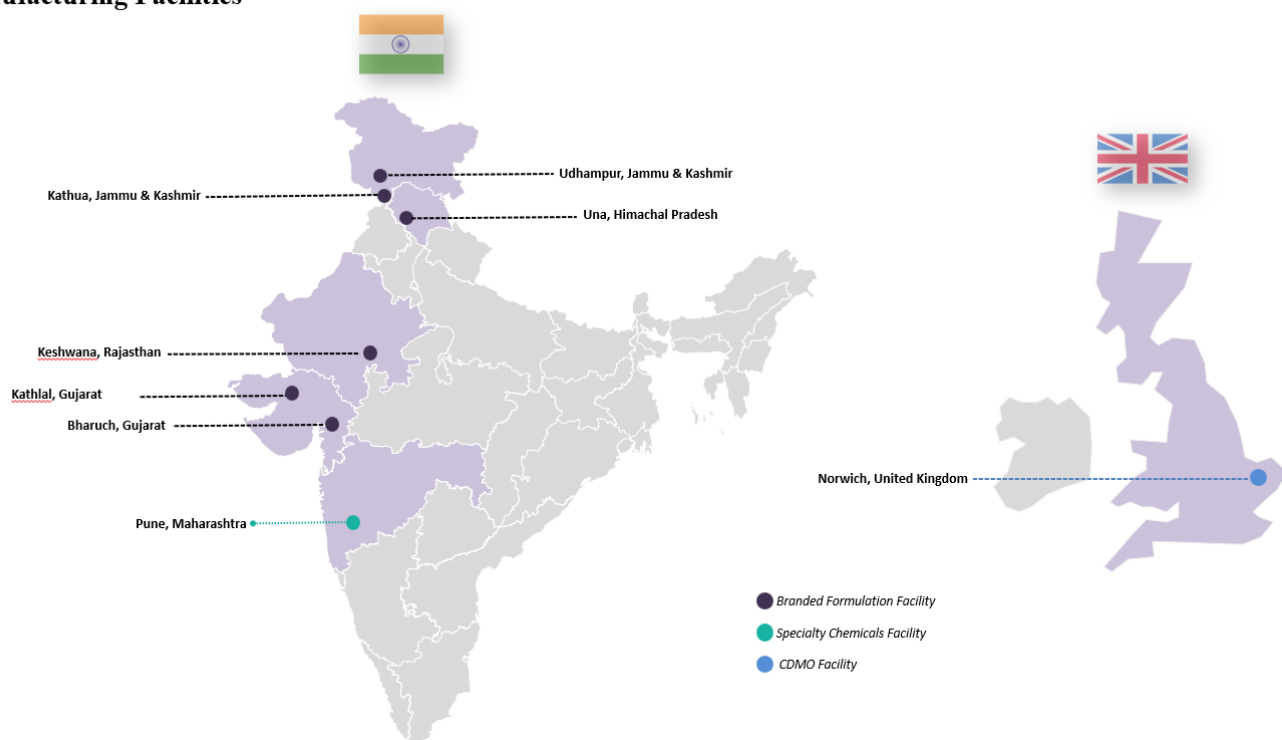


## Manufacturing Facilities

As of March 31, 2025, we operate an aggregate of eight manufacturing facilities. The following table sets forth certain key details of our manufacturing infrastructure:

| Sr. No. | Facility          | Address                     | Purpose of Facility          |
|---------|-------------------|-----------------------------|------------------------------|
| 1.      | Udhampur Facility | Udhampur, Jammu and Kashmir | Branded formulation          |
| 2.      | Una Facility      | Una, Himachal Pradesh       | Branded formulation          |
| 3.      | Kathua Facility   | Kathua, Jammu and Kashmir   | Branded formulation          |
| 4.      | Keshwana Facility | Keshwana, Rajasthan         | Branded formulation          |
| 5.      | Kathlal Facility  | Kathlal, Gujarat            | Branded formulation          |
| 6.      | Bharuch Facility  | Bharuch, Gujarat            | Branded formulation          |
| 7.      | Pune Facility     | Pune, Maharashtra           | Specialty chemicals facility |
| 8.      | Norwich Facility  | Norwich, United Kingdom     | CDMO                         |

## Manufacturing Facilities



Map not to scale

## Installed Capacity, Actual Production and Capacity Utilization

The information relating to the installed capacity, effective installed capacity, actual production and capacity utilisation of our products included below and elsewhere in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account in the calculation of our capacity and the same has been certified by S.K. Jain, an independent chartered engineer by certificate dated July 3, 2025. These assumptions and estimates include standard capacity calculation practices, the equipment production capacities and other ancillary equipment installed and verified at the facilities. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing manufacturing facilities included in this Draft Red Herring Prospectus. See “*Risk Factors – Information relating to our installed, effective installed, actual production capacity and the historical capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.*” on page 54.

The table below sets forth certain information relating to the installed capacity, effective installed capacity, actual production and capacity utilisation of our facilities for the years indicated:

| Product Vertical                                           | Product  | Particulars                  | Unit of Measurement | For the year ending March 31, 2023 | For the year ending March 31, 2024 | For the year ending March 31, 2025 |
|------------------------------------------------------------|----------|------------------------------|---------------------|------------------------------------|------------------------------------|------------------------------------|
| Branded Formulation                                        | Powder   | Installed Capacity           | Metric Tonne        | 9,220.00                           | 9,220.00                           | 9,220.00                           |
|                                                            |          | Effective Installed Capacity | Metric Tonne        | 6,570.00                           | 6,570.00                           | 6,570.00                           |
|                                                            |          | Actual Production            | Metric Tonne        | 4,560.59                           | 5,120.13                           | 5,177.52                           |
|                                                            |          | <b>Capacity utilization</b>  | <b>%</b>            | <b>69.42%</b>                      | <b>77.93%</b>                      | <b>78.81%</b>                      |
|                                                            | Liquid   | Installed Capacity           | Kilolitre           | 86,550.00                          | 86,550.00                          | 86,550.00                          |
|                                                            |          | Effective Installed Capacity | Kilolitre           | 58,840.00                          | 58,840.00                          | 58,840.00                          |
|                                                            |          | Actual Production            | Kilolitre           | 5,377.27                           | 7,513.73                           | 9,165.32                           |
|                                                            |          | <b>Capacity utilization</b>  | <b>%</b>            | <b>9.14%</b>                       | <b>12.77%</b>                      | <b>15.58%</b>                      |
|                                                            | Granules | Installed Capacity           | Metric Tonne        | 21,360.00                          | 21,360.00                          | 21,360.00                          |
|                                                            |          | Effective Installed Capacity | Metric Tonne        | 13,930.00                          | 13,930.00                          | 13,930.00                          |
|                                                            |          | Actual Production            | Metric Tonne        | 6,567.62                           | 5,803.88                           | 7,887.30                           |
|                                                            |          | <b>Capacity utilization</b>  | <b>%</b>            | <b>47.15%</b>                      | <b>41.66%</b>                      | <b>56.62%</b>                      |
| Specialty Chemicals                                        |          | Installed Capacity           | Metric Tonne        | 3,285.00                           | 3,285.00                           | 3,285.00                           |
|                                                            |          | Effective Installed Capacity | Metric Tonne        | 3,285.00                           | 3,285.00                           | 3,285.00                           |
|                                                            |          | Actual Production            | Metric Tonne        | 214.78                             | 568.03                             | 656.40                             |
|                                                            |          | <b>Capacity utilization</b>  | <b>%</b>            | <b>6.54%</b>                       | <b>17.29%</b>                      | <b>19.98%</b>                      |
| CDMO (Contract development and manufacturing organization) |          | Installed Capacity           | Metric Tonne        | 6,186.00 <sup>(5)</sup>            | 20,762.27                          | 21,378.95                          |
|                                                            |          | Effective Installed Capacity | Metric Tonne        | 6,186.00                           | 20,762.27                          | 21,378.95                          |
|                                                            |          | Actual Production            | Metric Tonne        | 4,081.00                           | 7,580.35                           | 6,281.21                           |
|                                                            |          | <b>Capacity utilization</b>  | <b>%</b>            | <b>65.97%</b>                      | <b>36.51%</b>                      | <b>29.38%</b>                      |

<sup>(5)</sup>As certified by S.K Jain, an independent chartered engineer, by certificate dated July 3, 2025.

<sup>(1)</sup>The product verticals represent capacities and production at different plants as follows:

- Branded formulation vertical consists of capacity and production at Keshwana Facility, Udhampur Facility, Una Facility, Kathua Facility and Kathlal Facility. The Bharuch Facility was commissioned in Fiscal 2026, and accordingly has not been included.
- Specialty chemicals comprises of Pune Facility.
- CDMO (Contract Development and Manufacturing) comprises of Norwich Facility.

<sup>(2)</sup> The information relating to the installed capacity as of the dates included above is based on assumptions and estimates that include standard capacity calculation practices, the equipment production capacities and other ancillary equipment installed and verified at the facilities. The assumptions and estimates taken into account include the following: (i) Number of working days in a Fiscal – 300; (ii) Number of shifts in a day – 3 shifts of 8 hour each or 2 shifts of 12 hours each (including overtime of 4 hours).

The production capacities are measured by taking into account the below mentioned:

- Actual maximum production possible in a month.
- Actual time used for the preparation or set up of machinery along with equipment in a month.
- Actual wastage (if any) in the manufacture of the products.
- The production is also based on the demand of each product which is manufactured by the Company.

<sup>(3)</sup> For branded formulation, the effective installed capacity is derived as actual amount of production that the company can achieve assuming that all machines are running at maximum speed and at the following operational days and shift hours:

- Kathua Facility: 300 days a year, 2 shifts of 12 hours from May to August (4 months) and 1 shift of 8 hours for the remaining months.
- Keshwana Facility: 300 days a year and one shift of 12 hour including 4 hours of overtime for 5 months and 2 shift of 12 hours for 7 months.
- Udhampur Facility: 300 days a year and two shift of 8 hour each for 10 months and 3 shifts of 8 hours for 2 months.
- Una Facility: 230 days a year and continuously for 24 hours (2 shifts of 12 hours including 4 hours overtime or 3 shifts of 8 hours). The plant runs ~230 days due to planned maintenance in continuous running plants and due to other external environmental factors.
- Kathlal facility: 300 days a year and 1 shift of 12 hours including 4 hours overtime.

<sup>(4)</sup> For specialty chemicals, the effective installed capacity is derived as follows for the Pune Facility:

- Actual amount of production that the Company can achieve in a year, assuming that all machines are running at maximum speed, 300 days a year and continuous operations of 24 hours (2 shifts of 12 hours including 4 hours overtime or 3 shifts of 8 hours). The effective installed is therefore equivalent to installed capacity for the Pune Facility.
- At the Pune Facility, Renofluthrin is manufactured as a technical and further formulated to Renofluthrin 5% and sold to third party. For the installed capacity and actual production, only the technical product Renofluthrin has been considered and the figures do not include the formulation capacity and actual production for Renofluthrin 5%.

<sup>(5)</sup> For CDMO (Contract Development and Manufacturing), the effective installed capacity is derived in the following manner for the Norwich Facility:

- The installed and effective installed capacities for the Norwich Facility are based on planning rate per day provided by the team. The plant is running 24 hours continuously, therefore installed capacity is equal to effective installed capacity and takes into consideration the planned maintenance for each product ranging from 1 to 4 months in a year. For the last three Fiscals, installed capacities have been worked out for the year by deducting the days/months the plant has been in maintenance for each of the product lines.
- Briar Chemicals Limited was acquired by the Company on 10<sup>th</sup> October 2022 and therefore the capacity and utilization for Fiscal 2023 has been adjusted and taken from October 2022 to March 2023.

<sup>(6)</sup> The information relating to the actual production as of the dates included above are based on the examination of the internal production record provided by the Company. For the Keshwana Facility, the actual production is further classified into the products that are manufactured using the plant's manufacturing facilities and the products that are purchased in bulk and repackaged in different SKUs and sold under the Company's brand name. For the calculations above, only the products manufactured at the Keshwana Facility have been considered in the production figures.

<sup>(7)</sup> Capacity utilization has been calculated on the basis of actual production in the relevant Fiscal divided by the aggregate effective installed capacity of the relevant manufacturing facilities as at the end of the relevant Fiscal.

## Customers

We cater to the needs of farmers and global agrochemical companies. Our contractual arrangements with customers in our specialty chemicals and CDMO businesses are typically on a long-term basis with institutional customers. The following table sets forth details of our revenues for each business for the periods indicated:

| Particulars                                 | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---------------------------------------------|-------------|-------------|-------------|
| Revenue from operations (₹ million)         | 15,847.80   | 14,045.91   | 11,610.18   |
| Branded formulation business <sup>(1)</sup> | 9,899.94    | 8,253.35    | 7,631.69    |
| Specialty chemicals business <sup>(2)</sup> | 2,741.47    | 1,490.86    | 787.19      |
| Less: Inter segment Revenue <sup>(3)</sup>  | (1,074.75)  | (680.48)    | (308.39)    |
| CDMO business <sup>(4)</sup>                | 4,281.14    | 4,982.18    | 3,499.69    |

Notes:

(1) The amounts under the branded formulation business represents net revenue after elimination of inter-segment revenue.

(2) The amounts under the specialty chemicals business represent gross revenue before elimination of inter-segment revenue.

(3) The amount pertains to inter-segment revenue from the specialty chemicals business.

(4) The CDMO business does not have inter-segment revenue, the entire amount pertains to revenue from external customers for the CDMO business.

Within our branded formulation business, the sale of our products to dealers accounted for 95.11%, 93.63% and 87.07%, while sales to institutional customers accounted for 4.89%, 6.37% and 12.93% during Fiscals 2025, 2024 and 2023, respectively.

The following table sets forth details of our revenues generated from institutional customers for the three business verticals, i.e., branded formulation, specialty chemicals and CDMO, and dealers for the branded formulation business for the years indicated:

| Particulars                                              | Fiscal 2025 |                                                                   | Fiscal 2024 |                                                                   | Fiscal 2023 |                                                                   |
|----------------------------------------------------------|-------------|-------------------------------------------------------------------|-------------|-------------------------------------------------------------------|-------------|-------------------------------------------------------------------|
|                                                          | (₹ million) | Percentage of total sales of products from external customers (%) | (₹ million) | Percentage of total sales of products from external customers (%) | (₹ million) | Percentage of total sales of products from external customers (%) |
| Sales to institutional customers                         |             |                                                                   |             |                                                                   |             |                                                                   |
| Long-term contracts                                      | 5,155.35    | 32.67%                                                            | 4,820.65    | 34.44%                                                            | 2,962.32    | 25.55%                                                            |
| Others*                                                  | 1,238.92    | 7.85%                                                             | 1,476.20    | 10.55%                                                            | 2,000.50    | 17.25%                                                            |
| Total sales to institutional customers                   | 6,394.27    | 40.52%                                                            | 6,296.85    | 44.99%                                                            | 4,962.81    | 42.80%                                                            |
| Sales to dealers                                         | 9,386.65    | 59.48%                                                            | 7,700.68    | 55.01%                                                            | 6,632.66    | 57.20%                                                            |
| Total sales of products from external customers business | 15,780.92   | 100.00%                                                           | 13,997.53   | 100.00%                                                           | 11,595.47   | 100.00%                                                           |

\*includes all other institutional sales except long term contracts.

## Distribution

For our branded formulation business, we have established a pan-India direct distribution network where we work directly with dealers and have eliminated wholesalers and super distributors from our supply chain. Our network comprised over 14,950 active dealers to sell our products to farmers, as of March 31, 2025. We have made significant investments in building our distribution network by adding sales teams in new regions and increasing our brand presence in our operational states. Each of our three brands have different sets of dealers.

The following table sets forth region-wise details of our dealer network:

| Particulars   | Registered Dealer Count as of March 31, 2025 | Active Dealer Count during Fiscal 2025 |
|---------------|----------------------------------------------|----------------------------------------|
| Northern Zone | 10,773                                       | 5,214                                  |
| Central Zone  | 4,850                                        | 2,149                                  |
| Western Zone  | 9,251                                        | 4,028                                  |
| Eastern Zone  | 3,053                                        | 1,679                                  |
| Southern Zone | 4,581                                        | 1,879                                  |
| Exports       | 30                                           | 7                                      |
| <b>Total</b>  | <b>32,538</b>                                | <b>14,956</b>                          |

Note: The registered dealer count represents the total number of dealers registered in the respective zones. The active dealer count includes dealers with whom business has been conducted during Fiscal 2025.

The following table sets forth the increase in the number of our active dealers for the periods indicated:

| Particulars   | Fiscal 2025   | Fiscal 2024   | Fiscal 2023   | CAGR (%) (Fiscal 2023-Fiscal 2025) |
|---------------|---------------|---------------|---------------|------------------------------------|
| Northern Zone | 5,214         | 4,797         | 4,363         | 9.32%                              |
| Central Zone  | 2,149         | 1,984         | 1,817         | 8.75%                              |
| Western Zone  | 4,028         | 3,434         | 3,109         | 13.82%                             |
| Eastern Zone  | 1,679         | 1,498         | 1,342         | 11.85%                             |
| Southern Zone | 1,879         | 1,903         | 1,689         | 5.47%                              |
| Exports       | 7             | 6             | 7             | Negligible                         |
| <b>Total</b>  | <b>14,956</b> | <b>13,622</b> | <b>12,327</b> | <b>10.15%</b>                      |

## Raw Materials

The key raw materials that we use for our business verticals include:

- *Branded formulation business:* Our primary raw materials include Chlorantraniliprole technical, Azoxystrobin technical, Glyphosate technical, Cee Nine, Pretilachlor technical, Dinotefuran technical, Chlorpyrifos technical, Tembotrione technical, Emamectin technical and Lambda Cyhalothrin technical and other technicals, emulsifiers and solvents.
- *Specialty chemicals business:* Our primary raw materials include Butyl Carbitol, 4-Methoxymethyl-2,3,5,6-tetrafluorobenzyl Alcohol, Bromo CPCA, High Trans Cypermethric Acid, Prallethlone Alcohol, Chrysanthemic Acid Chloride, 4,6-Dimethoxy-2-(methylsulfonyl)pyrimidine, Trifluoroethoxy Methy-Tembo TC, 2,3,5,6-Tetra Fluoro Benzyl Alcohol and N,O-Dimethyl-N-Nitroisourea.
- *CDMO business:* The key raw materials required for our CDMO operations are typically provided by our customers, thus reducing our exposure to input cost variations for these raw materials. Our primary raw materials include Phenol, Carboxylic Acid Anhydride, Bromine, Benzene derivatives and Chlorinating agents.

We typically source key raw materials for our branded formulation and specialty chemicals businesses from suppliers on a purchase order basis.

The table below sets forth details of our cost of materials consumed, expressed as a percentage of our total expenses in the years indicated:

| Particulars                                                  | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|--------------------------------------------------------------|-------------|-------------|-------------|
| Cost of materials consumed (₹ million)                       | 7,429.53    | 6,166.81    | 4,845.09    |
| Cost of materials consumed as a percentage of total expenses | 48.31 %     | 43.08%      | 44.42%      |

## Quality Control and Process Safety

We focus on both quality control and process safety to maintain high standards in our operations. We implement thorough quality control measures to ensure the integrity and effectiveness of our products. As of March 31, 2025, we had 37 employees dedicated to our quality control and process safety operations. Process safety is an important aspect of our operations, aimed at preventing accidents and ensuring the safety of our employees and the environment. We undertake regular training programs to ensure that employees are aware of safety procedures and best practices. For details of our certifications and accreditations, see “-Description of our Business- Awards and Accreditations” on page 241.

## Environmental, Health and Safety

We are committed to adhering to all relevant health and safety regulations and other operational requirements. Our environment, health, and safety policy is designed to meet legislative mandates, licensing requirements, approvals, and various certifications, ensuring the well-being of our employees. We believe that by systematically analyzing and controlling risks, and providing appropriate training to both management and staff, we can significantly reduce accidents and occupational health hazards. To this end, we have implemented safety programs at our facilities. For details of the environment management system and occupational health and safety management accreditations obtained by our facilities, see “- Awards and Accreditations” on page 241. We have an industrial hygiene program where we conduct regular monitoring and assess workplace exposure to chemicals to maintain a safe working environment. We undertake hazard risk analyses at certain of our facilities, wherein we undertake a third-party review of our operations for potential equipment failures, human errors and process problems. We provide comprehensive training on safe chemical handling, equipment operation, emergency procedures, and hazard recognition to all employees. Safety inductions are provided to new employees and contractors to ensure they are aware of safety protocols and procedures.

Additionally, we are required to comply with extensive national and state environmental laws and regulations in India and the United Kingdom. These include rules on water and air pollution prevention, environmental protection, hazardous waste management, and noise pollution. These regulations govern the discharge, emission, storage, handling, and disposal of various substances used in or resulting from our operations.

We undertake various initiatives on clean technology, energy efficiency, renewable energy and water conservation to address global environment issues such as climate change and global warming. Shogun Organics has received the Bronze category by EcoVadis, valid as on the date of this Draft Red Herring Prospectus. Briar Chemicals had also obtained the Silver category under the Sustainability Rating by EcoVadis in 2023, and we are currently in the process of reapplying for an EcoVadis rating for this entity.

### Logistics and Transportation

We rely on third parties for the transportation services for the timely delivery of our products to our customers located in India and other countries. We use different modes of transportation for our domestic and overseas operations. We engage third-parties for our transportation requirements on a need basis.

### Information Technology

Our IT systems are essential to our operations, and technology infrastructure has web-based integrated systems and tools. We have focused on technological innovation in our operations with the goal to enhance our operational efficiencies, digitizing customer experience and our processes. We currently use an enterprise resource planning (ERP) solution SAP HANA, which supports various functions such as financial accounting, material management, sales and distribution, and human resources. We have implemented these systems with the aim of facilitating informed decision-making and performance management. We have integrated our ERP and CRM systems with a popular messaging application for seamless dealer communications. We utilize cloud-based artificial intelligence analytics that enable real-time credit risk assessment and anomaly detection. We have implemented automated financial monitoring tools to ensure compliance and fraud prevention. We have deployed real-time financial dashboards that provide visibility into key operating and financial parameters ensuring alignment across key functions of finance, sales and operations. We train our teams to use the various digital tools and cybersecurity frameworks, enabling them to make data-driven decisions without manual intervention. Our information technology expenses were ₹ 36.90 million, ₹ 38.92 million and ₹ 27.46 million during Fiscals 2025, 2024 and 2023, respectively.

### Human Resources

As of March 31, 2025, we had a total of 1,555 full-time employees as set forth in the table below:

| S. No.       | Particulars                        | Number of Employees as of March 31, 2025 |
|--------------|------------------------------------|------------------------------------------|
| 1.           | Top level management               | 7                                        |
| 2.           | Legal and regulatory               | 19                                       |
| 3.           | Research and development           | 17                                       |
| 4.           | Human resources                    | 11                                       |
| 5.           | Procurement                        | 14                                       |
| 6.           | Production                         | 252                                      |
| 7.           | Maintenance                        | 88                                       |
| 8.           | Warehouse operations               | 111                                      |
| 9.           | Marketing                          | 835                                      |
| 10.          | Finance and accounts               | 81                                       |
| 11.          | Administration                     | 36                                       |
| 12.          | Quality Control                    | 37                                       |
| 13.          | Information technology and systems | 18                                       |
| 14.          | Environment, health and safety     | 30                                       |
| <b>Total</b> |                                    | <b>1,555</b>                             |

Further, we also engage contract labour to facilitate our operations. As of March 31, 2025, we engaged 817 contract labourers.

### Awards and Accreditations

| Fiscal | Key Awards/ Accreditations                                                                                                    |
|--------|-------------------------------------------------------------------------------------------------------------------------------|
| 2025   | Our Company was awarded the 'Outstanding Innovation: Chemical Synthesis Winner' award' at PMFAI-SML Annual Agchem Awards 2025 |
|        | Shogun Organics was awarded EcoVadis Bronze rating                                                                            |

| Fiscal | Key Awards/ Accreditations                                                                                                 |
|--------|----------------------------------------------------------------------------------------------------------------------------|
|        | Our Company was awarded for the 'Best Use of Data and Analytics (Gold)' by BW Business World                               |
|        | Briar Chemicals received an ISO 14001:2015 accreditation for Environmental Management System                               |
| 2024   | Our Company was recognized as one of the 'Best Brands of 2024' by ET Edge                                                  |
|        | Shogun Organics received an ISO 14001:2015 accreditation for Environmental Management System                               |
|        | Shogun Organics received an ISO 9001:2015 accreditation for Quality Management System                                      |
|        | Shogun Organics received an ISO 45001:2018 accreditation for Occupational Health & Safety Management System                |
|        | Shogun Organics was awarded EcoVadis Bronze rating                                                                         |
|        | Our Company's Udhampur Facility received ISO 9001:2015 accreditation for Quality Management Systems                        |
| 2023   | Briar Chemicals was awarded EcoVadis Silver rating                                                                         |
|        | Our Company's Udhampur Facility received ISO 14001:2015 accreditation for Environmental Management System                  |
|        | Our Company's Udhampur Facility received ISO 45001:2018 accreditation for Occupational Health and Safety Management System |
|        | JayCee Lifesciences received an ISO 9001:2015 accreditation for Quality Management System                                  |
|        | JayCee Lifesciences received an ISO 14001:2015 accreditation for Environmental Management System                           |
|        | JayCee Lifesciences received an ISO 45001:2018 accreditation for Occupational Health & Safety Management System            |
|        | Him Bio Agro received an ISO 9001:2015 accreditation for Quality Management System                                         |
|        | Him Bio Agro received an ISO 14001:2015 accreditation for Environmental Management System                                  |
|        | Him Bio Agro received an ISO 45001:2018 accreditation for Occupational Health & Safety Management System                   |
|        | Shogun Lifesciences received an ISO 9001:2015 accreditation for Quality Management System                                  |
|        | Shogun Lifesciences received an ISO 14001:2015 accreditation for Environmental Management System                           |
|        | Shogun Lifesciences received an ISO 45001:2018 accreditation for Occupational Health & Safety Management Systems           |
| 2022   | Briar Chemicals received an ISO 9001:2015 accreditation for Quality Management System                                      |
|        | Briar Chemicals received an ISO 14001:2015 accreditation Environmental Management System                                   |
|        | Our Company's Keshwana Facility received ISO 9001:2015 accreditation for Quality Management Systems                        |
|        | Our Company's Keshwana Facility received ISO 14001:2018 accreditation for Environmental Management System                  |
|        | Our Company's Keshwana Facility received ISO 45001:2018 accreditation for Health and Safety Management System              |
| 2017   | Our Company was recognized as one of 'Asia's Greatest Brands 2017' by Asia One                                             |

## Competition

We compete with various companies across our three business verticals. Some of our key competitors in the branded formulation business include Dhanuka Agritech, Rallis India, Sumitomo Chemicals and Crystal Crop Protection. (Source: F&S Report) Our key competitors in our CDMO business include PI Industries and Anupam Rasayan. (Source: F&S Report) Our key competitors in the specialty chemicals business include Vinati Organics and Navin Fluorine. (Source: F&S Report)

For further information on the competition we face in the markets in which we operate, see “Risk Factors – The agrochemical industry is intensely competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.” on page 46.

## Intellectual Property

As on June 30, 2025, our Company and Indian Subsidiaries have filed 589 trademark applications under various classes of which 222 are registered, 30 are advertised, four are accepted, 82 are at formality check pass stage, 60 are objected, 49 are refused, 119 are opposed, nine are withdrawn and 14 are abandoned. Our Company and Indian Subsidiaries have 27 registered trademarks filed in class 1, 189 registered trademarks filed in class 5, and 1 registered trademark in class 16, 4 registered trademarks filed in class 35, and 1 registered multiclass trademark filed in Class 1, 3, 16, 22, 31 and 42. Additionally, we have filed 15 patent applications in India of which six are granted, seven are pending and two were abandoned. We also have one registered copyright and filed two design applications out of which one is registered, and one is pending. Further, as on June 30, 2025 our Company and Indian Subsidiaries have two abandoned patent applications in African Regional Intellectual Property Organization (“ARIPO”), one pending patent application in China, three patent application in Indonesia out of which two are granted and one is pending, two granted patent applications in Malaysia, one granted patent application in Mexico, two abandoned patent application in South Africa, one pending patent application in Vietnam and six published patent applications under the Patent Cooperation Treaty.

Further, Briar Chemicals Limited, one of our foreign Subsidiaries, has three registered trademarks as on date, details of which are below:

| Trade Mark                                                                          | Territory | Application No. | Application Date | Registration No. | Registration Date | Classes          | Status     | Owner                   |
|-------------------------------------------------------------------------------------|-----------|-----------------|------------------|------------------|-------------------|------------------|------------|-------------------------|
|  | EUIPO     | 010972016       | June 18, 2012    | 010972016        | November 13, 2012 | 1, 5, 31, 42, 44 | Registered | Briar Chemicals Limited |

| Trade Mark                                                                        | Territory      | Application No. | Application Date | Registration No. | Registration Date | Classes          | Status     | Owner                   |
|-----------------------------------------------------------------------------------|----------------|-----------------|------------------|------------------|-------------------|------------------|------------|-------------------------|
|  | United Kingdom | UK00910972016   | June 18, 2012    | UK00910972016    | November 13, 2012 | 1, 5, 31, 42, 44 | Registered | Briar Chemicals Limited |
|  | United States  | 97339992        | March 31, 2022   | 7142215          | August 22, 2023   | 1, 5, 42, 44     | Registered | Briar Chemicals Limited |

For further information, see “Risk Factors – If we fail to protect or incur significant costs in defending our intellectual property or if we infringe the intellectual property rights of others, our business, results of operations, financial condition and cash flows could be adversely affected.” on page 48.

### Corporate Social Responsibility

We have adopted a Corporate Social Responsibility (“CSR”) policy in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 notified by Central Government. We have actively engaged in CSR initiatives across multiple states in India, focusing on areas such as education, healthcare, infrastructure development, and sports promotion. Through projects like “Siksha - Rise and Shine” and “Human Empowerment Foundation,” we have allocated significant funds to provide scholarships, improve educational facilities, promote sports, and support various social organizations, thereby contributing to the betterment of communities and the overall development of the regions where we operate.

In Fiscals 2025, 2024 and 2023, our CSR expenses were ₹ 15.90 million, ₹ 12.74 million and ₹ 14.03 million accounting for 0.10%, 0.09% and 0.13% of our total expenses, respectively.

### Insurance

Our operations are subject to hazards inherent in chemical manufacturing facilities such as risk of equipment failure, work accidents, fire, chemical spillage, atmospheric dispersion, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We maintain insurance policies that we believe are customary for companies operating in our industry. Our principal types of coverage include burglary insurance policy, public liability act policy, fire insurance policy, standard fire and special perils policy, motor insurance policies, group health policy, employees compensation policy, workman compensation policy, package insurance policy, money insurance policy, keyman insurance policy, marine export import insurance open policy, directors’ and officers’ liability insurance policy, employers liability policy, terrorism and sabotage insurance, PL products insurance policy, hired in plant insurance policy, management liability insurance policy, personal accident and travel insurance policy.

### Properties

Our Registered and Corporate Office is located at 4th & 5th Floor, Block-A, NDM-1, Netaji Subash Place, North West, Delhi – 110 034, India. Our Registered and Corporate Office is held on a leasehold basis, pursuant to lease agreements valid until February 14, 2030 and February 27, 2030, respectively. The following table sets forth the details of the properties on which our manufacturing facilities are located, as of March 31, 2025, that has been leased/owned by us:

| Manufacturing facility | Address                                                                                                 | Lease validity          | Whether related party transaction (yes/ no) |
|------------------------|---------------------------------------------------------------------------------------------------------|-------------------------|---------------------------------------------|
| Udhampur Facility      | Plot No. 22, SICOP Industrial Complex, Udhampur, Jammu and Kashmir                                      | Up to September 1, 2029 | No                                          |
| Keshwana Facility      | Plot No. SP-14, Industrial Area Keshwana, at Unit Office Neemrana, Kotputli District, Jaipur, Rajasthan | Up to April 27, 2116    | No                                          |
| Bharuch Facility       | Plot No. 4 & 5 GIDC Estate, Bharuch – 392 015, Gujarat                                                  | Up to January 31, 2040  | No                                          |
| Pune Facility          | Plot No. D-18, Kurkumbh Industrial Area, Kurkumbh, Daund District, Pune – 413 802, Maharashtra          | Up to November 10, 2089 | No                                          |
| Una Facility           | Bela Bathri, Tehsil Haroli, District Una, Himachal Pradesh – 174 301                                    | Owned                   | No                                          |
| Kathlal Facility       | Survey No. 717/3 and 717/4, Mouje, Village Kathlal, Taluka Kathlal in the Registration                  | Owned                   | No                                          |

| <b>Manufacturing facility</b> | <b>Address</b>                                                                         | <b>Lease validity</b>   | <b>Whether related party transaction (yes/ no)</b> |
|-------------------------------|----------------------------------------------------------------------------------------|-------------------------|----------------------------------------------------|
|                               | District Kheda, Sub-District Kathlal - 387 630, Gujarat                                |                         |                                                    |
| Kathua Facility               | Plot No.29-32, Industrial Estate, IID Centre, SICOP Govindsar, Kathua – 184 102, J & K | Up to September 5, 2037 | No                                                 |
| Norwich Facility              | Sweet Briar Road, Hellesdon, Norwich NR6 5AP (NK20671, NK79650, NK136076)              | Owned                   | No                                                 |

As on the date of this Draft Red Herring Prospectus, we have leased 94 godowns, 13 offices of which two are owned and 11 are the leased offices, and eight factories of which three are owned, to assist us with the efficient distribution of our products.



## KEY REGULATIONS AND POLICIES

The following is an overview of the relevant sector specific laws and regulations which are applicable to our business and operations in India. The information detailed below has been obtained from publications available in the public domain. The description of laws and regulations set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. For details of government approvals obtained by our Company and Material Subsidiaries under applicable rules and regulations, see “Government and Other Approvals” beginning on page 458.

### Laws related to our Business

#### *The Insecticides Act, 1968 (the “Insecticides Act”)*

The Insecticides Act, as amended, regulates the (i) registration; (ii) licensing; and (iii) quality-control of insecticides.

*Registration:* The definition of insecticides includes fungicides and weedicides. Any person who desires to import or manufacture any insecticide is required to apply to the registration committee under the Insecticides Act, for the registration of such insecticide. The functions of the registration committee include registering insecticides after scrutinizing their formulae and verifying claims made by the importer or the manufacturer, as the case may be, as regards their efficacy and safety to human beings and animals. The registration is granted by a central authority and is effective throughout India.

*Licensing:* Any person who desires to manufacture or to sell, stock or exhibit for sale or distribute any insecticide, or to undertake commercial pest control operations with the use of any insecticide may make an application to the licensing officer for the grant of a license under the Insecticides Act. Our Company is required to obtain a separate license for each place in which we manufacture, sell or stock for sale our products. The license granted may be revoked or suspended or amended, inter alia, for misrepresentation of an essential fact or failure to comply with the conditions subject to which the license was granted or contravention of any of the provisions of the Insecticides Act.

*Quality control:* If the use of an insecticide or a batch thereof is likely to lead to such risk to human beings or animals as to render it expedient or necessary to take immediate action, the Central Government or the State Government may prohibit its sale, distribution or use, by notification, for a specified period pending investigation in the matter. If, as a result of its own investigation or on receipt of a report from the State Government, and after consultation with the registration committee, the Central Government is satisfied that the use of the said insecticide or batch is or is not likely to cause any such risk, it may pass such order as it deems fit.

The Insecticides Act makes it punishable to import, manufacture, sell, stock and exhibit for sale or distribution any misbranded insecticides. An insecticide is deemed to be misbranded if: (i) its label contains any statement, design or graphic representation relating thereto which is false or misleading in any material particular, or if its package is otherwise deceptive in respect of its contents; or (ii) it is an imitation of, or is sold under the name of, another insecticide; or (iii) its label does not contain a warning or caution which may be necessary and sufficient, if complied with, to prevent risk to human beings or animals; or (iv) any word, statement or other information required by or under the Insecticides Act to appear on the label is not displayed thereon in such conspicuous manner as the other words, statements, designs or graphic matter have been displayed on the label and in such terms as to render it likely to be read and understood by any ordinary individual under customary conditions of purchase and use; or (v) it is not packed or labelled as required by or under the Insecticides Act; or (vi) it is not registered in the manner required by or under the Insecticides Act; or (vii) the label contains any reference to registration other than the registration number; or (viii) the insecticide has a toxicity which is higher than the level prescribed or is mixed or packed with any substance so as to alter its nature or quality or contains any substance which is not included in the registration.

*Penalties:* Contravention of the Insecticides Act is punishable with imprisonment or fine or both, with enhanced punishment for repeat offences. Similarly, a person may be imprisoned for a period of six months to three years depending upon the nature of the offence. Further, the prescribed officer under the Insecticides Act has the power to stop the distribution, sale or use of an insecticide for a specified period which he has reason to believe is being distributed, sold or used in contravention of the Insecticides Act. Additionally, if any person is convicted under the Insecticides Act, the stock of insecticide in respect of which the contravention has been made is liable to be confiscated. The Pesticides (Prohibition) Order, 2018 provides a list of 18 pesticides that no person shall manufacture, import, formulate, transport, sell or use from the date specified in the order.

Further, the Government of India introduced a prohibition order on March 31, 2024, which listed down a list of 49 pesticides which are banned for manufacture, import and use, from the date of the order.

We are also required to comply with the guidelines issued by the Central Insecticides Board and Registration Committee (“CIBRC”) and the Insecticides Rules, 1971. The functions of the CIBRC include to advise the Central Government and State Governments on technical matters such as the risk to human beings or animals involved in the use of insecticides and the safety measures necessary to prevent such risk and the manufacture, sale, storage, transport and distribution of insecticides with a view to ensure safety to human beings or animals and to carry out other functions assigned to it by or under the Insecticides Act.

***The Narcotic Drugs and Psychotropic Substances Act, 1985 (“Narcotic Act”), the Narcotic Drugs and Psychotropic Substances Rules, 1985 (“NDPS Rules”) and The NDPS (Regulation of Controlled Substances) Order, 2013 (“NDPS Order 2013”)***

The Narcotic Act sets out the statutory framework for drug law enforcement in India. It prohibits cultivation, production, manufacture, possession, sale, purchase, transportation, warehousing, consumption, inter-state movement, trans-shipment and import and export of narcotic drugs and psychotropic substances, except for medical or scientific purposes. It also controls and regulates selected chemicals, commonly known as precursors, which can be used in the illicit manufacture of narcotic drugs and psychotropic substances. Offences under the Narcotic Act are essentially related to violations of the various prohibitions imposed under it, punishable by both imprisonment and monetary fines. The Narcotic Act was amended in 1989 to mandate death penalty for offences after previous conviction relating to contraventions involving more than certain quantities of specified narcotic drugs and psychotropic substances.

The NDPS Rules established under the Act, provide the detailed regulatory framework for controlling narcotic drugs and psychotropic substances in India. These NDPS rules govern a wide array of activities including cultivation, manufacture, possession, sale, purchase, transport, import, and export of these substances. Activities are permitted only under specific licenses, permits, or authorisations granted by competent authorities, such as the Narcotics Commissioner or State Drug Control authorities. The NDPS Rules contain specific chapters detailing regulations for opium, manufactured drugs, psychotropic substances, essential narcotic drugs, and international trade controls. Special provisions are included for using these substances for medical, scientific, and training purposes, outlining requirements for possession, prescription, and record-keeping.

The NDPS Order 2013, established under the Narcotic Act, provides a detailed regulatory framework for controlling specific precursor chemicals and controlled substances in India. It governs activities such as manufacture, trade, possession, sale, purchase, transport, import, and export of these substances. These activities are permitted only under specific registrations or no objection certificates granted by authorities like the narcotics commissioner or zonal directors of the narcotics control bureau. The NDPS Order 2013 classifies substances into three schedules— schedule A which concerns domestic control, schedule B which concerns export control and schedule C which concerns import control with corresponding regulatory conditions. Special provisions cover transport, international trade, record-keeping, destruction of substances, and quarterly reporting. It also details requirements for labelling, consignment notes, jurisdictional controls, and the maintenance of official records for effective enforcement

***The Pesticides Management Bill, 2020 (the “Pesticides Management Bill”)***

The Pesticides Management Bill was referred to the Parliamentary Standing Committee on Agriculture on June 3, 2021, and is currently pending approval in the Parliament of India. It seeks to replace the Insecticides Act, 1968. It seeks to regulate the import, manufacture, storage, sale, distribution, use and disposal of pesticides with a view to ensure availability of safe and effective pesticides and to minimize the risk to human beings, animals, living organisms other than pests and the environment.

It defines a pest as species, strain or biotype of plant, animal or pathogenic agent that is unwanted or injurious to plants, plant products, human beings, animals, other living creatures and the environment and includes vectors of parasites or pathogens of human and animal diseases and vermin as defined in the Wild Life (Protection) Act, 1972. A pesticide is defined as any substance or mixture of substances, including a formulation of chemical or biological origin intended for preventing, destroying, attracting, repelling, mitigating or controlling any pest in agriculture, industry, pest control operations, public health, storage or for ordinary use, and includes any substance intended for use as a plant growth regulator, defoliant, desiccant, fruit thinning agent, or sprouting inhibitor and any substance applied to crops either before or after harvest to protect them from deterioration during storage and transport.

The Pesticides Management Bill provides that any person seeking to import or manufacture any pesticides for ordinary use, agricultural use, etc. shall have to make an application to the registration committee for a certificate of registration. Further, anyone desiring to manufacture, distribute, exhibit for sale, sell or stock pesticides or undertake pest control operations would have to obtain a license for the same. Such a license can be revoked by the Licensing Officer if the holder contravenes any provisions of the Pesticides Management Bill or rules made thereunder. State Governments may also appoint qualified persons

for sale of extremely toxic or highly toxic pesticides by prescription. Under the Pesticides Management Bill, manufacturing, importing, distributing, selling, exhibiting for sale, transporting, stocking a pesticide, or undertaking pest control operations, without a valid license or with any pesticide that has not been registered in accordance with the provisions of the Pesticides Management Bill is punishable with imprisonment of up to three years, or a fine of not less than Rs. 1 million and extending up to ₹ 4 million, or both.

It also contemplates the constitution of the Central Pesticides Board to advise the Central and state governments on scientific and technical matters arising under the Pesticides Management Bill. It also proposes for the Central Pesticides Board to advise the Central government in making or formulating (i) criteria for good manufacturing practices for pesticide manufacturers (ii) standards to be observed by the Central Pesticides Laboratory and Pesticides Testing Laboratories, (iii) best practices for pest control operators, (iv) standards for working conditions and training for workers, and (v) procedure for recall and disposal of pesticides in an environmentally sound manner. The Board will also frame model protocols to deal with occurrences of poisoning.

### ***The Indian Boilers Act, 1923 (the “Boilers Act”) and the Indian Boiler Regulations 1950 (the “Boiler Regulations”)***

The Boilers Act and rules encompass the regulations for the safe and proper construction, erection, repair, operation, and use of boilers. Under the provisions of the Boilers Act, owners of non-exempted boilers must register their boilers by applying to the inspector (as prescribed by the Boilers Act) with the prescribed documents. The inspector shall fix a date within 30 days of receipt of the application to inspect the boiler and documents. If satisfied that the boiler has not suffered any damage during transit from the place of manufacture to the site of erection, the inspector will forward a report of inspection to the chief inspector. Upon receipt of the report, the chief inspector may register the boiler, assign a register number, and issue a certificate to the owner authorizing the use of the boiler for a period not exceeding 12 months at a pressure deemed fit and in accordance with the regulations. The certificate may be renewed upon expiry or if there has been an accident with the boiler.

The Boiler Regulations were amended by the Indian Boiler (Amendment) Regulations, 2022. This amendment revised the application and examination requirements for attaining authorization by the Central Boiler Board for undertaking inspection and certification of boilers. Any contravention of the provisions of the Boilers Act is punishable with imprisonment of up to two years, a fine of up to ₹0.10 million, or with both. Additionally, regulations under the Boilers Act detail the materials, procedures, and inspection techniques for the manufacture of boilers and boiler mountings and fittings.

The Government of India introduced the Boilers Bill, 2024, as a replacement for the Boilers Act, which it aims to revoke. According to the proposed Boilers Bill, 2024, the Central Government will designate the authority responsible for granting, suspending, or revoking licenses, as well as carrying out other specified functions under the new legislation. The Boilers Bill, 2024 was passed by the Lok Sabha on March 25, 2025, and is currently pending the President's approval.

### ***Legal Metrology Act, 2009 (“LM Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (“Packaged Commodity Rules”)***

The LM Act establishes and enforces standards for weights and measures, regulates trade and commerce involving goods sold by weight, measure, or number. It covers the labelling and packaging of commodities, verification of weights and measures, and lists penalties for offences. The controller of the legal metrology department, prescribed by the LM Act, grants licenses under the LM Act. Manufacturers dealing with weighing and measuring instruments must obtain a license from the state department. Violations can result in monetary penalties, seizure of goods, or imprisonment.

The Legal Metrology (Packaged Commodities) Rules, 2011 (Packaged Commodity Rules) were framed under the LM Act to regulate pre-packing and the sale of packaged commodities. These rules specify the declarations to be made on packages, including the name and address of the manufacturer, dimensions, and weight and measure of the commodity. Amendments in 2017 enhanced consumer protection by removing dual maximum retail price, increasing retail price visibility, and including e-commerce under these rules. The Legal Metrology (Packaged Commodities) (Amendment) Rules, 2023 further strengthen these regulations with stricter packaging and labelling guidelines, improved consumer protection measures, and updated compliance requirements for manufacturers and e-commerce platforms.

### ***The Legal Metrology (National Standards) Rules, 2011 (“National Standards Rules”)***

The National Standards Rules was framed under sub-section (1) and clauses (a), (b), (d) and (e) of sub-section (2) of Section 52 of the LM Act and lay down specific regulations that govern the establishment and maintenance of national measurement standards in India. These rules are designed to ensure uniformity and accuracy in measurements across various sectors, protect consumer interests, and facilitate fair trade. The rules also align with international standards and recommendations, particularly those set by the International Organization of Legal Metrology.

### ***The Explosives Act, 1884 (“Explosives Act”) and the Explosives Rules, 2008***

The Explosives Act is a comprehensive law which regulates the manufacturing, possession, sale, transportation, export and import of explosives. Under the Explosives Act, the word ‘explosive’ is defined to mean *inter alia* any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect. The Central Government may, for any part of India, make rules consistent with this act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act. In furtherance to the purpose of the Explosives Act, the Central Government has notified the Explosive Rules, 2008 in order to regulate the manufacture, import, export, transport and possession for sale or use of explosives.

The Government of India is planning to introduce the draft Explosives Bill, 2024, as a replacement for the Explosives Act, which it aims to revoke. According to the proposed Explosives Bill 2024, the Central Government will designate the authority responsible for granting, suspending, or revoking licenses, as well as carrying out other specified functions under the new legislation.

### ***Plastic Waste Management Rules, 2016 (“PWM Rules”)***

Under the PWM Rules, all institutional generators of plastic waste, are required to *inter alia*, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centers, either on its own or through the authorized waste collection agency. The waste generator shall also take steps to minimize generation of plastic waste. The PWM Rules also require producers, importers and brand owners to collect back the plastic waste generated due to their products.

### ***The Essential Commodities Act, 1955 (“ECA”)***

The Essential Commodities Act, 1955 empowers the Central Government to regulate the production, supply, and distribution of certain essential commodities to ensure their equitable availability and fair prices, as well as for the defence of India or military operations. In pursuance of ECA, several control orders have been issued by various ministries or departments of the Central Government to regulate different aspects of essential 238 commodities such as their production, distribution, quality, movement, and prices. The State Governments have also issued control orders to regulate the trading of essential commodities like food grains, edible oils, sugar, and drugs. The ECA provides for penalties in the form of fines and imprisonment for any violation of its provisions

### ***The Static and Mobile Pressure Vessels (Unfired) Rules 2016 (the “SMPV Rules”)***

The SMPV Rules, regulate the manufacture, filling, delivery, import, modification, and repair of pressure vessels. Under the SMPV Rules, licenses are required for the storage and transportation of compressed gas. The SMPV rules also prescribe conditions under which licenses can be amended, renewed, suspended, or cancelled.

The SMPV Rules are proposed to be amended by the draft Static and Mobile Pressure Vessels (Unfired) Rules (Amendment), 2024 (**“Draft SMPV Rules”**) which propose significant updates to address advancements in technology and align with international standards. Some of the key proposed amendments include updated definitions, enhanced safety measures, revised operational protocols for handling hydrogen and other gases, and a new fee structure for inspections, testing, and certification of pressure vessels.

### ***The Petroleum Act, 1934 (the “Petroleum Act”) and Petroleum Rules, 2002 (the “Petroleum Rules”)***

The Petroleum Act regulates the import, transport, production, refining, storage and blending of petroleum. Further, it empowers the Government to prescribe standards for pipelines, testing apparatus and storage receptacles for petroleum, and to inspect, make entry, search and certify grades of petroleum involved in a particular establishment. The Petroleum Rules require every person importing, transferring, or storing petroleum of particular grades to do so only in accordance with a licence granted under the Petroleum Rules. Every person desiring to obtain a licence to import and store petroleum is required to submit to the licensing authority an application for registration in the prescribed format within the specified time limit. On application for renewal, a license may be renewed provided that a licence which has been granted by the chief controller may be renewed without alteration, by a controller duly authorized by the chief controller.

### ***Bureau of Indian Standards Act, 2016 (“BIS Act”)***

The BIS Act provides for the establishment of a national body, called the Bureau of Indian Standards (“BIS”), for the harmonious development of the activities of standardisation, conformity assessment and quality assurance of goods, articles, processes, systems and services and for matters connected therewith or incidental thereto. The BIS Act provides for the functions of the BIS which includes, among others, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; (c) undertake testing of samples for purposes other than for conformity assessment; and (d) undertake activities related to legal metrology. The BIS Act empowers the Central Government, in consultation with the BIS, to order compulsory use of standard mark for any goods or article of any scheduled industry.

### ***The Electricity Act, 2003 (“Electricity Act”) and The Electricity Rules, 2005 (“Electricity Rules”)***

The Electricity Act consolidates the laws relating to generation, transmission, distribution, trading and use of electricity. It lays down provisions in relation to transmission and distribution of electricity. It states that the Central Electricity Authority may in consultation with the State Government specify suitable measures for specifying action to be taken in relation to any electric line or electrical plant, or any electrical appliance under the control of a consumer for the purpose of eliminating or reducing the risk of personal injury or damage to property or interference with its use.

Electricity Rules define the requirements for captive generating plants, mandating not less than twenty-six percent ownership and fifty-one percent annual consumption by captive users. They also describe the distribution system and require Transmission Licensees to comply with directions from Load Despatch Centres for system availability. Furthermore, distribution licensees are obligated to establish a Consumer Redressal Forum and cooperate with an Ombudsman appointed by the State Commission. The Electricity Rules address tariffs, permit inter-State trading license holders to trade intra-State, and specify procedures for appeals and cognizance of offences under the Electricity Act.

### ***The Solvent, Raffinate, and Slop (Acquisition, Sale, Storage, and Prevention of Use in Automobile) Order, 2000 (the “Solvent, Raffinate and Slop Order, 2000”)***

The Solvent, Raffinate and Slop Order, 2000 issued by the Ministry of Petroleum and Natural Gas of the Government of India, under the Essential Commodities Act, 1955, extends to the whole of India and regulates the acquisition, storage, and sale of solvents, raffinates, and slops to prevent their misuse as automobile fuel or adulterants. It mandates that individuals or businesses must obtain a license from the relevant state government or district magistrate, file quarterly end-use certificates, and report sales to authorities. The order grants any gazetted officers of the central or state government, police officers ranked deputy superintendent or higher, and authorized officers from government or private oil companies ranked Sales Officer or higher the power to search, seize, and test samples for compliance. Under the Solvent, Raffinate and Slop Order, 2000, licenses issued by the state government or the district magistrate or any other officer authorised by the central or the state government are valid for one year and renewable for two years. It empowers state governments to issue necessary directions or compliances from time to time with the approval of the central government. It grants exemption certain oil companies from the provisions of this order.

### ***The Fertiliser (Inorganic, Organic or Mixed) (Control) Order, 1985 (“Fertilizer Order”)***

In exercise of the powers conferred on the Government of India by Section 3 of the Essential Commodities Act, 1955, the Government of India notified the Fertilizer Order. As per the Fertilizer Order, no person shall sell or carry on the business of selling fertilizer without obtaining prior permission of the State Government. The State Government has the power to issue license for trading in fertilizers for a period of three years, which may be renewed, suspended or cancelled at its discretion. Further, the State Government also has the power to issue a certificate of manufacture, without which, no person can carry on the business of manufacture of fertilizers. The Fertilizer Order also prescribes certain standards that are required to be followed during the manufacture of fertilizers. No person can manufacture, import or sell any mixture of fertilizers unless such mixture conforms to the standards laid down by the Government of India vide the Fertilizer Order. Further, the Government of India has the power to regulate prices, and to direct manufacturers/importers to sell fertilizers to particular States, in order to ensure fair and equitable access to farmers across India.

### ***Fertiliser (Movement Control) Order, 1973 (“FM Order”)***

In exercise of the powers conferred on the Government of India by Section 3 of the Essential Commodities Act, 1955, the Government of India notified the FM Order. It prohibits the export of any fertilizer from any state. However, the export of

fertilizers is permitted with the authorisation of the Government of India or an officer of the relevant state government, as the case may be. The FM Order also prescribes conditions for the search and seizure of fertilizers.

### ***Fire prevention laws***

The State legislatures in India have the power to endow the municipalities with the power to implement schemes and perform functions in relation to matters listed in the 12th Schedule to the Constitution of India, which includes fire prevention and firefighting services. Accordingly, the provisions of the state specific fire prevention legislations are applicable in the states which our manufacturing facilities and offices are set up. These legislations include provisions in relation to fire safety and life saving measures by occupiers of buildings, procedure for obtaining no objection certificate and penalties for non-compliances.

### ***Shops and Establishments legislations in various states***

Under the provisions of local shops and establishment legislations applicable in the states in which establishments are set up, establishments are required to be registered under the respective legislations. These legislations regulate the condition of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

## **Environmental Laws**

### ***Environment (Protection) Act, 1986 (the “EP Act”) and the Environment (Protection) Rules, 1986 (the “EP Rules”) read with the Environmental Impact Assessment Notification, 2006 (“EIA Notification”)***

The EP Act has been enacted with the 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, control and abate 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 or stoppage or regulation of the supply of electricity or water or any other service.

The EP Rules prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes, prohibitions and restrictions on the location of industries as well as prohibitions and restrictions on the handling of hazardous substances in different areas for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the spatial extent of potential impacts on human health and resources.

### ***Air (Prevention and Control of Pollution) Act, 1981(the “Air Act”) and Air (Prevention and Control of Pollution) Rules, 1982 (“Air Rules”)***

The Air Act was enacted to provide for the prevention, control and abatement of air pollution in India. It is a specialised piece of legislation which was enacted to take appropriate steps for the preservation of natural resources of the earth, which among other things include the preservation of the quality of air and control of air pollution. We are required to obtain consents under the Air Act.

### ***Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”) and Water (Prevention and Control of Pollution) Board, 1975 (“Water Rules”)***

The Water Act was enacted to control and prevent water pollution and to maintain or restoring of wholesomeness of water in the country. The Water Act was enacted to control and prevent water pollution and for maintaining or restoring the purity of water in India. The objective of this legislation is to ensure that domestic and industrial pollutants are not discharged into streams and wells without adequate treatment. We are required to obtain consents under the Water Act.

The Water (Prevention and Control of Pollution) Amendment Act, 2024 was passed in 2024 and introduces significant updates to the Water Act. Key amendments include the decriminalisation of minor offences related to water pollution, allowing for penalties instead of imprisonment for technical or procedural lapses. It further empowers the central government to exempt certain categories of industrial plants from specific statutory restrictions, streamlining regulatory processes. Additionally, it enhances regulatory oversight and standardization across states, granting the central government authority to prescribe

guidelines for the nomination of chairpersons of State Pollution Control Boards and issue directives regarding industry-related consent.

***Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”), as amended by the Hazardous and Other Wastes (Management and Transboundary Movement) Second Amendment Rules, 2024 (“Amendment Rules”)***

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. A list of hazardous wastes and processes that generate hazardous waste have been specified under the Hazardous Waste Rules. We are required to obtain authorizations for, inter alia, the generation, processing, treatment, package, storage, transportation, use, collection, destruction or transfer of the hazardous waste from the concerned state pollution control board.

***The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989 (“MSIHC Rules”)***

The MSIHC Rules, as amended, stipulate that an occupier in control of an industrial activity has to provide evidence for having identified major accident hazards and having taken adequate steps to prevent such accidents and limiting their consequences to persons and the environment. Further, the occupier has an obligation to show that he has provided necessary information, training and equipment, including antidotes, to the persons working on the site to ensure their safety. They are also under an obligation to notify the concerned authority on the occurrence of a major accident on the site or pipeline within 48 hours of occurrence

***The Chemical Accidents (Emergency Planning Preparedness and Response) Rules, 1996 (“Chemical Accidents Rules”)***

The Chemical Accidents Rules have been promulgated under the EPA for preparedness and response during chemical disasters and the operation of on-site and off-site emergency plans. They provide for the creation of the ‘State Crisis Group’, ‘district crisis groups’ and the ‘local crisis groups’. The major function of the State Crisis Group is to review all district off-site emergency plans in the State with a view to examine their adequacy, to assist the the relevant state governments in the planning, preparedness and mitigation of harm during a major chemical accident, to continuously monitor the post-accident situation arising out of major chemical accident in the State, and to forward a report to the Central Crisis Group, created under the Chemical Accidents Rules. The district crisis groups assist in the preparation of the district off-site emergency plan, reviews all the on-site emergency plans, assists the district administration in the management of chemical accidents at a site in the district, and continuously monitors chemical accidents. The ‘local crisis group’ is a body in the industrial pocket, constituted to deal with chemical accidents and to coordinate efforts in planning, preparedness and mitigation efforts during such an accident.

***The Public Liability Insurance Act, 1991 (“PLI Act”) and the Public Liability Insurance Rules, 1991***

The PLI Act and the Public Liability Insurance Rules, 1991, as amended in 2024, impose liability on the owner or controller of hazardous substances for any damage arising from an accident involving such substances. The amendment in 2024 introduced key updates aimed at strengthening the claims process for environmental damage caused by industrial accidents. A list of hazardous substances covered by the legislation has been enumerated by the government through a notification. Under the law, the owner or handler is required to take out an insurance policy insuring against liability. Additionally, the rules mandate the employer to contribute to the Environmental Relief Fund an amount equal to the premium paid on the insurance policies.

**Industrial and Labour Related Regulations**

***Factories Act, 1948 (“Factories Act”)***

The Factories Act defines a ‘factory’ to cover any premises where 10 or more workers are working, or were working on any day in the preceding 12 months, and in any part of which a manufacturing process is ordinarily carried on with the aid of power, or is ordinarily so carried on, or where 20 more workers are working, or were working on any day in the preceding 12 months, and in any part of which a manufacturing process is ordinarily carried on without the aid of power, or is ordinarily so carried on. The state governments are empowered to make rules requiring the registration or licensing of factories or any class of factories. The Factories Act requires the occupier of the factory to ensure, as far as is reasonably practicable, the health, safety and welfare of all workers while they are at work in the factory. The occupier is required to ensure: (i) that the plants and systems of work at the factory are safe and without risks to health; (ii) safety and absence of risks to health in connection with the use, handling, storage and transport of articles and substances; (iii) the provision of such information, instruction, training and supervision as are necessary to ensure the health and safety of all workers at work, and; (iv) the maintenance of safe working

conditions and working environment. The occupier and manager of a factory may be punished with imprisonment or fine for contravention of the provisions of the Factories Act.

### ***Taxation Laws***

The Goods and Services Tax (“**GST**”) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts, namely, the Central Goods and Services Act, 2017 (“**CGST**”), relevant states’ enactments of the Goods and Services Act, 2017 (“**SGST**”), the Union Territory Goods and Services Act, 2017 (“**UTGST**”), the Integrated Goods and Services Act, 2017 (“**IGST**”), the Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (“**Income Tax Act**”) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of Income Tax Act or rules made there under depending upon its ‘Residential Status’ and ‘Type of Income’ involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government also passed an amendment act, namely The Taxation Laws (Amendment) Act, 2019, to the Income Tax Act, pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

### ***Customs Act, 1962 (“Customs Act”)***

The Customs Act empowers the Central Government to prohibit the export or import of goods for reasons including the maintenance of public order, the maintenance of the security of India, the prevention of smuggling and the prevention of shortage of goods. The Customs Act also governs the detection of illegally imported goods, the detection of illegal export of goods, the valuation of imported and exported goods, the determination of rate of duty and tariff, and the refund of export or import duties in certain cases. The Customs Act prescribes the imposition of penalties or the confiscation of goods in specified circumstances, including the improper export of goods, and empowers any authorised officer of customs to arrest any person who has committed a punishable offence under the Customs Act.

### ***Intellectual Property Laws***

#### ***Trademarks Act, 1999 (“Trade Marks Act”)***

The Trade Marks Act provides for the registration and better protection of trade marks for goods and services and for the prevention of the use of fraudulent marks. The registration of a trademark under the Trade Marks Act confers on the proprietor the exclusive right to the use of the trade mark, and the right to obtain relief in respect of infringement of the trade mark. The registration of a trademark shall be for a period of ten years, but may be renewed from time to time as prescribed under the Trade Marks Act. The Trademarks Act also prescribes penalties for the falsification or false application of trademarks.

#### ***Patents Act, 1970 (“Patents Act”)***

The Patents Act entitles persons claiming to be the true and first inventor of any invention to file an application for a patent with the patent office. A patent granted under the Patents Act confers upon the patentee rights including the exclusive right to prevent third parties from the act of making, selling, using, offering for sale, selling or importing the patented product or using the patented process, as the case may be, without the patentee’s consent. The term of a patent under the Patents Act is twenty years from the date of filing an application for the patent. Further, any patent granted for a drug or medicine is subject to the condition that the import of the drug or medicine by the government for its own use or distribution will not amount to infringement of the patent.

#### ***Designs Act, 2000 (“Designs Act”)***

Designs Act consolidates and amends the law relating to the protection of designs. Designs Act is a complete code in itself and is statutory in nature and protects new or original designs from getting copied which cause loss to the proprietor. The proprietor upon registration gets ‘copyright in design’ for the period of 10 years from the date of registration which can be renewed for a second period of five years, before the expiration of original period of 10 years. The controller registers a design under the Designs Act after verifying that the design of any person, claiming to be the proprietor, is the new or original design which is not previously published anywhere in any country and is not against any public policy or morality. Any obvious or fraudulent



imitation of a design, which is already registered, without the consent of its proprietor, is unlawful. It also prohibits the import of any material which closely resembles a registered design.

### **Laws relating to foreign investment**

Foreign investment in India is governed by the provisions of FEMA Rules along with the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulates the mode of payment and reporting requirements for investments in India by a person resident outside India. The DPIIT on October 29, 2020 has issued the consolidated Foreign Direct Investment Policy of 2020 (“**FDI Policy**”), which lays down certain guidelines and conditions for foreign direct investment in various sectors. As per the FEMA Rules read with the FDI Policy, foreign direct investment in companies engaged in financial services regulated by regulators such as RBI, IRDAI, SEBI and sectors/ activities which are not listed in the Consolidated FDI Policy and the FEMA Rules is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. The FDI Policy allows up to 100% foreign investment under the automatic route for marketplace model of e-commerce and lays down certain conditions with respect to operation of marketplace e-commerce entities such as not exercising any control or ownership over the inventory, providing the name, address and other contact details of the sellers on the platform, not influencing the sale price of the products on the platform, maintaining a level playing field and not mandating any seller to exclusively sell any product on the platform.

For further details, please see “*Restrictions on Foreign Ownership of Indian Securities*” on page 515 of this Draft Red Herring Prospectus.

### **Laws related to Employment**

We are subject to various labour laws for the safety, protection, condition of working, employment terms and welfare of labourers and/or employees of us. We are also subject to other laws concerning condition of working, benefit and welfare of our labourers and employees such as:

- the Apprentices Act, 1961;
- the Child Labour (Prohibition and Regulation) act, 1986;
- the Employees’ Provident Fund and Miscellaneous Provisions Act, 1952;
- the Employees State Insurance Act 1948;
- the Equal Remuneration Act, 1976;
- the Industrial Employment (Standing Orders) Act, 1946;
- the Maternity Benefit Act, 1961;
- the Minimum Wages Act, 1948;
- the Payment of Bonus Act, 1965;
- the Payment of Gratuity Act, 1972;
- the Payment of Wages Act, 1936;
- the Public Liability Insurance Act, 1991;
- the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
- the Workmen’s Compensation Act, 1923.

In order to rationalise and reform labour laws in India, the Government has enacted the following codes:

- **Code on Wages, 2019 (“Code on Wages”)**, which regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. It subsumes four existing laws, namely the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, and the Equal Remuneration Act, 1976.
- **Industrial Relations Code, 2020**, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.
- **Code on Social Security, 2020**, which amends and consolidates laws relating to social security. It governs the constitution and functioning of social security organisations such as the employees’ provident fund and the employees’ state insurance corporation, regulates the payment of gratuity, the provision of maternity benefits, and compensation in the event of accidents to employees, among others. It subsumes various legislations including the Employee’s Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.
- **Occupational Safety, Health and Working Conditions Code, 2020**, amends and consolidates laws regarding the occupational safety, health and working conditions of persons employed in an establishment. It subsumes various legislations including the Factories Act, 1948, and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages and Code on Social Security, 2020 have come into force upon notification by the Ministry of Labour and Employment. The remainder of these codes shall come into force on the day that the Government shall notify for this purpose.

#### ***Competition Act, 2002 (the “Competition Act”)***

The Competition Act is an act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade in India. The Competition Act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The prima facie duty of the Competition Commission of India (“CCI”) is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interests of consumers and ensure freedom of trade. The CCI shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the CCI and Director General (as appointed under Section 16(1) of the Competition Act), he shall be punishable with a fine which may exceed to ₹0.10 million for each day during such failure subject to maximum of ₹10 million as the CCI may determine.

#### ***Consumer Protection Act, 2019 and the rules made thereunder (the “Consumer Protection Act”)***

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. One of the substantial changes introduced by Consumer Protection Act is inclusion of the e-commerce industry under Consumer Protection Act with “e-commerce” defined to refer to the buying and selling of goods or services including digital products over digital or electronic network. Therefore, the Consumer Protection Act aims to cover entities that are involved in the process of selling goods or services online. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums, and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ₹1 million.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief History of our Company

Our Company was incorporated as ‘Safex Chemicals (India) Private Limited’ as a private limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated January 8, 1991, issued by the RoC. Our Company was subsequently converted into a public limited company pursuant to the Board resolution dated December 12, 1994 and special resolution passed by our Shareholders on January 12, 1995 and the name of our Company was changed to ‘Safex Chemicals (India) Limited’. A fresh certificate of incorporation dated March 2, 1995 was accordingly issued by the RoC.

### Changes in the Registered Office

Except as disclosed below, there has been no change in the registered office of our Company since the date of incorporation:

| Effective date of change | Details of change in the registered office                                                                                                                                                                                                                                                              | Reasons for change in the registered office                                                                                |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| February 15, 1991        | The registered office of our Company was shifted from being at 11708/3, Sat Nagar, Karol Bagh, New Delhi, India to M – 6, Mahavir Bhawan, C – 2, Karam Pura Commercial Complex, New Delhi – 110 015, Delhi, India                                                                                       | For the convenience of business operations                                                                                 |
| December 15, 2011        | The registered office of our Company was shifted from being at M – 6, Mahavir Bhawan, C – 2, Karam Pura Commercial Complex, New Delhi – 110 015, Delhi, India to Unit No. 807, 8 <sup>th</sup> Floor, Jaksons Crown Heights, Plot No. 3B1, Twin District Centre, Sector – 10, Rohini, Delhi – 110 085   | For the convenience of business operations                                                                                 |
| December 18, 2011        | The registered office of our Company was shifted from being at Unit No. 807, 8 <sup>th</sup> Floor, Jaksons Crown Heights, Plot No. 3B1, Twin District Centre, Sector – 10, Rohini, Delhi – 110 085 to M – 6, Mahavir Bhawan, C – 2, Karam Pura Complex, New Delhi – 110 015, Delhi, India              | For the convenience of business operations                                                                                 |
| March 24, 2015           | The registered office of our Company was shifted from being at M – 6, Mahavir Bhawan, C – 2, Karam Pura Complex, New Delhi – 110 015, Delhi, India to 807 – 808, 8 <sup>th</sup> Floor, Jaksons Crown Heights, Plot No. 3B1 Twin District Centre, Sector – 10, Rohini, Delhi – 110 085                  | To meet the increased space requirements of our staff.                                                                     |
| November 1, 2021         | The registered office of our Company was shifted from being at 807-808, 8 <sup>th</sup> Floor, Jaksons Crown Heights Plot No. 3B1, Twin District Centre, Sector – 10, Rohini, Delhi – 110 085, India to 4 <sup>th</sup> and 5 <sup>th</sup> Floor, NDM – 1, Netaji Subash Place, Delhi – 110 034, India | To meet the increased space requirements of our staff.                                                                     |
| March 21, 2022           | The registered office of our Company was shifted from being at 4 <sup>th</sup> and 5 <sup>th</sup> Floor, NDM – 1, Netaji Subash Place, Delhi – 110 034, India to 4 <sup>th</sup> and 5 <sup>th</sup> Floor, Block A, NDM – 1, Netaji Subash Place, Delhi – 110 034, India                              | Addition of ‘Block A’ to the existing registered office of the Company, for easier identification of the registered office |

### Main objects of our Company

The main objects contained in our MoA are as follows:

- “1. To manufacture trade, buy, sell, import, export and deal in organic and inorganic chemicals, chemicals compounds, chemical products, acids, alkalis, petro-chemicals tanning, tanning extracts, essences, solvents of all types, intermediaries, paints, varnishes, disinfectants, insecticides, fungicides, diodorants, bio-chemicals, all sizing, bleaching and photographic chemicals.
2. To establish, undertake, acquire, manage and carry on the business of manufacturers, producers, dealers, importers, exporters, buyers, sellers, stockists, suppliers, whole sellers, retailers, jobbers, processors and refiners of chemicals of all kind, detergent, synthetic thinners, paints, varnishes, distempers, magic colours, spirits, plaster of paris, thinners oil, liquers, emulsions, colours and pigments and other chemical products of every nature and compounds, intermediates derivatives.
3. To carry on the business of mines owners, manufacturers, importers, exporters, refiners, processor, pulverisers, traders, buyers, sellers and dealers of all kinds of zinc, sulphuric acid, olems, chloro-sulponic acid, organic and inorganic acids of all kinds, sulphur, zinc sulphate, copper sulphate, magnesium sulphate and other sulphates and all raw materials, chemical and compounds required for the manufacture of the above products or by-products thereof.

4. *To produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all types of industrial chemicals, derivatives, compounds and bye-products thereof and to deal in machineries of all kinds used or required for the business referred to in clause 1 to 3 above.”*

The main objects as contained in our MoA enable our Company to carry on the business presently being carried out and proposed to be carried out.

#### **Amendments to our MoA in the last 10 years**

The amendments to our MoA in the last 10 years are set out below:

| <b>Date of Shareholders' resolution</b> | <b>Details of the amendments</b>                                                                                                                                                                                                                                              |
|-----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| December 30, 2020                       | Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company from ₹ 30,000,000 consisting of 3,000,000 equity shares of face value of ₹ 10 each to ₹ 40,000,000 consisting of 4,000,000 equity shares of face value of ₹ 10 each.   |
| July 19, 2021                           | Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company from ₹ 40,000,000 consisting of 4,000,000 equity shares of face value of ₹ 10 each to ₹ 150,000,000 consisting of 15,000,000 equity shares of face value ₹ 10 each.    |
| July 19, 2021                           | Clause V of the MoA was amended to reflect the sub-division in the authorized share capital of our Company from ₹ 150,000,000 consisting of 15,000,000 equity shares of face value ₹ 10 each to ₹ 150,000,000 consisting of 150,000,000 equity shares of face value ₹ 1 each. |
| August 25, 2022                         | Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company from ₹ 150,000,000 consisting of 150,000,000 equity shares of face value ₹ 1 each to ₹ 200,000,000 consisting of 200,000,000 equity shares of face value ₹ 1 each.     |

#### **Major events and milestones of our Company**

The table below sets forth the major events and milestones in the history of our Company:

| <b>Calendar Year</b> | <b>Particulars</b>                                                                                                                                                                                                                                                                                                                                                                                                                       |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1991                 | Our Company was incorporated                                                                                                                                                                                                                                                                                                                                                                                                             |
| 2013                 | Incorporation of our Subsidiary, Smith N Smith Chemicals Limited                                                                                                                                                                                                                                                                                                                                                                         |
| 2015                 | CRISIL Limited assigned its 'CRISIL BBB+/Stable/CRISIL A2' ratings to the bank facilities of our Company                                                                                                                                                                                                                                                                                                                                 |
| 2016                 | Investment in our Company by Banyan Tree Growth Capital II, LLC                                                                                                                                                                                                                                                                                                                                                                          |
| 2018                 | Implementation of SAP platform by our Company<br>CRISIL upgraded its rating on the long-term bank facilities of our Company to 'CRISIL A-/Stable' from 'CRISIL BBB+/Positive'                                                                                                                                                                                                                                                            |
| 2021                 | Completion of the acquisition of Shogun Organics Limited<br>Investment in our Company by Sarcoline Limited, an affiliate of Chrys Capital<br>CRISIL Ratings upgraded its rating on the long-term bank facilities of our Company to 'CRISIL A/Stable' from 'CRISIL A-/Stable', and assigned the short-term facilities of our Company with a rating of 'CRISIL A1'<br>Completion of the acquisition of Shogun Lifesciences Private Limited |
| 2022                 | Acquisition of Briar Chemicals Limited                                                                                                                                                                                                                                                                                                                                                                                                   |
| 2025                 | Launch of our ag-tech platform “GoldenFarms”, through our Subsidiary, Shogun Lifesciences Private Limited                                                                                                                                                                                                                                                                                                                                |

#### **Awards, accreditations, and accolades received by our Company**

The table below sets forth key awards, accreditations and accolades received by our Company:

| <b>Calendar Year</b> | <b>Particulars</b>                                                                                                                                                                                                                      |
|----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2025                 | Our Company was awarded for the 'Best Use of Data and Analytics (Gold)' by BW Business World<br>Our Company was awarded the 'Outstanding Innovation: Chemical Synthesis Winner' award' at PMFAI-SML Annual Agchem Awards 2025           |
| 2024                 | Our brand 'Safex' was recognized as one of the 'Best Brands of 2024' by ET Edge<br>Our Company's Udhampur Facility received ISO 9001:2015 accreditation for Quality Management Systems                                                  |
| 2023                 | Our Company's Udhampur Facility received ISO 14001:2015 accreditation for Environmental Management System<br>Our Company's Udhampur Facility received ISO 45001:2018 accreditation for Occupational Health and Safety Management System |
| 2022                 | Our Company's Keshwana Facility received ISO 9001:2015 accreditation for Quality Management Systems<br>Our Company's Keshwana Facility received ISO 14001:2018 accreditation for Environmental Management System                        |

| Calendar Year | Particulars                                                                                                   |
|---------------|---------------------------------------------------------------------------------------------------------------|
|               | Our Company's Keshwana Facility received ISO 45001:2018 accreditation for Health and Safety Management System |
| 2017          | Our Company was recognized as one of 'Asia's Greatest Brands 2017' by Asia One                                |

### 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 our business operations.

### Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks

There have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

### Significant financial or strategic partners

As of the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

### 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, capacity/ facility creation or location of plants, see "Our Business – Business Operations" and "- Major events and milestones of our Company" on pages 233 and 256, respectively.

### 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 nor has the Company undertaken any merger or amalgamation or revaluation of assets in the last 10 years:

All the terms defined below for a particular agreement shall be specific to the description of the agreements included in this section.

#### A. Acquisition of Him Bio Agro

Our Company acquired control by way of entering as a partner of 80% profit sharing ratio in Him Bio Agro, with effect from June 16, 2016, by of a partnership deed dated June 16, 2016 entered into by and amongst our Company, Rajesh Kumar Jindal, Sahil Chaudhary, Piyush Jindal and Indo Swiss Chemicals Limited.

No consideration was paid by our Company for the above acquisition and no valuation report was obtained for the same.

#### B. Acquisition of JayCee Lifesciences

Our Company acquired control by way of entering as a partner having 96% profit sharing ratio in JayCee Lifesciences, with effect from July 1, 2020, by of a partnership deed dated July 1, 2020 entered into by and amongst our Company, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal.

No consideration was paid by our Company for the above acquisition and no valuation report was obtained for the same.

#### C. Acquisition of Shogun Organics Limited

- I. Share purchase agreement dated August 13, 2019 ("**Original SOL SPA I**") entered into by and amongst Amit Ramaswamy Kalyanaraman, K. Sharda, Lata Mohan Iyer, Sapna Amit Ramaswamy (together, the "**SOL SPA I Sellers**"), the Company and Shogun Organics Limited ("**SOL**") as amended by the amendment and supplementary agreement dated December 26, 2019 ("**Amendment Agreement I**"); amendment and supplementary agreement dated March 20, 2020 ("**Amendment Agreement II**"), amendment and supplementary agreement dated June 25, 2020 ("**Amendment Agreement III**"), and the addendum to the share purchase agreement dated September 18, 2021

*(“Addendum to SOL SPA I” and together with Original SOL SPA I, Amendment Agreement I, Amendment Agreement II, and Amendment Agreement III, the “SOL SPA I”) entered into by and amongst the Sellers, the Company and SOL*

- II. *Share purchase agreement dated August 13, 2019 (“Original SOL SPA II”) entered into by and amongst Avalokiteshvar Valinv Ltd., Renaissance Asset Management Co. Pvt. Ltd. (together, the “SOL SPA II Sellers”), the Company and Shogun Organics Limited (“SOL”) as amended by the amendment and supplementary agreement dated December 26, 2019 (“Amendment Agreement I”) and amendment and supplementary agreement dated March 20, 2020 (“Amendment Agreement II” and together with Original SPA I, and Amendment Agreement I, the “SOL SPA II”) entered into by and amongst the Sellers, the Company and SOL*

Our Company, pursuant to the SOL SPA I and SOL SPA II, purchased 7,755,076 equity shares (“Sale Shares”) of SOL of face value of ₹ 10 each from the SOL SPA I Sellers and SOL SPA II Sellers, amounting to 100% of the issued, subscribed and paid-up equity share capital of SOL for a total consideration of ₹ 1,066.04 million, in multiple tranches, beginning from June 29, 2020 and with the final tranche of Sale Shares being acquired on September 24, 2021. Basis SOL SPA I and SOL SPA II our Company acquired control of SOL through holding 59.07% of the issued, subscribed and paid-up equity share capital of SOL with effect from July 6, 2020.

No valuation report was obtained in relation to these transactions.

None of our Promoters or Directors are neither related to the SOL SPA I Sellers nor the SOL SPA II Sellers.

**D. Acquisition of Shogun Lifesciences Private Limited**

- I. *Share purchase agreement dated May 13, 2021 (“SLPL SPA”) entered into by and amongst Pareshbhai Girishbhai Patel, Kinnariben Pareshbhai Patel (together, the “Sellers”), Shogun Lifesciences Private Limited (“SLPL”) and Shogun Organics Limited (“SOL”)*

SOL and Piyush Jindal (in the capacity of a nominee shareholder of SOL), pursuant to the SLPL SPA, purchased 399,999 equity shares and one equity share (held by Piyush Jindal, in the capacity of a nominee shareholder of SOL), respectively, of SLPL, having face value of ₹ 10 each (“SLPL Shares”), from Pareshbhai Girishbhai Patel and Kinnariben Pareshbhai Patel, respectively, amounting to 99.99% and 0.01% of the paid-up equity share capital of SLPL, respectively, and aggregating to 100% of the paid-up equity share capital of SLPL. The SLPL Shares were acquired for a total consideration of ₹ 4.0 million, with effect from the Closing Date, as defined in the SLPL SPA. The effective date for the acquisition of SLPL Shares by SOL and Piyush Jindal, respectively, was July 27, 2021.

No valuation report was obtained in relation to SLPL SPA.

None of our Promoters or Directors are related to the Sellers.

Further, by way of transfers noted by the board of directors of SLPL by way resolutions dated November 12, 2021, our Company and Piyush Jindal (in capacity of a nominee shareholder of our Company, acquired 100% of the of the paid-up equity share capital of Shogun Lifesciences, from SOL, for a consideration of ₹ 4.00 million. These transfers were noted by the board of directors of Shogun Lifesciences, by way of resolutions passed on November 12, 2021.

Our Promoters hold equity shares in SOL (in the capacity of nominee shareholders of our Company) and are also directors in SOL. Except to this aforesaid extent, our Directors are not related to SOL.

**E. Acquisition of Briar Chemicals Limited**

- I. *Share purchase agreement dated October 10, 2022 (“Briar SPA”) entered into by and amongst Briar Holding GmbH (“Seller”), AURELIUS Equity Opportunities SE & Co. KGaA, (“Seller Guarantor”), Safex Holdings UK Limited (“Purchaser”) and our Company.*

The Purchaser, pursuant to the Briar SPA, agreed to purchase from the Seller, one ordinary share, amounting to 100.00% the issued share capital of Briar Chemicals Limited for a consideration of £73.00 million (₹ 6,667.09 million, assuming a conversion rate of £ 1 = Rs 91.33, as on October 10, 2022), paid in cash, with effect from the completion date defined the Briar SPA, being October 10, 2022. The valuation for this acquisition was carried out by Corporate Capital Ventures Private Limited, registered valuer, pursuant to their valuation memorandum dated August 26, 2022, prepared using discounted cash flow method.

None of our Promoters or Directors are related to the Seller.

### **Shareholders' agreements and other agreements**

Except as disclosed below and in this section, there are no other inter-se agreements, arrangements, deeds of assignment, acquisition agreements, shareholders' agreements or agreements of a like nature, or agreements comprising material clauses or covenants, which are material to our Company, or which contain clauses or covenants which are adverse or prejudicial to the interests of minority shareholders or public shareholders.

All the terms defined below for a particular agreement shall be specific to the description of the agreements included in this section.

#### ***Shareholders' agreements***

Details of subsisting shareholder's agreements among our shareholders vis-à-vis our Company, which our Company is aware of, as on the date of this Draft Red Herring Prospectus, are provided below:

##### ***Shareholders' Agreement***

***Shareholders' agreement dated March 1, 2021 ("Original SHA"), entered into by and amongst the Company, Sarcoline Limited, Anchor Partners, Sage Investment Trust and Raghunathan Hariharan ("SHA Investors"), Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal ("Promoters"), Veena Jindal, Sahil Chaudhary, Ishan Jindal, Garima Chaudhary ("Promoter Group Shareholders"), Rachna Chaudhary, Mehak Chaudhary, Kiran Jindal, Karishma Jindal, Nivedita Jindal, Vidhi Chand Mittal, Ashish Aggarwal, AKB Family Office LLP, Parul Bansal, Bharat Bhushan Jindal, Sangita Aggarwal, Bodhi Tree Corporate Advisors LLP, Pooja Bansal, Krishan Kumar Jindal, Sanjiv Gupta, Hanish Kumar Gupta, Kiran Aggarwal, Abhay Kumar Gupta, Himanshu Singhal, Manju Pathak Khulbe, Rajni Bansal, Ashok Gaimdmal Surana, Sanket Agarwal, Dr. S R Gautam, Sima Agarwal, Shweta Aggarwal, Vinod Kumar Garg, Shashikant Rathi, Mithlesh Singh, Sanjeev Mittal, Raunak Gupta, Priyanka Gupta, Giriraj Gupta, Anil Agarwal, Nakul Agarwal, Varinder Kaur, Nirmala Gupta, Rubina Arora, Kamlesh Kumar Gupta, Dinesh Gupta, Pragati Ryali Gupta, Sanyogita Chauhan and Mishika Jindal ("Other Shareholders", and together with the "Promoter Group", "Key Shareholders"), read with deeds of adherence dated August 9, 2021, October 31, 2022, March 17, 2025 and May 17, 2025 ("Deeds of Adherence"), as amended pursuant to the amendment agreement dated June 24, 2025 ("SHA Amendment Agreement", and the Original SHA read together with the Deeds of Adherence and amended by the SHA Amendment Agreement, the "Shareholders Agreement" or "SHA").***

The SHA sets out the rights and obligations of the parties thereto in relation to their respective shareholding in the Company and other rights including governance and management of the Company and matters in connection therewith.

Under the SHA, as amended by the SHA Amendment Agreement, the Promoters at all times shall have the right to nominate four directors on the Board ("**Promoter Directors**") and Sarcoline Limited shall have the right to nominate two directors ("**Investor Director(s)**") on the Board until such time that the SHA Investors (along with their respective affiliates) hold more than such number of Equity Shares of the Company which on a fully diluted basis will be equivalent to 669,824 Equity Shares (which will stand proportionately adjusted in case of any corporate action, including sub-division, bonus issuance, reclassification of shares, consolidation of shares) in the Company and, thereafter, shall be entitled to nominate one director on the Board until such time that the SHA Investors (along with their affiliates) hold more than such number of Equity Shares of the Company which on a fully diluted basis will be equivalent to 200,947 Equity Shares (which will stand proportionately adjusted in case of any corporate action, including sub-division, bonus issuance, reclassification of shares, consolidation of shares) ("**Threshold**"). In terms of the SHA, Sarcoline Limited also has affirmative voting rights on certain matters in relation to our Company and Subsidiaries (together the "**Company Group**"), including for any amendments to the charter documents, any modifications to the capital structure and change in the size or composition of the board of directors. The SHA Investors also have anti-dilution rights, as well as inspection rights including the inspection of the assets, premises, books and records and accounts of any member of the Company Group and its Affiliates (as defined under the SHA). The SHA Amendment Agreement states that after listing and commencement of trading of Equity Shares of our Company on the Stock Exchanges pursuant to the Offer (the "**Completion of the Offer**"), our Company shall include an agenda item for approval by the Shareholders by way of a special resolution in the first general meeting held after Completion of the Offer to amend the Articles of Association of our Company to grant the Promoters and Sarcoline Limited the abovementioned rights to nominate the Promoter Directors and Investor Directors, respectively, which

shall be in compliance with applicable laws, including the SEBI Listing Regulations. Such rights will be subject to similar approval of Shareholders at every five-year interval or as may be required under applicable laws.

Under the terms of the SHA, as amended by the SHA Amendment Agreement, the Company, Promoters and the Promoter Group Shareholders have agreed to, jointly and severally, indemnify the SHA Investors and their affiliates, directors, officers, employees, representatives and advisors, for *inter alia*, (i) any breach of any representation or warranty or a misrepresentation made by the Company, the Promoters and/or the Promoter Group Shareholders contained in the SHA; or (ii) any non-fulfilment or breach of certain specified covenants of the Company, the Promoters and/or the Promoter Group Shareholders as set forth in the SHA, subject to applicable law and there being no direction, order or communication to the contrary from SEBI, the Stock Exchanges or any other regulatory authority. Further, under the terms of the SHA Amendment Agreement, the Company, Promoters and Promoter Group Shareholders shall not indemnify the SHA Investors, for any incorrect information given by the SHA Investors, solely in relation to such SHA Investor and its respective portion of shares being sold as part of the Offer for Sale, for inclusion in the offer documents.

In accordance with the terms of the SHA Amendment Agreement, the SHA shall stand automatically terminated, upon the Completion of the Offer, except for certain clauses relating to among other things, the definitions, representations and warranties, confidentiality, costs, governing law and dispute resolution that will continue to survive such termination. The SHA Amendment Agreement will stand automatically terminated on occurrence of the earlier of the following events or dates: (a) if the Offer has not been consummated on or before the IPO Date (as defined in the SHA) or prior to expiry of 12 months from the date of receipt of the final observations from the SEBI in relation to the DRHP; or (ii) the date on which the Board or IPO Committee decides not to undertake the Offer or decides to withdraw the Offer or the date on which the Offer is terminated or fails for any other reason or the date of rejection or return of the DRHP by SEBI; or (iii) if the Company is unable to achieve the Completion of the Offer, filing of the Red Herring Prospectus with the RoC; or (iv) such other date as may be mutually agreed to in writing among the Parties to the SHA Amendment Agreement (“**IPO Long Stop Date**”).

#### *Family Settlement Arrangement*

***Memorandum of family arrangement dated June 30, 2025 (“Family Agreement”) entered into by and amongst Surinder Kumar Chaudhary, Rachna Chaudhary, Sahil Chaudhary, Garima Chaudhary, Mehak Chaudhary (“SK Chaudhary Family”), Rajesh Kumar Jindal, Ishan Jindal, Kiran Jindal and Mishika Jindal (“RK Jindal Family”), Veena Jindal, Neeraj Kumar Jindal and Nivedita Jindal (“Neeraj Jindal Family”), Piyush Jindal, Veena Jindal and Karishma Jindal (“Piyush Jindal Family”) (Collectively, “Parties” or “Family Groups”)***

The Parties have entered into the Family Agreement to set out the terms and conditions governing their inter-se relationship with respect to our Company on and from the date of the Family Agreement in order to ensure good governance vis-à-vis the Company and obviate future disputes among the members of the families. Further, the Family Agreement also provides clarity on how the internal governance and ownership of the shares will continue in the future.

In terms of the Family Agreement, each of the families shall be entitled to nominate only one director on the Board and in the event if the shareholding of any family group in our Company falls below the lower of the following thresholds: (a) 5% of the total shareholding; or (b) 14% of promoter shareholding, then their right to nominate respective directors shall fall away and the Parties shall ensure that the relevant director submits their resignation letters to the Company, together with any other documents as may be required under applicable laws, to give effect to such resignation. Further, the Parties shall endeavor to arrive at a consensus on all matters which are on the agenda for discussion at a general meeting of the Company, prior to such meeting. The Parties shall exercise their voting rights in respect of their respective shares at the general meeting in accordance with such consensus.

Further, it has been agreed that if any of the Family Groups wishes to transfer any of their respective equity shares above 0.5% of the total share capital of our Company, shall be subject to a right of first offer and right of first refusal in favour of the Family Groups, exercisable in accordance with the provisions of the Family Agreement.

#### ***Other agreements***

Except as disclosed below, our Company has not entered into any subsisting material agreements and there are no other agreements / arrangements entered into by our Company or clauses / covenants applicable to our Company, which are material and 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, including with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business:

*Share purchase and share subscription agreements*

**I. *Subscription and shareholders' agreement dated February 20, 2016, entered into by and amongst our Company, Veena Jindal, Surinder Kumar Chaudhary, Neeraj Kumar Jindal, Piyush Jindal, Rajesh Kumar Jindal, Ishan Jindal, Sahil Chaudhary and BanyanTree Growth Capital II, LLC ("BT SSA")***

Pursuant to the BT SSA, BanyanTree Growth Capital II, LLC agreed to subscribe to and the Company agreed to issue and allot 100 equity shares of the Company of face value of ₹ 10 each and 6,000 compulsorily convertible debentures of the Company, having a face value of ₹ 100,000 each ("CCDs"), for a consideration of ₹ 600.00 million for the CCDs and ₹ 87,986 for the equity shares. For further details regarding the allotment of the equity shares pursuant to BT SSA, please see "Capital Structure – Notes to the Capital Structure – 1. Share capital history of our Company – (b) Secondary Transactions" on page 88.

**II. *The Securities Purchase Agreement dated March 1, 2021 ("Chrys SPA") was entered into by and amongst Sarcoline Limited ("Sarcoline"), Safex Chemicals (India) Limited (the "Company"), and BanyanTree Growth Capital II, LLC ("Seller").***

Pursuant to the SPA, Sarcoline agreed to purchase from the Seller, 100 equity shares of our Company having face value of ₹10 each, and 6,000 compulsorily convertible debentures ("CCDs") of the Company, for an aggregate consideration of ₹0.30 million for the equity shares and ₹2,076.85 million for the CCDs. The transfer of equity shares and CCDs was taken on record by our Board, by way of its meeting dated March 23, 2021. For further details regarding the allotment of the equity shares pursuant to the Chrys SPA, please see "Capital Structure – Notes to the Capital Structure – 1. Share capital history of our Company" on page 84.

**III. *Securities subscription and purchase agreement dated March 1, 2021 entered into by and amongst our Company, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, Piyush Jindal, Veena Jindal, Sahil Chaudhary, Ishan Jindal, Sarcoline Limited, Anchor Partners, Sage Investment Trust and Raghunathan Hariharan (together, with Sarcoline Limited, Anchor Partners, Sage Investment Trust and Raghunathan Hariharan collectively being known as the "SSPA Investors", and such securities subscription and purchase agreement, the "SSPA")***

Pursuant to the SSPA, Sarcoline Limited agreed to subscribe to 394,015 equity shares of our Company having face value of ₹ 10 each for an aggregate consideration of ₹1,200.00 million, and the SSPA Investors agreed to purchase 118,204 equity shares of our Company, having face value of ₹ 10 each, from Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Veena Jindal for an aggregate consideration of ₹ 356.79 million. For further details regarding the respective allotment to each SSPA Investor and respective transfers of the equity shares pursuant to SSPA, please see "Capital Structure – Notes to the Capital Structure – 1. Share capital history of our Company – (a) Equity share capital" and "Capital Structure – Notes to the Capital Structure – 1. Share capital history of our Company – (a) Secondary transactions" on page 88.

**IV. *Subscription agreement dated August 30, 2022, entered into by and amongst Sarcoline Limited, Anchor Partners, Sage Investment Trust, Raghunathan Hariharan, our Company, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, Piyush Jindal, Veena Jindal, Sahil Chaudhary, Ishan Jindal, Nivedita Jindal and Karishma Jindal ("SSA I")***

Pursuant to the SSA I, Sarcoline Limited, Anchor Partners, Sage Investment Trust and Raghunathan Hariharan agreed to subscribe to a total of 24,162,123 equity shares of the Company of face value of ₹ 1 each for a consideration of ₹ 2,400.02 million. For further details regarding the respective allotment of the equity shares to Sarcoline Limited, Anchor Partners, Sage Investment Trust and Raghunathan Hariharan pursuant to SSA I, please see "Capital Structure – Notes to the Capital Structure – 1. Share capital history of our Company" on page 84.

**V. *Subscription agreement dated October 31, 2022, entered into by and amongst Safex Ventures LLP, Piyush Jindal, Neeraj Kumar Jindal, Veena Jindal, Rachna Chaudhary, Mehak Singla, Kiran Jindal and our Company ("Safex SSA")***

Pursuant to the Safex SSA, Safex Ventures LLP, Piyush Jindal, Neeraj Kumar Jindal, Veena Jindal, Rachna Chaudhary, Mehak Singla, Kiran Jindal collectively agreed to subscribe to and the Company agreed to issue and allot a total of 2,458,500 equity shares of the Company of face value of ₹ 1 each for a consideration of ₹ 244.20 million. For further details regarding the allotment of the equity shares pursuant to Safex SSA, please see “*Capital Structure – Notes to the Capital Structure – 1. Share capital history of our Company*” on page 84.

## Holding Company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

## Our Subsidiary, associates and joint ventures

As on the date of this Draft Red Herring Prospectus, our Company has 10 subsidiaries and one indirect subsidiary. Our Company does not have any joint ventures or associates.

## Our Subsidiaries

### 1. Indo Swiss Chemicals Limited (“Indo Swiss”)

#### Corporate Information

Indo Swiss is a public limited company, incorporated under the Companies Act 1956, pursuant to a certificate of incorporation dated March 25, 2011, issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh at Chandigarh. The registered office of Indo Swiss is at 4<sup>th</sup> and 5<sup>th</sup> Floor, Block – A, NDM-1, Netaji Subhash Place, North West, New Delhi – 110 034, Delhi, India. Its CIN is U24100DL2011PLC348839.

#### Nature of Business

Indo Swiss is engaged in the business of, *inter alia*, trading pesticides and agro-chemicals including insecticides, herbicides, fungicides, fertilisers, plant growth regulators, micro-nutrient fertilisers and the manufacture, trade, buy, sell, import, export and deal in organic and inorganic chemicals, chemicals compounds, chemical products, acids, alkalis, petro-chemicals tanning, tanning extracts, essences, solvents of all types, intermediaries, paints, varnishes, disinfectants, insecticides, fungicides, deodorants, bio-chemicals, all sizing, bleaching and photographic chemicals.

#### Capital Structure

The capital structure of Indo Swiss is as follows:

| Particulars                                      | Amount<br>(in ₹) |
|--------------------------------------------------|------------------|
| <b>Authorised capital</b>                        |                  |
| 500,000 equity shares of face value of ₹ 10 each | 5,000,000        |
| <b>Issued, subscribed and paid-up capital</b>    |                  |
| 53,000 equity shares of face value of ₹ 10 each  | 530,000          |

#### Shareholding Pattern

The shareholding pattern of Indo Swiss is as follows:

| Sr. No.      | Name of the shareholder         | No. of equity shares of ₹ 10 each | Percentage of total equity shareholding (%) |
|--------------|---------------------------------|-----------------------------------|---------------------------------------------|
| 1.           | Safex Chemicals (India) Limited | 52,993                            | 99.99                                       |
| 2.           | Neeraj Kumar Jindal*            | 1                                 | Negligible                                  |
| 3.           | Piyush Jindal*                  | 1                                 | Negligible                                  |
| 4.           | Veena Jindal*                   | 1                                 | Negligible                                  |
| 5.           | Surinder Kumar Chaudhary*       | 1                                 | Negligible                                  |
| 6.           | Sahil Chaudhary*                | 1                                 | Negligible                                  |
| 7.           | Rajesh Kumar Jindal*            | 1                                 | Negligible                                  |
| 8.           | Ishan Jindal*                   | 1                                 | Negligible                                  |
| <b>Total</b> |                                 | <b>53,000</b>                     | <b>100.00</b>                               |

\* Holding equity shares in capacity of nominee shareholders of our Company.

## 2. Smith N Smith Chemicals Limited (“SSCL”)

### Corporate Information

SSCL is a public limited company, incorporated under the Companies Act 1956, pursuant to a certificate of incorporation dated May 17, 2013, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi. The registered office of SSCL is at 4<sup>th</sup> and 5<sup>th</sup> Floor, Block – A, NDM-1, Netaji Subhash Place, North West, New Delhi – 110 034, Delhi, India. Its CIN is U24100DL2013PLC252186.

### Nature of Business

SSCL is engaged in the business of, *inter alia*, trading pesticides and agro-chemicals including insecticides, herbicides, fungicides, fertilisers, plant growth regulators, micro-nutrient fertilisers and the business of manufacturing, processing, trading and marketing of pesticides, insecticides and related products used in industrial and domestic purpose.

### Capital Structure

The capital structure of SSCL is as follows:

| Particulars                                      | Amount<br>(in ₹) |
|--------------------------------------------------|------------------|
| <b>Authorised capital</b>                        |                  |
| 250,000 equity shares of face value of ₹ 10 each | 2,500,000        |
| <b>Issued, subscribed and paid-up capital</b>    |                  |
| 100,000 equity shares of face value of ₹ 10 each | 1,000,000        |

### Shareholding Pattern

The shareholding pattern of SSCL is as follows:

| Sr. No.      | Name of the shareholder         | No. of equity shares of ₹ 10 each | Percentage of total equity shareholding (%) |
|--------------|---------------------------------|-----------------------------------|---------------------------------------------|
| 1.           | Safex Chemicals (India) Limited | 99,993                            | 99.99                                       |
| 2.           | Neeraj Kumar Jindal*            | 1                                 | Negligible                                  |
| 3.           | Piyush Jindal*                  | 1                                 | Negligible                                  |
| 4.           | Veena Jindal*                   | 1                                 | Negligible                                  |
| 5.           | Surinder Kumar Chaudhary*       | 1                                 | Negligible                                  |
| 6.           | Sahil Chaudhary*                | 1                                 | Negligible                                  |
| 7.           | Rajesh Kumar Jindal*            | 1                                 | Negligible                                  |
| 8.           | Ishan Jindal*                   | 1                                 | Negligible                                  |
| <b>Total</b> |                                 | <b>100,000</b>                    | <b>100.00</b>                               |

\* Holding equity shares in capacity of nominee shareholders of our Company.

## 3. Shogun Lifesciences Private Limited (“SLPL”)

### Corporate Information

SLPL is a private limited company, incorporated under the Companies Act, pursuant to a certificate of incorporation dated April 3, 2021, issued by the Registrar of Companies, Central Registration Centre at Manesar (“CRC”). The registered office of SLPL is at 4th and 5th Floor, Block - A, NDM-1, Netaji Subhash Place, North West, New Delhi – 110 034, Delhi, India. Its CIN is U24299DL2021PTC379521.

### Nature of Business

SLPL is engaged in the business of, *inter alia*, production and distribution of agrochemicals such as aluminium phosphide and zinc phosphide.

### Capital Structure

The capital structure of SLPL is as follows:

| Particulars                                        | Amount<br>(in ₹) |
|----------------------------------------------------|------------------|
| <b>Authorised capital</b>                          |                  |
| 5,000,000 equity shares of face value of ₹ 10 each | 50,000,000       |
| <b>Issued, subscribed and paid-up capital</b>      |                  |
| 400,000 equity shares of face value of ₹ 10 each   | 4,000,000        |

#### Shareholding Pattern

The shareholding pattern of SLPL is as follows:

| Sr. No.      | Name of the shareholder         | No. of equity shares of ₹ 10 each | Percentage of total equity shareholding (%) |
|--------------|---------------------------------|-----------------------------------|---------------------------------------------|
| 1.           | Safex Chemicals (India) Limited | 399,999                           | 99.99                                       |
| 2.           | Piyush Jindal*                  | 1                                 | Negligible                                  |
| <b>Total</b> |                                 | <b>400,000</b>                    | <b>100.00</b>                               |

\* Holding equity shares in capacity of nominee shareholders of our Company.

#### 4. Shogun Organics Limited (“SOL”)

##### Corporate Information

SOL was incorporated as a public limited company, under the Companies Act 1956, as ‘GoodKnight Insecticides Limited’ pursuant to a certificate of incorporation dated September 9, 1993, issued by the Registrar of Companies, Maharashtra at Bombay. Subsequently, the name was changed to its present name i.e. Shogun Organics Limited, pursuant to a fresh certificate of incorporation dated January 17, 1995, issued by the Registrar of Companies, Maharashtra at Bombay. Further, pursuant to a change in SOL’s registered office from the state of Maharashtra to the state of Delhi, a certificate of registration of regional director order in relation to the change of State was issued by the RoC on May 30, 2024. The registered office of SOL is at 4th and 5th Floor, Block - A, NDM-1, Netaji Subhash Place, Shakur Pur I Block, North West, New Delhi – 110 034, Delhi, India. Its CIN is U99999DL1993PLC432040.

##### Nature of Business

SOL is engaged in the production of specialty chemicals (like technical and intermediates) for pesticides and insecticides.

##### Capital Structure

The capital structure of SOL is as follows:

| Particulars                                         | Amount<br>(in ₹) |
|-----------------------------------------------------|------------------|
| <b>Authorised capital</b>                           |                  |
| 14,000,000 equity shares of face value of ₹ 10 each | 140,000,000      |
| <b>Issued, subscribed and paid-up capital</b>       |                  |
| 7,755,076 equity shares of face value of ₹ 10 each  | 77,550,760       |

#### Shareholding Pattern

The shareholding pattern of SOL is as follows:

| Sr. No.      | Name of the shareholder         | No. of equity shares of ₹ 10 each | Percentage of total equity shareholding (%) |
|--------------|---------------------------------|-----------------------------------|---------------------------------------------|
| 1.           | Safex Chemicals (India) Limited | 7,755,070                         | 99.99                                       |
| 2.           | Neeraj Kumar Jindal*            | 1                                 | Negligible                                  |
| 3.           | Piyush Jindal*                  | 1                                 | Negligible                                  |
| 4.           | Veena Jindal*                   | 1                                 | Negligible                                  |
| 5.           | Surinder Kumar Chaudhary*       | 1                                 | Negligible                                  |
| 6.           | Rajesh Kumar Jindal*            | 1                                 | Negligible                                  |
| 7.           | Nivedita Jindal*                | 1                                 | Negligible                                  |
| <b>Total</b> |                                 | <b>7,755,076</b>                  | <b>100.00</b>                               |

\* Holding equity shares in capacity of nominee shareholders of our Company.

5. **Agcare Technologies Private Limited (“Agcare”)**

*Corporate Information*

Agcare is a private limited company, incorporated under the Companies Act, pursuant to a certificate of incorporation dated February 10, 2022 issued by the Registrar of Companies, Central Registration Centre. The registered office of Agcare is at 4th and 5th Floor, NDM-1, Netaji Subhash Place, North West, New Delhi – 110 034, Delhi, India. Its CIN is U52511DL2022PTC393633.

*Nature of Business*

Agcare is engaged in the business of, inter alia, to carry on the business as retailers, importers, exporters, wholesalers, buyers, sellers, resellers and dealers of pesticides, seeds, cattle feed, cattle medicine, farming equipments, fertilizers, micronutrients, insecticides, veterinary and livestock feeds, feed supplements and other allied products on the online platforms or websites such as e-commerce, m-commerce, internet and intranet as well as through stalls etc. in India or elsewhere.

*Capital Structure*

The capital structure of Agcare is as follows:

| Particulars                                      | Amount<br>(in ₹) |
|--------------------------------------------------|------------------|
| <b>Authorised capital</b>                        |                  |
| 150,000 equity shares of face value of ₹ 10 each | 1,500,000        |
| <b>Issued, subscribed and paid-up capital</b>    |                  |
| 10,000 equity shares of face value of ₹10 each   | 100,000          |

*Shareholding Pattern*

The shareholding pattern of Agcare is as follows:

| Sr. No.      | Name of the shareholder         | No. of equity shares of ₹ 10 each | Percentage of total equity shareholding (%) |
|--------------|---------------------------------|-----------------------------------|---------------------------------------------|
| 1.           | Safex Chemicals (India) Limited | 9,999                             | 99.99                                       |
| 2.           | Piyush Jindal*                  | 1                                 | Negligible                                  |
| <b>Total</b> |                                 | <b>10,000</b>                     | <b>100.00</b>                               |

\* Holding equity shares in capacity of nominee shareholders of our Company.

6. **Safex Holdings UK Limited (“Safex UK”)**

*Corporate Informations*

Safex UK is a private company limited by shares, incorporated on August 5, 2022 under the Companies Act, 2006 with the Registrar of Companies for England and Wales, United Kingdom. The registered office of Safex UK is at located at Second Floor, Malta House, 36-38 Piccadilly, London, United Kingdom, W1J 0DP. Its company number is 14278836.

*Nature of Business*

Safex UK is engaged in the business of, *inter alia*, providing technical, commercial, financial and other support services to its subsidiary for the business expansion in the UK and globally.

*Capital Structure*

The capital structure of Safex UK is as follows:

| Particulars                           | Amount<br>(in £) |
|---------------------------------------|------------------|
| <b>Called-up equity share capital</b> |                  |

| Particulars                                      | Amount<br>(in £) |
|--------------------------------------------------|------------------|
| 12,138 ordinary shares of face value of £ 1 each | 12,138           |
| <b>Issued, subscribed and paid-up capital</b>    |                  |
| 12,138 ordinary shares of face value of £ 1 each | 12,138           |

#### Shareholding Pattern

The shareholding pattern of Safex UK is as follows:

| Sr. No.      | Name of the shareholder         | No. of ordinary shares of<br>£ 1 each | Percentage of total equity<br>shareholding (%) |
|--------------|---------------------------------|---------------------------------------|------------------------------------------------|
| 1.           | Safex Chemicals (India) Limited | 10,302*                               | 84.87                                          |
| 2.           | Shogun Organics Limited         | 1,836*                                | 15.13                                          |
| <b>Total</b> |                                 | <b>12,138</b>                         | <b>100.00</b>                                  |

\*12,138 ordinary shares of £ 1 each held by our Company and Shogun Organics Limited have been pledged for a period of five years. For further information, see “Risk Factors – We have incurred indebtedness and any inability to comply with the covenants in our financing agreements and repay amounts outstanding could adversely affect our business, results of operations, financial condition and cash flows” on page 41.

### 7. Safex Chemicals Australia PTY LTD (“Safex Australia”)

#### Corporate Information

Safex Australia is a proprietary company limited by shares, incorporated on May 25, 2023, under the Corporations Act, 2001 and registered in New South Wales with the Australian Securities and Investments Commission. The registered office of Safex Australia is at 9A, 139 Minjung Bal Drive, Tweed Heads South, NSW, 2486, Australia. Its Australia company number is 668 261 569.

#### Nature of Business

Safex Australia is engaged in the business of, inter alia, trading of pesticides and agro chemicals.

#### Capital Structure

The capital structure of Safex Australia is as follows:

| Particulars                                         | Amount<br>(in AUD) |
|-----------------------------------------------------|--------------------|
| <b>Authorised capital</b>                           |                    |
| 1 ordinary equity share of face value of AUD 50,000 | 50,000             |
| <b>Issued, subscribed and paid-up capital</b>       |                    |
| 1 ordinary equity share of face value of AUD 50,000 | 50,000             |

#### Shareholding Pattern

The shareholding pattern of Safex Australia is as follows:

| Sr. No.      | Name of the shareholder         | No. of equity shares of<br>AUD 5,000 each | Percentage of total equity<br>shareholding (%) |
|--------------|---------------------------------|-------------------------------------------|------------------------------------------------|
| 1.           | Safex Chemicals (India) Limited | 1                                         | 100.00                                         |
| <b>Total</b> |                                 | <b>1</b>                                  | <b>100.00</b>                                  |

### 8. Safex Foundation

#### Corporate Information

Safex Foundation is a company incorporated section 8 under the Companies Act, pursuant to a certificate of incorporation dated March 22, 2025, issued by the Registrar of Companies, Central Registration Centre at Manesar (“CRC”). The registered office of Safex Foundation is at 5<sup>th</sup> Floor, Block-A, NDM-1, Netaji Subhash Place, Shakur Pur I Block, North West Delhi – 110 034, Delhi, India. Its CIN is U85500DL2025NPL444960.

#### Nature of Business

Safex Foundation is engaged in the business of non-profit activities as per Section 8 of the Companies Act, *inter alia*, promoting activities for eradicating hunger, poverty and malnutrition, health care, sanitation and making available drinking water in India and promoting gender equality, empowering women by providing necessary skill development activities, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups in India.

#### Capital Structure

The capital structure of Safex Foundation is as follows:

| Particulars                                     | Amount<br>(in ₹) |
|-------------------------------------------------|------------------|
| <b>Authorised capital</b>                       |                  |
| 10,000 equity shares of face value of ₹ 10 each | 100,000          |
| <b>Issued, subscribed and paid-up capital</b>   |                  |
| 10,000 equity shares of face value of ₹ 10 each | 100,000          |

#### Shareholding Pattern

The shareholding pattern of Safex Foundation is as follows:

| Sr. No.      | Name of the shareholder         | No. of equity shares of<br>₹10 each | Percentage of total equity<br>shareholding (%) |
|--------------|---------------------------------|-------------------------------------|------------------------------------------------|
| 1.           | Safex Chemicals (India) Limited | 9,999                               | 99.99                                          |
| 2.           | Piyush Jindal*                  | 1                                   | Negligible                                     |
| <b>Total</b> |                                 | <b>10,000</b>                       | <b>100.00</b>                                  |

\* Holding equity shares in capacity of nominee shareholders of our Company.

### 9. JayCee Lifesciences (“JCL”)

#### Corporate Information

JCL is a partnership firm registered under the Indian Partnership Act, 1932, constituted through a deed of a partnership dated August 21, 2012 and reconstituted pursuant to deeds of partnership dated March 13, 2013, June 9, 2015, June 12, 2015, July 1, 2020 along with a partnership cum addendum deed dated April 1, 2021 along with addendum thereto dated January 4, 2023. JCL’s principal place of business at 4th Floor and 5th Floor, Block-A, NDM -1, Netaji Subhash Place, Delhi – 110 034, India.

#### Nature of Business

JCL is engaged in the business of, *primarily* manufacturing agrochemicals.

#### Details of partners

The partners and their proportion of contribution towards the capital of JCL, is as follows:

| Name of partner                 | Amount of capital balance<br>(in ₹ million) | Percentage (%) of net profits and<br>losses |
|---------------------------------|---------------------------------------------|---------------------------------------------|
| Safex Chemicals (India) Limited | 312.43                                      | 96%                                         |
| Indo Swiss Chemicals Limited    | 38.93                                       | 4%                                          |
| <b>Total</b>                    | <b>351.36</b>                               | <b>100%</b>                                 |

### 10. Him Bio Agro (“HBM”)

#### Corporate Information

HBM is a partnership firm registered under the Indian Partnership Act, 1932, constituted through a deed of partnership dated July 25, 2011 and reconstituted pursuant to deeds of partnership dated October 9, 2013, June 16, 2016, July 1,

2016, July 1, 2020 and January 1, 2022. HBM's principal place of business is located at 4<sup>th</sup> Floor and 5<sup>th</sup> Floor, NDM -1, Netaji Subhash Place, Delhi – 110 034, India.

#### *Nature of Business*

HBM is engaged in the business of, *inter alia*, manufacturing of Sulphur 90% and other related chemicals.

#### *Details of partners*

The partners and their proportion of contribution towards the capital of HBM, is as follows:

| Name of partner                 | Amount of capital balance<br>(in ₹ million) | Percentage (%) of net profits and losses |
|---------------------------------|---------------------------------------------|------------------------------------------|
| Safex Chemicals (India) Limited | 80.29                                       | 96%                                      |
| Indo Swiss Chemicals Limited    | 17.28                                       | 4%                                       |
| Total                           | 97.57                                       | 100%                                     |

#### ***Our step-down Subsidiary***

##### **1. Briar Chemicals Limited (“Briar Chemicals”)**

#### *Corporate Information*

Briar Chemicals is a private company limited by shares, incorporated in England and Wales, on November 29, 2011. The registered office of Briar Chemicals is located at Second Floor, Malta House, 36-38 Piccadilly, London, United Kingdom, W1J 0DP. Briar Chemicals' principal place of business is located at Sweet Briar Road, Hellesdon, Norwich, Norfolk, NR6 5AP. Its company number is 07865033.

#### *Nature of Business*

Briar Chemicals is engaged in the business of, *inter alia*, contract manufacturing of fine chemical products. Briar Chemicals also has formulation and packing capabilities and engages in chemical and process development activities.

#### *Capital Structure*

The capital structure of Briar Chemicals is as follows:

| Particulars                                   | Amount<br>(in £) |
|-----------------------------------------------|------------------|
| <b>Called-up share capital</b>                |                  |
| 1 ordinary shares of face value of £ 1 each   | 1                |
| <b>Issued, subscribed and paid-up capital</b> |                  |
| 1 ordinary shares of face value of £ 1 each   | 1                |

#### *Shareholding Pattern*

The shareholding pattern of Briar Chemicals is as follows:

| Sr. No.      | Name of the shareholder   | No. of ordinary shares of £ 1 each | Percentage of total equity shareholding (%) |
|--------------|---------------------------|------------------------------------|---------------------------------------------|
| 1.           | Safex Holdings UK Limited | 1                                  | 100.00                                      |
| <b>Total</b> |                           | <b>1</b>                           | <b>100.00</b>                               |

#### **Accumulated profits or losses**

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of any of our Subsidiaries that have not been accounted for by our Company.

#### **Interest in our Company**



Our Subsidiaries do not have any business interest in our Company. For details of related business transactions between our Subsidiaries and our Company, see “*Summary of the Offer Document – Summary of Related Party Transactions*” on page 21.

#### **Common pursuits between our Subsidiaries and our Company**

Certain Subsidiaries, Indo Swiss Chemicals Limited, Smith N Smith Chemicals Limited, JayCee Lifesciences, Him Bio Agro and Shogun Lifesciences Private Limited, are engaged in the Branded Formulation segment along with our Company. However, we do not perceive any conflict of interest with these Subsidiaries, since our Subsidiaries are engaged in businesses which are synergistic with the business of our Company. For further details, please see “*Our Business – Business Verticals – Branded Formulation Business*” on page 233.

#### **Details of guarantees given to third parties by the Promoter Selling Shareholders**

Except as disclosed below our Promoter Selling Shareholders have not given any guarantees to third parties:

| Sr. No. | Name of borrower                | Guarantee issued by                                                                     | Name of the Lender                                    | Reason for the guarantee                                                | Period of the guarantee      | Consideration for the guarantee and available security | Guarantee Amount (in ₹ million) | Obligations (if any) on the Company                                                                                             | Financial implications in case of a default |
|---------|---------------------------------|-----------------------------------------------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------------|------------------------------|--------------------------------------------------------|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|
| 1.      | Safex Chemicals (India) Limited | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Standard Chartered Bank                               | To guarantee the due repayment of the facility availed by the borrower. | 60 months                    | Bank sanctioned the facility to the borrower.          | 2,200.00                        | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 2,200.00                                    |
| 2.      | Safex Chemicals (India) Limited | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | The Hongkong and Shanghai Banking Corporation Limited | To guarantee the due repayment of the facility availed by the borrower. | 180 days                     | Bank sanctioned the facility to the borrower.          | 500.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 500.00                                      |
| 3.      | Safex Chemicals (India) Limited | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Yes Bank Limited                                      | To guarantee the due repayment of the facility availed by the borrower. | Available till July 25, 2025 | Bank sanctioned the facility to the borrower.          | 490.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 490.00                                      |
| 4.      | Safex Chemicals (India) Limited | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Standard Chartered Bank                               | To guarantee the due repayment of the facility availed by the borrower. | 180 days                     | Bank sanctioned the facility to the borrower.          | 200.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 200.00                                      |
| 5.      | Safex Chemicals (India) Limited | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Bajaj Finance Limited                                 | To guarantee the due repayment of the facility availed by the borrower. | 12 months                    | Bank sanctioned the facility to the borrower.          | 400.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 400.00                                      |
| 6.      | Safex Chemicals (India) Limited | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Citibank, N.A.                                        | To guarantee the due repayment of the facility availed by the borrower. | 12 months                    | Bank sanctioned the facility to the borrower.          | 350.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 350.00                                      |
| 7.      | Safex Chemicals (India) Limited | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | HDFC Bank Limited                                     | To guarantee the due repayment of the facility availed by the borrower. | 60 months                    | Bank sanctioned the facility to the borrower.          | 500.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 500.00                                      |

| Sr. No. | Name of borrower                | Guarantee issued by                                                                     | Name of the Lender      | Reason for the guarantee                                                | Period of the guarantee  | Consideration for the guarantee and available security | Guarantee Amount (in ₹ million) | Obligations (if any) on the Company                                                                                             | Financial implications in case of a default |
|---------|---------------------------------|-----------------------------------------------------------------------------------------|-------------------------|-------------------------------------------------------------------------|--------------------------|--------------------------------------------------------|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|
| 8.      | Safex Chemicals (India) Limited | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | HDFC Bank Limited       | To guarantee the due repayment of the facility availed by the borrower. | 12 months                | Bank sanctioned the facility to the borrower.          | 900.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 900.00                                      |
| 9.      | Safex Chemicals (India) Limited | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Axis Bank Limited       | To guarantee the due repayment of the facility availed by the borrower. | Valid till June 27, 2025 | Bank sanctioned the facility to the borrower.          | 300.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 300.00                                      |
| 10.     | Indo Swiss Chemicals Limited    | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | HDFC Bank Limited       | To guarantee the due repayment of the facility availed by the borrower. | 12 months                | Bank sanctioned the facility to the borrower.          | 250.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 250.00                                      |
| 11.     | Indo Swiss Chemicals Limited    | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Standard Chartered Bank | To guarantee the due repayment of the facility availed by the borrower. | 180 days                 | Bank sanctioned the facility to the borrower.          | 300.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 300.00                                      |
| 12.     | Shogun Organics Limited         | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Standard Chartered Bank | To guarantee the due repayment of the facility availed by the borrower. | 180 days                 | Bank sanctioned the facility to the borrower.          | 400.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 400.00                                      |
| 13.     | Shogun Organics Limited         | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Standard Chartered Bank | To guarantee the due repayment of the facility availed by the borrower. | 60 months                | Bank sanctioned the facility to the borrower.          | 1,000.00                        | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 1,000.00                                    |
| 14.     | Shogun Organics Limited         | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Standard Chartered Bank | To guarantee the due repayment of the facility availed by the borrower. | 53 months                | Bank sanctioned the facility to the borrower.          | 200.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 200.00                                      |
| 15.     | Him Bio Agro                    | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Standard Chartered Bank | To guarantee the due repayment of the facility availed by the borrower. | 180 days                 | Bank sanctioned the facility to the borrower.          | 20.00                           | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 20.00                                       |

| Sr. No. | Name of borrower                | Guarantee issued by                                                                     | Name of the Lender      | Reason for the guarantee                                                | Period of the guarantee            | Consideration for the guarantee and available security | Guarantee Amount (in ₹ million) | Obligations (if any) on the Company                                                                                             | Financial implications in case of a default |
|---------|---------------------------------|-----------------------------------------------------------------------------------------|-------------------------|-------------------------------------------------------------------------|------------------------------------|--------------------------------------------------------|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|
| 16.     | Smith N Smith Chemicals Limited | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Standard Chartered Bank | To guarantee the due repayment of the facility availed by the borrower. | 180 days                           | Bank sanctioned the facility to the borrower.          | 170.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 170.00                                      |
| 17.     | Smith N Smith Chemicals Limited | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | HDFC Bank Limited       | To guarantee the due repayment of the facility availed by the borrower. | 12 months                          | Bank sanctioned the facility to the borrower.          | 240.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 240.00                                      |
| 18.     | JayCee Lifesciences             | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | HDFC Bank Limited       | To guarantee the due repayment of the facility availed by the borrower. | 12 months                          | Bank sanctioned the facility to the borrower.          | 750.00                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 750.00                                      |
| 19.     | Safex Holdings UK Limited       | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Standard Chartered Bank | To guarantee the due repayment of the facility availed by the borrower. | Valid till September 20, 2027      | Bank sanctioned the facility to the borrower.          | 1,273.50                        | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 1,273.50                                    |
| 20.     | Briar Chemicals Limited         | Surinder Kumar Chaudhary<br>Rajesh Kumar Jindal<br>Neeraj Kumar Jindal<br>Piyush Jindal | Standard Chartered Bank | To guarantee the due repayment of the facility availed by the borrower. | Annual Renewal, Revolving Facility | Bank sanctioned the facility to the borrower.          | 913.60                          | In case of any default of repayment by the company, firstly, corporate guarantees are invoked and then the personal guarantees. | 913.60                                      |

*Note: For the purposes of calculation of amount in ₹ terms, the exchange rate as on the April 30, 2025 has been considered. The rate of conversion of GBP 1 as on April 30, 2025 was ₹ 113.8770.*

*Source: Foreign exchange reference rates as available [www.rbi.org.in](http://www.rbi.org.in)*

**Agreements with Key Managerial Personnel, Senior Management Personnel, Director or any other employee of our Company**

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel, Senior Management Personnel or Director or any other employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

**Agreements impacting the management or control of our Company or imposing restrictions or liability upon our Company**

Except as disclosed herein, as on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Shareholders, Key Managerial Personnel, employees of our Company or of our Subsidiaries, amongst themselves or with our Company or with any third party, solely or jointly, which either directly or indirectly or potentially or whose purpose and effect is to impact the management or control of our Company, or impose any restriction or create any liability upon our Company.

**Key terms of other subsisting material agreements**

Except for the agreements disclosed herein, our Company has not entered into any other material agreements which are subsisting other than in the ordinary course of business of our Company as on the date of this Draft Red Herring Prospectus.

## OUR MANAGEMENT

In accordance with the Companies Act and our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors, or such higher number as determined by our Company after passing a special resolution in its general meeting. As on the date of this Draft Red Herring Prospectus, our Board comprises ten Directors including four Executive Directors and six Non-Executive Directors, of which one is a Nominee Director and five are Independent Directors (including one woman Independent Director).

### Our Board

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

| S. No. | Name, designation, address, occupation, term, period of directorship, DIN, date of birth                                                                                                                                                                                                                                                                                                                                                            | Age (years) | Other directorships                                                                                                                                                                                                                                                                                                                                                                                        |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | <p><b>Surinder Kumar Chaudhary</b></p> <p><b>Designation:</b> Chairman<sup>(1)</sup> and Whole-time Director</p> <p><b>Address:</b> House No 6068, Modern Housing Complex, Manimajra, Daria, Chandigarh 160101</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>Period of directorship:</b> Director since January 8, 1991</p> <p><b>DIN:</b> 00263756</p> <p><b>Date of birth:</b> March 25, 1956</p> | 69          | <p><b>Indian companies:</b></p> <ul style="list-style-type: none"> <li>Agcare Technologies Private Limited;</li> <li>Crop Care Federation of India;</li> <li>Indo Swiss Chemicals Limited;</li> <li>Safex Foundation;</li> <li>Shogun Organics Limited;</li> <li>Shogun Lifesciences Private Limited; and</li> <li>Smith N Smith Chemicals Limited.</li> </ul> <p><b>Foreign companies:</b></p> <p>Nil</p> |
| 2.     | <p><b>Rajesh Kumar Jindal</b></p> <p><b>Designation:</b> Vice Chairman<sup>(2)</sup> and Whole-time Director</p> <p><b>Address:</b> 271, Sector -9, Panchkula Haryana 134109</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>Period of directorship:</b> Director since November 25, 1993</p> <p><b>DIN:</b> 00335396</p> <p><b>Date of birth:</b> March 14, 1964</p>                                 | 61          | <p><b>Indian companies:</b></p> <ul style="list-style-type: none"> <li>Agcare Technologies Private Limited;</li> <li>Indo Swiss Chemicals Limited;</li> <li>Safex Foundation</li> <li>Shogun Organics Limited;</li> <li>Shogun Lifesciences Private Limited; and</li> <li>Smith N Smith Chemicals Limited.</li> </ul> <p><b>Foreign companies:</b></p> <p>Nil</p>                                          |
| 3.     | <p><b>Neeraj Kumar Jindal</b></p> <p><b>Designation:</b> Managing Director</p> <p><b>Address:</b> F-3/21, Ground Floor, Vasant Vihar, Vasant Vihar 1, South West, Delhi, Delhi 110057</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>Period of directorship:</b> Director since September 30, 2013</p> <p><b>DIN:</b> 03473376</p> <p><b>Date of birth:</b> December 11, 1985</p>                    | 39          | <p><b>Indian companies:</b></p> <ul style="list-style-type: none"> <li>Agcare Technologies Private Limited;</li> <li>Indo Swiss Chemicals Limited;</li> <li>PKJ Advisors Private Limited;</li> <li>NKJ Advisory Private Limited;</li> <li>Safex Foundation</li> <li>Shogun Organics Limited;</li> <li>Shogun Lifesciences Private Limited; and</li> </ul>                                                  |

| S. No. | Name, designation, address, occupation, term, period of directorship, DIN, date of birth                                                                                                                                                                                                                                                                                                                                                                                  | Age (years) | Other directorships                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |             | <ul style="list-style-type: none"> <li>Smith N Smith Chemicals Limited.</li> </ul> <b>Foreign companies:</b> <ul style="list-style-type: none"> <li>Briar Chemicals Limited.; and</li> <li>Safex Chemicals Australia Pty. Ltd.</li> </ul>                                                                                                                                                                                                                                                          |
| 4.     | <b>Piyush Jindal</b><br><br><b>Designation:</b> Joint Managing Director and Chief Financial Officer<br><br><b>Address:</b> J-701, Ambience Cairtriona Apartment Complex, Ambience Island, NH-8, DLF Phase- III, Gurgaon Haryana 122010<br><br><b>Occupation:</b> Business<br><br><b>Term:</b> Liable to retire by rotation<br><br><b>Period of directorship:</b> Director since November 10, 2015<br><br><b>DIN:</b> 06515285<br><br><b>Date of birth:</b> August 7, 1989 | 35          | <b>Indian companies:</b> <ul style="list-style-type: none"> <li>Agcare Technologies Private Limited;</li> <li>Indo Swiss Chemicals Limited;</li> <li>PKJ Advisors Private Limited;</li> <li>NKJ Advisory Private Limited;</li> <li>Safex Foundation</li> <li>Shogun Organics Limited;</li> <li>Shogun Lifesciences Private Limited; and</li> <li>Smith N Smith Chemicals Limited.</li> </ul> <b>Foreign companies:</b> <ul style="list-style-type: none"> <li>Safex Holdings UK Limited</li> </ul> |
| 5.     | <b>Raghav Ramdev<sup>(3)</sup></b><br><br><b>Designation:</b> Nominee Director<br><br><b>Address:</b> 56, First Floor, Hemkunt Colony, Greater Kailash, Delhi 110048<br><br><b>Occupation:</b> Private Service<br><br><b>Term:</b> With effect from March 23, 2021, until such nomination is revoked<br><br><b>Period of directorship:</b> Director since March 23, 2021<br><br><b>DIN:</b> 09043096<br><br><b>Date of Birth:</b> April 16, 1978                          | 47          | <b>Indian companies:</b> <ul style="list-style-type: none"> <li>Livguard Energy Technologies Private Limited;</li> <li>New Delhi Centre for Sight Limited</li> <li>GMM Pfaudler Limited</li> </ul> <b>Foreign companies:</b><br>Nil                                                                                                                                                                                                                                                                |
| 6.     | <b>Prem Chand</b><br><br><b>Designation:</b> Independent Director<br><br><b>Address:</b> Gurgaon One Housing Complex, Property No GP-1-1B, Mullahera, Gurgaon. Sector-22 Molahera (65), Gurgaon, Haryana 122 015<br><br><b>Occupation:</b> Professional<br><br><b>Term:</b> With effect from March 13, 2025 for a period of five years<br><br><b>Period of directorship:</b> Director since March 13, 2025<br><br><b>DIN:</b> 05204760                                    | 77          | <b>Indian companies:</b> <ul style="list-style-type: none"> <li>Greenpod Labs Private Limited;</li> <li>Securweave Research Labs Private Limited;</li> <li>Shogun Organics Limited;</li> <li>Smith N Smith Chemicals Limited; and</li> <li>Indo Swiss Chemicals Limited</li> </ul> <b>Foreign companies:</b><br>Nil                                                                                                                                                                                |

| S. No. | Name, designation, address, occupation, term, period of directorship, DIN, date of birth                                                                                                                                                                                                                                                                                                                                                                                                       | Age (years) | Other directorships                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|        | <b>Date of birth:</b> November 8, 1947                                                                                                                                                                                                                                                                                                                                                                                                                                                         |             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 7.     | <b>Yogesh Kapur</b><br><br><b>Designation:</b> Independent Director<br><br><b>Address:</b> D 1063, New Friends Colony, South Delhi, Delhi 110 025<br><br><b>Occupation:</b> Professional<br><br><b>Term:</b> With effect from March 13, 2025 for a period of five years<br><br><b>Period of directorship:</b> Director since March 13, 2025<br><br><b>DIN:</b> 00070038<br><br><b>Date of birth:</b> July 23, 1957                                                                             | 67          | <b>Indian companies:</b> <ul style="list-style-type: none"> <li>Arka Fincap Limited;</li> <li>Arka Financial Holdings Private Limited;</li> <li>ASK Automotive Limited;</li> <li>Edu Voyage Education Private Limited;</li> <li>Greenlam Industries Limited;</li> <li>Greenlam Limited;</li> <li>Kirloskar Oil Engines Limited;</li> <li>Polyplex Corporation Limited;</li> <li>Relaxo Footwears Limited; and</li> <li>Rico Auto Industries Limited</li> </ul> <b>Foreign companies:</b> <ul style="list-style-type: none"> <li>Briar Chemicals Limited.; and</li> <li>Safex Holdings UK Limited</li> </ul> |
| 8.     | <b>Savan Rashmikan Godiawala</b><br><br><b>Designation:</b> Independent Director<br><br><b>Address:</b> 19, Niyogan Nagar Society, Opp. Manekbaug Hall, Ambawadi, Ahmadabad City, Ambawadi Vistar, Ahmadabad, Gujarat 380 015<br><br><b>Occupation:</b> Professional<br><br><b>Term:</b> With effect from March 13, 2025 for a period of five years<br><br><b>Period of directorship:</b> Director since March 13, 2025<br><br><b>DIN:</b> 07874111<br><br><b>Date of birth:</b> July 15, 1968 | 56          | <b>Indian companies:</b> <ul style="list-style-type: none"> <li>Alivus Life Sciences Limited;</li> <li>Arvind Smartspaces Limited;</li> <li>Carysil Limited; and</li> <li>Prudence Advisory Private Limited</li> </ul> <b>Foreign companies:</b><br>Nil                                                                                                                                                                                                                                                                                                                                                     |
| 9.     | <b>Bipinchandra Solanki</b><br><br><b>Designation:</b> Independent Director<br><br><b>Address:</b> C-18-19-20 Riverway Residency, Near Homeopathic College, Sindhrot Road, Sevasi, Vadodra, Gujarat 391 101<br><br><b>Occupation:</b> Business<br><br><b>Term:</b> With effect from March 13, 2025 for a period of five years<br><br><b>Period of directorship:</b> Director since March 13, 2025<br><br><b>DIN:</b> 00029753<br><br><b>Date of birth:</b> March 13, 1960                      | 65          | <b>Indian companies:</b> <ul style="list-style-type: none"> <li>Arvalli Castor Products Private Limited</li> </ul> <b>Foreign companies:</b><br>Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                         |



| S. No. | Name, designation, address, occupation, term, period of directorship, DIN, date of birth                                                                                                                                                                                                                                                                                                                                                                      | Age (years) | Other directorships                                                                                                                                    |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.    | <b>Manisha Raghunath Kadagathur</b><br><br><b>Designation:</b> Independent Director<br><br><b>Address:</b> B - 2206, Oberoi Splendor, JVLR, Jogeshwari East, Mumbai Maharashtra 400 060<br><br><b>Occupation:</b> Self-employed<br><br><b>Term:</b> With effect from March 13, 2025 for a period of five years<br><br><b>Period of directorship:</b> Director since March 13, 2025<br><br><b>DIN:</b> 05344761<br><br><b>Date of birth:</b> November 17, 1976 | 48          | <b>Indian companies:</b><br><br><ul style="list-style-type: none"> <li>Gingham Project Private Limited</li> </ul> <b>Foreign companies:</b><br><br>Nil |

(1) Appointed as the Chairman, pursuant to the Board resolution dated December 20, 2024.

(2) Appointed as the Vice Chairman, pursuant to the Board resolution dated December 20, 2024.

(3) Nominee of Sarcoline Limited

### Brief Biographies of Directors

**Surinder Kumar Chaudhary** is one of the Promoters and is currently the Chairman and Whole-time Director of our Company. He holds a degree of master's of science (botany) from the Department of Botany, Punjabi University, Patiala. He has been associated with our Company as a Director since January 8, 1991. Further, he has been recognized as a visionary leader 2025 by AgriBusiness Global Visionary Leaders. He has over 34 years of work experience in the chemical and agriculture industries in the Company.

**Rajesh Kumar Jindal** is one of the Promoters and is currently the Vice Chairman and Whole-time Director of our Company. He holds a degree of bachelor of arts from Guru Gobind Singh College, Panjab University. He has been associated with our Company as a Director since November 25, 1993. He has over 31 years of work experience in the chemical and agriculture industries in the Company.

**Neeraj Kumar Jindal** is one of the Promoters and is currently the Managing Director of our Company. He holds a degree of bachelor of engineering (chemical engineering) from Manipal Institute of Technology and has completed post graduate programme in family managed business from the S.P. Jain Institute of Management & Research. He has been associated with our Company since February 1, 2012. Further he has been recognized as an emerging leader in chemical industry at the ET Inspiring Leaders 2024. He has over 13 years of work experience in the chemical and agriculture industries in the Company.

**Piyush Jindal** is one of the Promoters and is currently the Joint Managing Director and the Chief Financial Officer of our Company. He holds a degree of bachelor of commerce (honours course) from University of Delhi. He is an associate of ICAI. He has also completed executive education programme from Indian School of Business. He has been associated with our Company since February 1, 2012. Further, he has been recognized as FE visionary leader 2024 by FE power list, BW finance 40 under forty awards in 2024 and as "best CFO" under the sectoral category of chemicals at the ASSOCHAM 3rd Vibrant Bharat CFO Summit & Awards. He has over 13 years of work experience in the finance, chemical and agriculture industries in the Company.

**Raghav Ramdev** is a Nominee Director of our Company. He holds a degree of bachelor of engineering (chemical) from Maharaja Sagajirao University of Baroda and post graduate diploma in management from Management Development Institute, Gurgaon. He has been associated with ChrysCapital Group since September 2003 and is currently a managing director of ChrysCapital Advisors LLP. He has over 21 years of work experience.

**Prem Chand** is an Independent Director of our Company. He holds a degree of bachelor of science in engineering from Guru Nank Engineering College, Panjab University and a degree of master of technology in electrical engineering from Indian Institute of Technology, Madras. He also holds degree of doctor of philosophy from the Birla Institute of Technology & Science, Pilani. He was commissioned by Indian Navy and retired as commodore. He was previously associated with Tech Mahindra Limited, Codenomicon Oy, and Synopsys (India) Private Limited. He has over 39 years of work experience.

**Yogesh Kapur** is an Independent Director of our Company. He holds a degree of bachelor of commerce (honours) from the University of Delhi. He is also a qualified chartered accountant from the ICAI. He was previously associated with Axis Capital Limited and Housing Development Finance Corporation Limited. He has over 35 years of work experience.

**Savan Rashmikant Godiawalais** an Independent Director of our Company. He holds a degree of bachelor of commerce from H. L. Commerce College, Gujarat University and a degree of bachelor of laws (general) from L.A. Shah Law College, Gujarat University. He also holds post graduate diploma in counselling psychology and post graduate diploma in psychotherapy from Institute of Holistic Mental Health, Tamil Nadu. He is a qualified chartered accountant from the ICAI. Further, he also holds doctor of philosophy in management from Nirma University, Ahmedabad. He was previously associated with Deloitte Touche Tohmatsu India LLP. He is currently a guest professor with Indian Institute of Technology, Gandhinagar. He has several years of work experience.

**Bipinchandra Solanki** is an Independent Director of our Company. He holds a degree of bachelor of science (agriculture) from the Gujarat Agricultural University. He was previously associated with Hoechst Pharmaceuticals Limited, Hoechst India Limited and Mosanto India Limited and Syngenta India Limited. He is currently associated with Yieldwise Ag Consulting. He has several years of work experience.

**Manisha Raghunath Kadagathur** is an Independent Director of our Company. She holds a degree of bachelor of science from St. Francis College for Women (autonomous), Osmania University and has completed post graduate diploma in personnel management & industrial relations from XLRI, Jamshedpur. She was previously associated with GlaxoSmithKline Consumer Healthcare Limited, Hewitt Associates (India) Private Limited, Vini Cosmetics Private Limited, Aegon Religare Life Insurance Company Limited, and Bharti Axa Life Insurance Company Limited. She has several years of work experience.

#### **Relationship between our Directors, Key Managerial Personnel and Senior Management Personnel**

Except for Neeraj Kumar Jindal and Piyush Jindal who are brothers and Rajesh Kumar Jindal who is the uncle (i.e., the brother of the father) of Neeraj Kumar Jindal and Piyush Jindal, none of our other Directors, Key Managerial Personnel or Senior Management Personnel are related to each other.

#### **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 their directorship in such companies.

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 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.

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.

#### **Arrangements or understandings with major shareholders, customers, suppliers or others**

Except for Raghav Ramdev, who is appointed on behalf of Sarcoline Limited on our Board pursuant to the SHA, there are no arrangements or understandings with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors are appointed on the Board or as a member of the senior management. For further details, see “*History and Certain Corporate Matters – Shareholders’ agreements and other agreements*” on page 259.

#### **Terms of appointment of our Executive Directors**

##### **Surinder Kumar Chaudhary**

Pursuant to the resolutions passed by our Board and Shareholders dated March 26, 2024, and March 29, 2024, respectively, Surinder Kumar Chaudhary has been re-appointed as the Whole-time Director of our Company with effect from April 1, 2024 till March 24, 2026.

Further, pursuant to the resolution dated March 20, 2025 passed by our Board and a resolution dated March 25, 2025 passed by the Shareholders the terms of remuneration of Surinder Kumar Chaudhary were revised in accordance with the Sections 196, 197 and 198 of the Companies Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as specified below:

| Remuneration                      |                                                                         |
|-----------------------------------|-------------------------------------------------------------------------|
| Particulars                       | Details                                                                 |
| Remuneration by way of salary,    | ₹43.64 million per annum for a period April 1, 2024 till March 31, 2025 |
| perquisites, and allowances up to | ₹47.13 million per annum for a period April 1, 2025 till March 24, 2026 |

In Fiscal 2025, Surinder Kumar Chaudhary received a total remuneration of ₹43.62 million.

### **Rajesh Kumar Jindal**

Pursuant to the resolutions passed by our Board and Shareholders dated March 26, 2024, and March 29, 2024, respectively, Rajesh Kumar Jindal has been re-appointed as the Whole-time Director of our Company with effect from May 1, 2024 for a period of five years.

Further, pursuant to the resolution dated March 20, 2025 passed by our Board and a resolution dated March 25, 2025 passed by the Shareholders the terms of remuneration of Rajesh Kumar Jindal were revised in accordance with the Sections 196, 197 and 198 of the Companies Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as specified below:

| Remuneration                                                     |                                                                         |
|------------------------------------------------------------------|-------------------------------------------------------------------------|
| Particulars                                                      | Details                                                                 |
| Remuneration by way of salary, perquisites, and allowances up to | ₹32.50 million per annum for a period April 1, 2024 till March 31, 2025 |
|                                                                  | ₹35.10 million per annum for a period April 1, 2025 till March 31, 2026 |
|                                                                  | ₹37.90 million per annum for a period April 1, 2026 till March 31, 2027 |

In Fiscal 2025, Rajesh Kumar Jindal received a total remuneration of ₹32.50 million.

### **Neeraj Kumar Jindal**

Pursuant to the resolutions passed by our Board and Shareholders dated December 20, 2024, and December 24, 2024, respectively, Neeraj Kumar Jindal has been appointed as the Managing Director of our Company with effect from January 1, 2025 for a period of five years.

Further, pursuant to the resolution dated March 20, 2025 passed by our Board and a resolution dated March 25, 2025 passed by the Shareholders the terms of remuneration of Neeraj Kumar Jindal were revised in accordance with the Sections 196, 197 and 198 of the Companies Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as specified below:

| Remuneration                                                     |                                                                         |
|------------------------------------------------------------------|-------------------------------------------------------------------------|
| Particulars                                                      | Details                                                                 |
| Remuneration by way of salary, perquisites, and allowances up to | ₹32.50 million per annum for a period April 1, 2024 till March 31, 2025 |
|                                                                  | ₹35.10 million per annum for a period April 1, 2025 till March 31, 2026 |
|                                                                  | ₹37.90 million per annum for a period April 1, 2026 till March 31, 2027 |

In Fiscal 2025, Neeraj Kumar Jindal received a total remuneration of ₹32.50 million.

### **Piyush Jindal**

Pursuant to the resolutions passed by our Board and Shareholders dated December 20, 2024, and December 24, 2024, respectively, Piyush Jindal has been appointed as the Joint Managing Director of our Company with effect from January 1, 2025 for a period of five years.

Further, pursuant to the resolution dated March 20, 2025 passed by our Board and a resolution dated March 25, 2025 passed by the Shareholders the terms of remuneration of Piyush Jindal were revised in accordance with the Sections 196, 197 and 198 of the Companies Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as specified below:

| Remuneration                                                     |                                                                         |
|------------------------------------------------------------------|-------------------------------------------------------------------------|
| Particulars                                                      | Details                                                                 |
| Remuneration by way of salary, perquisites, and allowances up to | ₹32.50 million per annum for a period April 1, 2024 till March 31, 2025 |
|                                                                  | ₹35.10 million per annum for a period April 1, 2025 till March 31, 2026 |
|                                                                  | ₹37.90 million per annum for a period April 1, 2026 till March 31, 2027 |

In Fiscal 2025, Piyush Jindal received a total remuneration of ₹32.50 million.

### **Remuneration to our Nominee Director**

Our Nominee Director is not entitled to any remuneration.

### Remuneration to our Independent Directors

Each of our Independent Director is entitled to receive sitting fees of ₹0.10 million per meeting for attending each meeting of our Board and each meeting of the committees of our Board, within the limits prescribed under the Companies Act, 2013, and the rules made thereunder.

The details of remuneration (including sitting fees and commission) paid to our Independent Directors during Fiscal 2025 are as follows:

| Sr. No. | Name of Director             | Remuneration (₹ in million) |
|---------|------------------------------|-----------------------------|
| 1.      | Prem Chand                   | 0.10                        |
| 2.      | Yogesh Kapur                 | 0.10                        |
| 3.      | Savan Rashmikant Godiawala   | 0.10                        |
| 4.      | Bipinchandra Solanki         | 0.10                        |
| 5.      | Manisha Raghunath Kadagathur | 0.10                        |

### Remuneration paid or payable to our Directors by our Subsidiaries or associates

Except for Piyush Jindal, who was paid ₹0.65 million, ₹5.05 million, and ₹1.45 million from our Subsidiaries Safex Holdings UK Limited, JayCee Lifesciences, and Him Bio Agro, respectively; Surinder Kumar Chaudhary, who was paid ₹1.45 million and ₹5.26 million by our Subsidiaries Him Bio Agro and JayCee Lifesciences respectively; Neeraj Kumar Jindal, who was paid ₹1.45 million, ₹5.05 million, and ₹0.11 million from our Subsidiaries Him Bio Agro, JayCee Lifesciences, and Briar Chemicals Limited, respectively; and Rajesh Kumar Jindal, who was paid ₹1.45 million and ₹5.05 million from Him Bio Agro and JayCee Lifesciences respectively, none of our directors have been paid any remuneration by our subsidiaries, including contingent or deferred compensation accrued for the financial year 2025.

Further, Prem Chand has been appointed as an independent director on the board of our Material Subsidiaries, Shogun Organics Limited, Indo Swiss Chemicals Limited, Smith N Smith Chemicals Limited, each with effect from June 1, 2025. Additionally, Yogesh Kapur has been appointed as a director on the board of our Material Subsidiaries, Briar Chemicals Limited and Safex Holdings UK Limited, with effect from June 16, 2025 and May 1, 2025, respectively.

### Contingent or deferred compensation paid to Directors by our Company

There is no contingent or deferred compensation accrued for Financial Year 2025 and payable to any of our Directors by our Company.

### Bonus or profit-sharing plan of our Directors

None of our Directors are entitled to any bonus or profit-sharing plans of our Company.

### Service contracts with Directors

None of our Directors have entered into service contracts with our Company pursuant to which they are entitled to any benefits upon termination of employment.

### Shareholding of our Directors in our Company

Our Directors are not required to hold any qualification Equity Shares under our Articles of Association.

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:

| S. No. | Name of the Director     | Number of Equity Shares of face value of ₹ 1 each | Percentage of paid-up Equity Share capital (%) |
|--------|--------------------------|---------------------------------------------------|------------------------------------------------|
| 1.     | Neeraj Kumar Jindal      | 16,748,680                                        | 10.43                                          |
| 2.     | Piyush Jindal            | 16,748,680                                        | 10.43                                          |
| 3.     | Rajesh Kumar Jindal      | 15,461,823                                        | 9.63                                           |
| 4.     | Surinder Kumar Chaudhary | 12,014,153                                        | 7.48                                           |

### Shareholding of Directors in our Subsidiaries

For details of the shareholding of our Directors in our Subsidiaries, please see “*History and Certain Corporate Matters – Our Subsidiaries*” on page 262.

## Interest of Directors

All our Directors, may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and their respective appointment letters, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. For further details, see “*Other Financial Information – Related Party Transactions*” on page 408.

Our Directors may also be deemed to be interested to the extent of Equity Shares, if any (together with dividends and other distributions in respect of such Equity Shares), held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives.

Our Directors may also be deemed to be interested to the extent of any directorships or shares held by them in our Subsidiaries.

Our Directors may also be deemed to be interested to the extent of any shares held by them in our Shareholders.

None of our Directors have any interest in any property acquired or proposed to be acquired by our Company. Except for Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal, who are also our Promoters, none of our Directors have any interest in the promotion or formation of our Company.

Our Directors are also directors on the boards, or are shareholders, kartas, trustees, proprietors, members or partners, of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details, see “*Other Financial Information – Related Party Transactions*” on page 408.

Except to the extent of the sale of Equity Shares in the Offer for Sale by the Selling Shareholders, who are also Directors of our Company, there is no material existing or anticipated transaction whereby Directors will receive any portion of the proceeds from the Offer.

Except as stated in “*Restated Consolidated Financial Information*” on page 300, no amount or benefit has been paid or given within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our Directors.

None of our Directors have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery.

None of our Directors have availed loans from our Company.

## Changes in the Board in the last three years

Details of the changes in our Board in the last three years preceding the date of this Draft Red Herring Prospectus are set forth below:

| Name                         | Date of Appointment/<br>Change/ Cessation | Reason                                                            |
|------------------------------|-------------------------------------------|-------------------------------------------------------------------|
| Raghunathan Hariharan        | May 15, 2025                              | Resignation as nominee director                                   |
| Rakesh Bhargava              | March 26, 2025                            | Resignation as independent director                               |
| Vandana Sahni                | March 26, 2025                            | Resignation as independent director                               |
| Prem Chand                   | March 13, 2025                            | Appointed as Independent Director                                 |
| Yogesh Kapur                 | March 13, 2025                            | Appointed as Independent Director                                 |
| Savan Rashmikant Godiawala   | March 13, 2025                            | Appointed as Independent Director                                 |
| Bipinchandra Solanki         | March 13, 2025                            | Appointed as Independent Director                                 |
| Manisha Raghunath Kadagathur | March 13, 2025                            | Appointed as Independent Director                                 |
| Neeraj Kumar Jindal          | January 1, 2025                           | Re-designated as Managing Director from whole-time director       |
| Piyush Jindal                | January 1, 2025                           | Re-designated as Joint Managing Director from whole-time director |
| Rajesh Kumar Jindal          | May 1, 2024                               | Appointed as Whole-time Director                                  |
| Surinder Kumar Chaudhary     | April 1, 2024                             | Appointed as Whole-time Director                                  |
| Neeraj Kumar Jindal          | April 1, 2024                             | Appointed as Whole-time Director                                  |
| Vandana Sahni                | May 1, 2023                               | Appointed as independent director                                 |
| Brinda Jagirdar              | April 5, 2023                             | Resignation as independent director                               |

*Note: This does not include regularization.*

## Borrowing powers of our Board of Directors

Pursuant to a resolution passed by our Board in its meeting dated September 24, 2024 and our Shareholders at their meeting dated September 30, 2024, our Board is authorized to borrow from time to time as they may deem fit, any sum or sums of money up to ₹ 10,000 million on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge hypothecation, lien, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties whether movable or immovable or stock in process and debts and advances, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given point of time, exceeds the aggregate, for the time being, of the paid-up share capital, free reserves, that is to say, reserves not set apart for any specific purpose and securities premium.

## Corporate governance

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of the Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable provisions of the SEBI Listing Regulations, and the Companies Act, in respect of corporate governance including constitution of our Board and committees thereof and formulation and adoption of policies. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, as required under law.

As on the date of this Draft Red Herring Prospectus, our Board comprises ten Directors including four Executive Directors and six Non-Executive Directors, of which one is a Nominee Director and five are Independent Directors, including one woman Independent 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.

## Committees of our Board

The Board of Directors function either as a full board, or through various committees constituted to oversee specific operational areas. In addition to the Committees described 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:

| Sr. No. | Name of Director          | Designation on Board                                | Committee Designation |
|---------|---------------------------|-----------------------------------------------------|-----------------------|
| 1.      | Savan Rashmikan Godiawala | Independent Director                                | Chairman              |
| 2.      | Piyush Jindal             | Joint Managing Director and Chief Financial Officer | Member                |
| 3.      | Yogesh Kapur              | Independent Director                                | Member                |

The Audit Committee was constituted at a meeting of our Board held on March 20, 2015 and was last re-constituted at a meeting of our Board held on March 20, 2025. The scope and functions of the Audit Committee is in accordance with the Section 177 of the Companies Act and SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated March 20, 2025 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 of the Company;
- (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 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 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;
  - (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) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  - (t) carrying out any other function as is mentioned in the terms of reference of the audit committee;
  - (u) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹1000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments; and

- (v) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
- (w) monitoring the end use of funds raised through public offers and related matters.
- (x) 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
- (y) 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.

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.

### **Nomination and Remuneration Committee**

The members of the Nomination and Remuneration Committee are:

| Sr. No. | Name of Director             | Designation on Board | Committee Designation |
|---------|------------------------------|----------------------|-----------------------|
| 1.      | Manisha Raghunath Kadagathur | Independent Director | Chairman              |
| 2.      | Prem Chand                   | Independent Director | Member                |
| 3.      | Yogesh Kapur                 | Independent Director | Member                |
| 4.      | Raghav Ramdev                | Nominee Director     | Member                |

The Nomination and Remuneration Committee was constituted at a meeting of our Board held on March 20, 2015 and was last re-constituted at a meeting of our Board held on March 20, 2025. The scope and functions of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act and SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include the following:

- (a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees.
- (b) formulation of criteria for evaluation of performance of independent directors and the Board;
- (c) 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 an 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.
- (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 and specifying the manner for effective evaluation of performance of Board, its committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
  - (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.

#### **Stakeholders' Relationship Committee**

The members of the Stakeholders Relationship Committee are:

| Sr. No. | Name of the Director | Designation on Board                                | Committee Designation |
|---------|----------------------|-----------------------------------------------------|-----------------------|
| 1.      | Bipinchandra Solanki | Independent Director                                | Chairman              |
| 2.      | Neeraj Kumar Jindal  | Managing Director                                   | Member                |
| 3.      | Piyush Jindal        | Joint Managing Director and Chief Financial Officer | Member                |

The Stakeholders Relationship Committee constituted by way of resolution passed by our Board on March 20, 2025. The scope and functions of the Stakeholders Relationship Committee is in accordance with the Section 178 of the Companies Act and SEBI Listing Regulations. The terms of reference of the Stakeholders Relationship Committee 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, issue of new/duplicate certificates, general meetings etc.
- (b) review of measures taken for effective exercise of voting rights by shareholders;
- (c) 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;
- (d) 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
- (e) 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:

| Sr. No. | Name of the Director | Designation on Board                                | Committee Designation |
|---------|----------------------|-----------------------------------------------------|-----------------------|
| 1.      | Neeraj Kumar Jindal  | Managing Director                                   | Member                |
| 2.      | Piyush Jindal        | Joint Managing Director and Chief Financial Officer | Member                |
| 3.      | Yogesh Kapur         | Independent Director                                | Member                |

The Risk Management Committee was constituted by way of resolution passed by our Board on March 20, 2025. The scope and functions of the Risk Management Committee is in accordance with the SEBI Listing Regulations. The terms of reference of the Risk Management Committee 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, ESG 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;
- (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**

Our Corporate Social Responsibility Committee was constituted at a meeting of our Board held on March 20, 2015 and was last re-constituted at a meeting of our Board held on March 20, 2025. The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act.

The members of the Corporate Social Responsibility Committee are:

| Sr. No. | Name of the Director     | Designation on Board                                | Committee Designation |
|---------|--------------------------|-----------------------------------------------------|-----------------------|
| 1.      | Surinder Kumar Chaudhary | Chairman and Whole-time Director                    | Chairman              |
| 2.      | Rajesh Kumar Jindal      | Vice Chairman and Whole-time Director               | Member                |
| 3.      | Neeraj Kumar Jindal      | Managing Director                                   | Member                |
| 4.      | Piyush Jindal            | Joint Managing Director and Chief Financial Officer | Member                |
| 5.      | Prem Chand               | Independent Director                                | Member                |

The terms of reference of the Corporate Social Responsibility Committee include the following:

- (a) To formulate and recommend to the Board of Directors, the CSR Policy, indicating the CSR activities to be undertaken as specified in Schedule VII of the Companies Act, 2013, as amended;
- (b) To recommend the amount of expenditure to be incurred on the CSR activities, at least two per cent. of the average net profits of the company made during the three immediately preceding financial years;
- (c) To monitor the CSR Policy and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes by the Company from time to time;
- (d) To identify the project and programmes for incurring the CSR expenditure;

- (e) To institute a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company;
- (f) To identify and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required; and
- (g) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act, as amended or other applicable laws.

### **IPO Committee**

The IPO committee was constituted by our Board pursuant to a resolution dated March 20, 2025 passed by our Board.

The members of the IPO Committee are:

| <b>Sr. No.</b> | <b>Name of the Director</b> | <b>Designation on Board</b>                         | <b>Committee Designation</b> |
|----------------|-----------------------------|-----------------------------------------------------|------------------------------|
| 1.             | Piyush Jindal               | Joint Managing Director and Chief Financial Officer | Member                       |
| 2.             | Raghav Ramdev               | Nominee Director                                    | Member                       |
| 3.             | Yogesh Kapur                | Independent Director                                | Member                       |

The terms of reference as stipulated pursuant to a resolution dated March 20, 2025 passed by our Board are set forth below:

- (a) To take on record the number of Equity Shares proposed to be offered by the Selling Shareholder(s);
- (b) To make applications to, seek clarifications, obtain approvals and seek exemptions from, where necessary, the SEBI, the Stock Exchanges, the Registrar of Companies, Delhi and Haryana at New Delhi (“**RoC**”), the relevant registrar of companies, the Reserve Bank of India, and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus, the red herring prospectus and the prospectus as applicable;
- (c) To finalize, settle, approve, adopt and file in consultation with the book running lead managers appointed for the Offer (the “**BRLMs**”) where applicable, the draft red herring prospectus, the red herring prospectus and the prospectus in connection with the Offer, the preliminary and final international wrap, abridged prospectus, and any amendments, supplements, notices, addenda or corrigenda thereto (“**Offer Documents**”), and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with applicable laws;
- (d) To decide, negotiate and finalise in consultation with the BRLMs on the actual Offer size, timing (including opening and closing dates), pricing, discount, reservation and all the terms and conditions of the Offer and transfer of the Equity Shares pursuant to the Offer, including without limitation the number of the Equity Shares to be issued or offered pursuant to the Offer including any reservation, green shoe option and any rounding off in the event of any oversubscription, the price band (including offer price for anchor investors), any revision to the price band, bid period, minimum bid lot for the purpose of bidding, final Offer price after bid closure, to finalize the basis of allocation and to allot the Equity Shares to the successful allottees and credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable law, determine the anchor investor portion, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer in accordance with applicable laws;
- (e) To appoint, instruct and enter into and terminate arrangements with the BRLMs, and in consultation with BRLM(s), appoint and enter into agreements with intermediaries including underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, sponsor

bank(s), legal advisors, auditors, advertising agency, independent chartered accountants, industry expert, depositories, custodians, printers, chartered engineers, and any other agencies or persons or intermediaries in relation to the Offer, including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLMs and negotiation, finalization, execution and remuneration of all such intermediaries/agencies including the payments of commissions, brokerages, etc.;

- (f) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the draft red herring prospectus, the red herring prospectus, the prospectus, the preliminary and final international wrap, offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow agreement, agreements with the registrar to the Offer, agreement with the advertising agency in relation to the Offer, bid-cum-application forms, confirmation of allotment notes and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, advertising agency, stock exchange(s), BRLMs, and any other agencies/intermediaries in connection with the Offer, and any notices, supplements and corrigenda thereto, with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;
- (g) To decide, negotiate and finalize, in consultation with the BRLMs, all matters regarding the Pre-IPO Placement, if any, including entering into discussions and execution of all relevant documents with Investors and rounding off, if any, in the event of oversubscription and in accordance with applicable laws;
- (h) to take all actions as may be necessary and authorised in connection with the Offer for Sale component of the Offer and to approve and take on record the approval of the Selling Shareholder(s) for offering their Equity Shares in the Offer for Sale and the transfer of Equity Shares in the offer for sale and the quantum in terms of the number of Equity Shares/amount offered by the Selling Shareholder(s) in the Offer for Sale, and to allow revision of the Offer for Sale portion in case any selling shareholder(s) decides to revise it in accordance with applicable laws;
- (i) to authorize the maintenance of a register of holders of the Equity Shares;
- (j) To make applications to, seek clarifications, exemptions and obtain approvals and seek exemptions from, if necessary, the stock exchanges, the Reserve Bank of India, the SEBI, the relevant RoC or any other statutory or governmental authorities in connection with the Offer as required by applicable law, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions and, wherever necessary, incorporate such modifications / amendments / alterations / corrections as may be required in the draft red herring prospectus, the red herring prospectus and the prospectus;
- (k) To seek, if required, the consent and/or waiver of the lenders of the Company and its subsidiaries, industry data providers, experts to the Offer, customers, suppliers, strategic partners, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;
- (l) To open and operate bank accounts in terms of the cash escrow and sponsor bank agreement with a scheduled bank to receive applications along with application monies, for handling of refunds, and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (m) To determine the amount, the number of Equity Shares, terms of the issue of the equity shares, the categories of investors for the Pre-IPO Placement, if any including the execution of the relevant documents with the investors, in consultation with the BRLMs, and rounding off, if any, in the event of oversubscription and in accordance with Applicable Laws;
- (n) To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including issue price for anchor investors), reservation or discount (if any), approve the basis of allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLM(s) and the Selling Shareholders (to the extent applicable) and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;

- (o) all actions as may be necessary in connection with the Offer, including extending the Bid/Offer period, revision of the price band, allow revision of the Offer for Sale portion in case any Selling Shareholder decides to revise it, in accordance with the applicable laws;
- (p) To authorize and approve in consultation with the BRLM(s), incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
- (q) To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;
- (r) To approve the implementation of any corporate governance requirements, approving suitable policies on insider trading, whistle-blowing, risk management, and any other policies, code of conduct for the Board, officers and other employees of the Company that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under Applicable Laws;
- (s) To finalise and issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company to sign all or any of the aforesaid documents;
- (t) To undertake as appropriate such communication with the Selling Shareholders as required under applicable law, including inviting the existing shareholders of the Company to participate in the Offer by making an offer for sale in relation to such number of Equity Shares held by them as may be deemed appropriate, and which are eligible for the offer for sale in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), take all actions as may be necessary and authorised in connection with the Offer for Sale and to approve and take on record the approval of the Selling Shareholder(s) for offering their Equity Shares in the Offer for Sale and the transfer of Equity Shares in the Offer for Sale;
- (u) To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer in accordance with the SEBI ICDR Regulations, Companies Act, as amended and other Applicable Laws;
- (v) To issue advertisements in such newspapers and other media as it may deem fit and proper in accordance with the SEBI ICDR Regulations, Companies Act, 2013, as amended and other Applicable Laws;
- (w) To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any;
- (x) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, in consultation with the Selling Shareholders and BRLMs, including without limitation, to determine the anchor investor portion and allocation to anchor investors, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, credit of Equity Shares to the demat accounts of the successful allottees, share certificates in accordance with the relevant rules, in consultation with the BRLMs in accordance with Applicable Laws;
- (y) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and/ or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the aforesaid documents;
- (z) To make in-principle and final applications for listing and trading of the Equity Shares in one or more stock exchange(s) for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing including without

limitation, entering into listing agreements and affixing the common seal of the Company where necessary and to take all such other actions as may be necessary in connection with obtaining such listing;

- (aa) To settle all questions, difficulties or doubts that may arise in relation to the Offer, including issue, allotment, terms of the Offer, utilisation of the Offer proceeds and matters incidental thereto as it may deem fit;
- (bb) To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies, Delhi and Haryana at New Delhi and the relevant stock exchange(s) where the Equity Shares are to be listed;
- (cc) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;
- (dd) To execute and deliver and/or to authorise and empower officers of the Company (each, an “**Authorised Officer**”) for and on behalf of the Company to execute and deliver, on a several basis, any and all other documents or instruments and any declarations, affidavits, certificates, consents, agreements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar agreement, the depositories agreements, the offer agreement, the underwriting agreement, the syndicate agreement, the cash escrow and sponsor bank agreement and confirmation of allocation notes, with the BRLMs, syndicate members, bankers to the Offer, registrar to the Offer, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer, if any and any and all other documents or instruments and doing or causing to be done any and all acts or things as the IPO Committee and/or Authorised Officer may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee and/or Authorised Officer shall be conclusive evidence of the authority of the IPO Committee and/or Authorised Officer and Company in so doing.
- (ee) Deciding, negotiating and finalising the pricing at which the Equity Shares are offered, issued, allocated, transferred and/or allotted to investors in the Offer in accordance with applicable regulations in consultation with the BRLMs and/or any other advisors, and determine the discount, if any, proposed to be offered to eligible categories of investors and all other related matters regarding the execution of the relevant documents with the investors in consultation with the BRLMs and in accordance with Applicable Laws;
- (ff) To obtain necessary certifications, advice and opinion from the consultants, advisors, auditors, legal and/or technical experts with regard to the Offer, as it may in its absolute discretion deem fit;
- (gg) To submit undertakings/certificates or provide clarifications to the SEBI and the stock exchanges where the Equity Shares of the Company are proposed to be listed;
- (hh) To, if necessary, withdraw the draft red herring prospectus or the red herring prospectus or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLMs; and
- (ii) To delegate any of its powers set out hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company.

### Management Organisation Chart

#### Board of Directors

**Surinder Kumar Chaudhary**  
Whole Time Director & Chairman

**Rajesh Kumar Jindal**  
Whole Time Director & Vice  
Chairman

**Neeraj Kumar Jindal**  
Managing Director

**Piyush Jindal**  
Joint Managing Director & Chief  
Financial Officer

**Chandrashekhar Shukla**  
Brand Business Head

**Abhay Kumar Gupta**  
Specialty Chemicals Business Head – CEO  
(Shogun Organics Limited)

**Christopher John Karoly Fazekas**  
Head of business CDMO – CEO (Briar  
Chemicals Limited)

**Swati Garg**  
Financial Controller

**Manju Pathak Khulbe**  
Company Secretary and Compliance Officer

**Nakhat Ara Naqvi**  
Regulatory Head

**Ram Avtar Agarwal**  
Environment, Health and Safety Head – India and whole-time  
director (Shogun Organics Limited)

**Issac Mungai Njoroge**  
Head of QHSE (Briar Chemicals Limited)

## Key Managerial Personnel

In addition to Surinder Kumar Chaudhary, the Chairman and Whole-time Director, Rajesh Kumar Jindal, Vice Chairman and Whole-time Director, Neeraj Kumar Jindal, the Managing Director and Piyush Jindal, the Joint Managing Director and Chief Financial Officer whose details are set out under “- *Brief biographies of Directors*” on page 277, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are set forth below:

**Manju Pathak Khulbe** is the Company Secretary and Compliance Officer of our Company. She joined our Company on October 1, 2015, and was subsequently appointed as Company Secretary of our Company on March 1, 2022. She holds a degree of bachelor of commerce from University of Delhi and degree of bachelor of laws from Chaudhary Charan Singh University, Meerut. She is an associate member company secretary of the Institute of Company Secretaries of India. Prior to joining our Company, she was associated with Vipul Goel & Associates, SVASCA Industries (India) Limited, Naveen Upadhyaya & Associates, Chartered Accountants and Ishvakoo (India) Private Limited. She has over 17 years of work experience and is involved in secretarial compliance of our Company. She received a remuneration of ₹2.33 million in Fiscal 2025 from our Company.

## Senior Management Personnel of our Company

In addition to Piyush Jindal, Joint Managing Director and Chief Financial Officer of our Company and Manju Pathak Khulbe, Company Secretary and Compliance Officer, whose details are provided in “- *Key Managerial Personnel*” on page 292, the details of our other Senior Management Personnel as on the date of this Draft Red Herring Prospectus are set forth below:

**Chandrashekhar Shukla** is the brand business head of our Company. He joined our Company on August 1, 2024 and manages the sales and marketing department for the formulation business of our Company. He holds a degree of bachelor of science (agriculture) from Jawaharlal Nehru Krishi Vishwa Vidyalaya and has also completed executive post graduate diploma in international business from Indian Institute of Foreign Trade. Prior to joining our Company, he was associated with India Organic Chemicals Limited, Bayer (India) Limited, Lipsun (U) Limited, BASF India Limited, Proagro Seed Company Private Limited, DCM Shriram Consolidated Limited, Shriram Bioseed Genetics India Limited, Dhanuka Agritech Limited and Crystal Crop Protection Private Limited. He has several years of experience in the field of agriculture and chemicals. He received a remuneration of ₹3.85 million in Fiscal 2025 from our Company.

**Abhay Kumar Gupta** is the specialty chemicals business head and chief executive officer of our Subsidiary Shogun Organics Limited. He joined our Subsidiary Shogun Organics Limited on January 1, 2021 and he is responsible for managing the specialty chemical business of our Subsidiary, Shogun Organics Limited. He holds a degree of bachelor of technology in chemical engineering from Banaras Hindu University. Prior to joining our Company, he was associated with Hindustan Dorr-Oliver Limited, Voltas International Limited, United Phosphorus Limited, Anu Products Limited and Parijat Industries (India) Private Limited. He has several years of experience in the field of agriculture and chemicals. He received a remuneration of ₹26.10 million in Fiscal 2025 from our Subsidiary, Shogun Organics Limited.

**Christopher John Karoly Fazekas** is the head of business CDMO— chief executive officer of our Subsidiary, Briar Chemicals Limited. He joined our Subsidiary, Briar Chemicals Limited on January 1, 2024 and manages the overall strategy and day-to-day management of the CDMO plant of our Subsidiary, Briar Chemicals Limited. He holds a degree of bachelor of applied science (agriculture) from Roseworthy Agricultural College and also holds a graduate diploma in agribusiness from Monash University, Australia. He also holds degree of executive master of business administration from Quantic School of Business and Technology. Prior to joining our Company, he was associated with Nufarm Australia Limited. He has approximately 32 years of experience in the field of agriculture and chemicals. He received a remuneration of ₹25.20 million in Fiscal 2025 from our Subsidiary, Briar Chemicals Limited.

**Nakhat Ara Naqvi** is the regulatory head of our Company. She joined our Company on November 6, 2023 and manages regulatory compliance of our Company. She holds a degree of bachelor of science (honours) from Aligarh Muslim University and a degree of master of science (agriculture) from Aligarh Muslim University. Further, she also holds a degree of doctor in philosophy in agriculture plant protection from Aligarh Muslim University. Prior to joining our Company, she was associated with Agriculture Today, Parijat Industries (India) Private Limited, and Reckitt, RB (Hygiene Home) Australia Pty. Limited. She has over 18 years of experience in the field of agriculture. She received a remuneration of ₹5.26 million in Fiscal 2025 from our Company.

**Ram Avtar Singh** is the environment, health and safety head - India and whole-time director of our Subsidiary Shogun Organics Limited. He joined our Subsidiary Shogun Organics Limited on February 1, 2024 and is responsible for EHS compliances of our Subsidiary, Shogun Organics Limited. He holds a degree of master of science in ecology and environment from Sikkim Manipal University. Prior to joining our Company, he was associated with Vitalife Laboratories (a division of Arch Pharmed Labs).



Limited), Federal Mogul Ignition Products India Limited, ASK Automotive Private Limited and Symbiotec Pharmed Private Limited. He has over 16 years of experience in the field of agriculture and chemicals. He received a remuneration of ₹3.21 million in Fiscal 2025 from our Subsidiary, Shogun Organics Limited.

**Swati Garg** is the financial controller of our Company. She joined our Company on September 1, 2017 and manages the finance and accounts of our Company. She drives financial discipline, supports IPO readiness, and ensures alignment with growth, risk, and international regulatory standards. She holds a degree of bachelor of commerce from University of Delhi and is a qualified chartered accountant from the ICAI. She has also completed an online certificate programme on masterclass on leadership with distinction from Indian School of Business Online and the ICAI. Prior to joining our Company, she was associated with VK Garg and Associates. She has over 13 years of experience in the field of finance. She received a remuneration of ₹3.31 million in Fiscal 2025 from our Company.

**Issac Mungai Njoroge** is the head of QHSE of our Subsidiary, Briar Chemicals Limited. He joined our Subsidiary, Briar Chemicals Limited on September 8, 2023 and is responsible for overseeing quality, health, safety, and environmental management. Further, he ensures compliance with relevant regulatory bodies and UK HSE Regulations, ISO compliance and other regulatory standards for our Subsidiary, Briar Chemicals Limited. He holds a degree of bachelor of science from Jomo Kenyatta University of Agriculture and Technology and a degree of master of business administration from University of Nairobi. He also holds a degree of master of science from Cranfield University. He is also a chartered member of Institution of Occupational Safety and Health, full member of the Institute of Environmental Management and Assessment and associate member of Institution of Chemical Engineers. Prior to joining our Subsidiary, Briar Chemicals Limited, he was associated with Unilever UK, Lafarge Tarmac Ltd, John Wyeth & Brother Limited, Tate & Lyle Sugars, Johnson Matthey and Tradebe UK. He has several years of experience in the field of agriculture and chemicals. He received a remuneration of ₹9.34 million in Fiscal 2025 from our Subsidiary, Briar Chemicals Limited.

#### **Relationship between our Key Managerial Personnel and Senior Management Personnel**

Except as disclosed under “– Relationship between our Directors, Key Managerial Personnel and Senior Management Personnel” on page 293, none of our Key Managerial Personnel or Senior Management Personnel are related to any of the Directors of our Company.

#### **Status of Key Managerial Personnel and Senior Management Personnel**

Except for Issac Mungai Njoroge and Christopher John Karoly Fazekas who are employees of our Subsidiary Briar Chemicals Limited and Abhay Kumar Gupta and Ram Avtar Singh who are employees of our Subsidiary Shogun Organics Limited, our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

#### **Shareholding of Key Managerial Personnel and Senior Management Personnel**

Except as disclosed in “Shareholding of our Directors in our Company” on page 280 and except as disclosed below, none of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares in our Company:

| S. No. | Name                | Number of Equity Shares of face value of ₹ 1 each | Percentage of paid-up Equity Share capital (%) |
|--------|---------------------|---------------------------------------------------|------------------------------------------------|
| 1.     | Manju Pathak Khulbe | 50,000                                            | 0.03                                           |
| 2.     | Abhay Kumar Gupta   | 50,000                                            | 0.03                                           |

#### **Bonus or profit-sharing plans**

None of our Key Managerial Personnel or Senior Management Personnel is entitled to any bonus or profit-sharing plans of our Company.

#### **Interests of Key Managerial Personnel and Senior Management Personnel**

The Key Managerial Personnel and Senior Management Personnel do not have any interests in our Company, other than (i) the Executive Directors who are the Promoters and shareholders of our Company; (ii) the remuneration or benefits from our Company or Subsidiaries, as applicable 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; (ii) the Equity Shares, if any, held by them or their relatives and companies, firms and trusts, in which they are interested as directors, proprietors, members, partners, trustees and promoters; and (iii) as provided in “Financial Information – Restated Consolidated Financial Information – Note 44” on page 368. The Key Managerial Personnel and Senior Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company.

### **Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel**

There is no contingent or deferred compensation payable to our Key Managerial Personnel or Senior Management Personnel or Directors, which does not form part of their remuneration.

### **Arrangements or understandings with major shareholders, customers, suppliers or others**

There is no arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel or Senior Management Personnel was selected as member of senior management.

### **Service Contracts with Key Managerial Personnel and Senior Management Personnel**

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, there are no service contracts executed by our Company with the Key Managerial Personnel and Senior Management Personnel pursuant to which they are entitled to any benefits upon termination of their employment.

### **Changes in Key Managerial Personnel and Senior Management Personnel**

Except as disclosed below, there have been no changes in the Key Managerial Personnel or Senior Management Personnel in the last three years:

| <b>Name</b>                     | <b>Designation</b>                                                           | <b>Date of Change</b> | <b>Reason for Change</b>                                                                |
|---------------------------------|------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------------------------------------|
| Piyush Jindal                   | Chief Financial Officer                                                      | June 28, 2025         | Appointed as Chief Financial Officer                                                    |
| Kamal Kumar Gupta               | Chief financial officer                                                      | March 31, 2025        | Resigned as chief financial officer due to personal reasons                             |
| Kamal Kumar Gupta               | Chief financial officer                                                      | December 1, 2024      | Appointed as chief financial officer                                                    |
| Piyush Jindal                   | Chief financial officer                                                      | November 30, 2024     | Resigned as chief financial officer                                                     |
| Chandrashekhar Shukla           | Brand business head                                                          | August 1, 2024        | Appointed as brand business head                                                        |
| Ram Avtar Agarwal               | Environment, health and safety head- India                                   | February 1, 2024      | Appointed as environment, health and safety head – India of Shogun Organics Limited     |
| Christopher John Karoly Fazekas | Head of business CDMO and chief executive officer of Briar Chemicals Limited | January 1, 2024       | Appointed as head of business CDMO - chief executive officer of Briar Chemicals Limited |
| Issac Mungai Njoroge            | Head of QHSE of Briar Chemicals Limited                                      | September 8, 2023     | Appointed as head of QHSE of Briar Chemicals Limited                                    |
| Nakhat Ara Naqvi                | Regulatory head                                                              | November 6, 2023      | Appointed as regulatory head of our Company                                             |

For details in relation to changes in our Board, see “- *Changes in the Board in the last three years*”, on page 281.

### **Payment or benefit to Key Managerial Personnel and Senior Management Personnel**

No non-salary amount or benefit has been paid or given to any officer of our Company including Key Managerial Personnel or Senior Management Personnel, 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, for services rendered as officers of our Company.

### **Employee Stock Options or Stock Appreciation Rights**

As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock option plan or stock appreciation rights plan.

## OUR PROMOTERS AND PROMOTER GROUP

Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters, in aggregate, hold 60,973,336 Equity Shares of face value of ₹1 each in our Company, representing 37.97% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company; individually, Neeraj Kumar Jindal holds 16,748,680 Equity Shares of face value of ₹1 each, representing 10.43% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company; Piyush Jindal holds 16,748,680 Equity Shares of face value of ₹1 each, representing 10.43% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company; Rajesh Kumar Jindal holds 15,461,823 Equity Shares of face value of ₹1 each, representing 9.63% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company; and Surinder Kumar Chaudhary holds 12,014,153 Equity Shares of face value of ₹1 each, representing 7.48% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company.

For further details, see “*Capital Structure - Shareholding of our Promoter and Promoter Group*”, on page 97.

### Details of our Promoters



**Surinder Kumar Chaudhary**, born on March 25, 1956, aged 69 years, is one of our Promoters and the Chairman and a Whole-time Director of our Company.

For further details in relation to his date of birth, personal address, educational qualifications, professional experience in the business, positions/posts held in the past and other directorships, other ventures special achievements, business and financial activities, see “*Our Management – Brief Biographies of Directors*” beginning on page 277.

His permanent account number is ADFPC7323L.



**Rajesh Kumar Jindal**, born on March 14, 1964, aged 61 years, is one of our Promoters and the Vice Chairman and a Whole-time Director of our Company.

For further details in relation to his date of birth, personal address, educational qualifications, professional experience in the business, positions/posts held in the past and other directorships, other ventures special achievements, business and financial activities, see “*Our Management – Brief Biographies of Directors*” beginning on page 277.

His permanent account number is ADOPK0717F.



**Neeraj Kumar Jindal**, born on December 11, 1985, aged 39 years, is one of our Promoters and the Managing Director of our Company.

For further details in relation to his date of birth, personal address, educational qualifications, professional experience in the business, positions/posts held in the past and other directorships, other ventures special achievements, business and financial activities, see “*Our Management – Brief Biographies of Directors*” beginning on page 277.

His permanent account number is AIZPJ8230C.



**Piyush Jindal**, born on August 7, 1989, aged 35 years, is one of our Promoters and the Joint Managing Director and Chief Financial Officer of our Company.

For further details in relation to his date of birth, personal address, educational qualifications, professional experience in the business, positions/posts held in the past and other directorships, other ventures special achievements, business and financial activities, see “*Our Management – Brief Biographies of Directors*” beginning on page 277.

His permanent account number is AIZPJ8065F.

Our Company confirms that the permanent account numbers, bank account numbers, passport numbers, Aadhaar card numbers and driving license numbers, (except the driving license number of Surinder Kumar Chaudhary as he does not hold a driving license) of each of our Promoters shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

#### **Other ventures of our Promoters**

Other than as disclosed in this chapter “*Our Promoters and Our Promoter Group*” and “*Our Management*” on pages 295 and 274, respectively, our Promoters are not involved in any other venture.

#### **Change in the 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. Pursuant to its resolution dated May 23, 2025, our Board identified Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal as the Promoters of our Company.

#### **Interests of Promoters and common pursuits**

Our Promoters are interested in our Company to the extent that (i) they are the Promoters of our Company; and (ii) to the extent of their direct and indirect shareholding in our Company; including the dividend payable, if any, and any other distributions in respect of the Equity Shares held by them in our Company, from time to time. For details of the shareholding of our Promoters in our Company, see “*Capital Structure*”, on page 83.

Our Promoters, who are also Directors and Key Managerial Personnel of our Company, may be deemed to be interested to the extent of their remuneration and reimbursement of expenses, payable to them, if any, in their capacity as Directors and Key Managerial Personnel. For further details, see “*Our Management*” on page 274.

No sum has been paid or agreed to be paid to any of our Promoters or to the firms or companies in which our Promoters are interested as a member in cash or shares or otherwise by any person, either to induce him to become or to qualify them, as a

director or promoter or otherwise for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Further, our Promoters are also directors on the boards, or are shareholders, kartas, trustees, proprietors, members or partners of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details of interest of our Promoters in our Company, see “*Other Financial Information – Related Party Transactions*” on page 408.

Our Promoters have no interest in any property acquired by our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery, etc. and no amount or benefit has been paid or given to our Promoters, or any of the members of the Promoter Group 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 Promoters or any of the members of the Promoter Group.

Except as disclosed under “*History and Certain Corporate Matters – Our Subsidiaries, joint ventures and associates*”, other than our Subsidiaries, our Promoters do not have any interest in a venture that is involved in any activities similar to those conducted by our Company.

### **Material guarantees given by our Promoters to third parties with respect to Equity Shares of our Company**

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

As disclosed in “*History and Certain Corporate Matters - Details of guarantees given to third parties by the Promoter Selling Shareholders*”, on page 269, our Promoters have given personal guarantees for certain loans availed by our Company.

### **Companies and firms with which our Promoters have disassociated in the last three years**

Our Promoters have not disassociated themselves from any company or firm in the three years immediately preceding the date of this Draft Red Herring Prospectus.

### **Confirmations**

Our Promoters and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers.

Our Promoters and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoters are not and have not been a promoter or director of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters have not been declared as fugitive economic offenders under the Fugitive Economic Offenders Act, 2018.

### **Promoter Group**

The following individuals and entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

#### *Natural persons who are part of our Promoter Group*

The following table sets forth details of the natural persons who are part of our Promoter Group (due to their relationship with our Promoter):

| Sr. No. | Name of the Promoter     | Name             | Relationship |
|---------|--------------------------|------------------|--------------|
| 1.      | Surinder Kumar Chaudhary | Rachna Chaudhary | Spouse       |
|         |                          | Surjit Kaur      | Sister       |
|         |                          | Vandana          | Sister       |
|         |                          | Paramjeet        | Sister       |
|         |                          | Sahil Chaudhary  | Son          |

| Sr. No. | Name of the Promoter | Name                  | Relationship     |
|---------|----------------------|-----------------------|------------------|
|         |                      | Garima Chaudhary      | Daughter         |
|         |                      | Krishna Devi          | Spouse's mother  |
|         |                      | Asha Khatana          | Spouse's sister  |
|         |                      | Parveen Kataria       | Spouse's sister  |
| 2.      | Rajesh Kumar Jindal  | Kiran Jindal          | Spouse           |
|         |                      | Sushma Rani           | Sister           |
|         |                      | Suman Latta           | Sister           |
|         |                      | Ishan Jindal          | Son              |
|         |                      | Mishika Jindal        | Daughter         |
|         |                      | Suresh Kumar Bansal   | Spouse's brother |
|         |                      | Inder Jit Bansal      | Spouse's brother |
|         |                      | Monica Aggarwal       | Spouse's sister  |
|         |                      | Jeewan Garg           | Spouse's sister  |
| 3.      | Neeraj Kumar Jindal  | Veena Jindal          | Mother           |
|         |                      | Nivedita Jindal       | Spouse           |
|         |                      | Piyush Jindal         | Brother          |
|         |                      | Vedas Jindal          | Son              |
|         |                      | Mishti Jindal         | Daughter         |
|         |                      | Sanjiv Gupta          | Spouse's father  |
|         |                      | Sunita Rani           | Spouse's mother  |
|         |                      | Krishnanshu Gupta     | Spouse's brother |
|         |                      | Nidhi Gupta           | Spouse's sister  |
| 4.      | Piyush Jindal        | Veena Jindal          | Mother           |
|         |                      | Karishma Jindal       | Spouse           |
|         |                      | Neeraj Kumar Jindal   | Brother          |
|         |                      | Ayan Jindal           | Son              |
|         |                      | Bharat Bhushan Jindal | Spouse's father  |
|         |                      | Neena Jindal          | Spouse's mother  |
|         |                      | Abhishek Jindal       | Spouse's brother |

*Entities forming part of our Promoter Group*

- a) NKJ Advisory Private Limited;
- b) PKJ Advisors Private Limited;
- c) Jindal Brothers;
- d) JayCee Sons;
- e) JB Capital Advisors LLP;
- f) Surinder Kumar HUF;
- g) Rajesh Kumar HUF;
- h) Neeraj Kumar Jindal HUF; and
- i) Piyush Jindal HUF.

## DIVIDEND POLICY

Our Company has not declared and paid any dividend in the last three Financial Years and the period from April 1, 2025 until the date of this Draft Red Herring Prospectus.

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board to the Shareholders for their approval in the annual general meeting, at their discretion, subject to compliance with the provisions of the Companies Act, and other relevant regulations, if any, each as amended. Further the Board shall also have the absolute power to declare interim dividend in compliance with the Companies Act. The dividend distribution policy of our Company was approved and adopted by our Board at its meeting on June 23, 2025.

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 profit earned during the financial year, retained earnings, capital expenditure requirements, resources required to fund acquisition and /or new business and resources required to fund acquisition and /or new business. The external factors on the basis of which our Company may declare the dividend shall *inter alia* include economic environment, both domestic and global, unfavourable market conditions, cost of raising funds from alternate sources, inflation rates, cost of external financing and changes in government policies and regulatory provisions.

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 – Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements*” on page 62.

**SECTION V: FINANCIAL INFORMATION**

**RESTATED CONSOLIDATED FINANCIAL INFORMATION**

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# Walker Chandiook & Co LLP

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## INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors  
**Safex Chemicals (India) Limited**  
4th and 5th Floor, Block-A, NDM-1,  
Netaji Subhash Place, North West  
Delhi – 110034, India

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of **Safex Chemicals (India) Limited** (the "Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "**Group**"), comprising the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2025, 31 March 2024 and 31 March 2023, the Restated Consolidated Statement 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 2025, 31 March 2024, and 31 March 2023, and notes to the restated consolidated financial information, including 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 28 June 2025 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 ("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 (jointly, the "Stock Exchanges") in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company in accordance with the basis of preparation stated in note 2 to the Restated Consolidated Financial Information. The responsibility of respective Board of Directors of the companies included in the Group 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

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune



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are also responsible for identifying and ensuring that the Group 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 07 June 2025 in connection with the proposed IPO of equity shares of the Company;
  - b. 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 as at and for the years ended 31 March 2025, 31 March 2024 and 31 March 2023, 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 23 May 2025, 2 September 2024 and 30 September 2023, respectively.
5. For the purpose of our examination, we have relied on Auditors' reports issued by us dated 23 May 2025, 2 September 2024 and 30 September 2023 on the consolidated financial statements of the Group as at and for the years ended 31 March 2025, 31 March 2024 and 31 March 2023 as referred in Paragraph 4 above.
6. The audit reports on the consolidated financial statements issued by us referred in paragraph 5 included the following matters which did not require any adjustment in the Restated Consolidated Financial Information:
  - i. **Material Uncertainty Related to Going Concern paragraphs with respect to our audit report issued by us**

**For the year ended 31 March 2023:**

"We draw attention to Note 47 in the consolidated financial statements, which indicates that the Subsidiary Company may breach its loan covenants in the going concern period, which would trigger an event of default and could lead to the acceleration of the debt. If the Subsidiary Company is unable to secure a waiver or amendment of the covenant and as a result, the debt becomes payable on demand, the Group, of which the Subsidiary Company is part of, may not be able to meet its obligations as they fall due which could give rise to a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern".

Our opinion is not modified in respect of this matter. In auditing the consolidated financial statements, we have concluded that the management's use of the going concern basis of accounting in the preparation of the consolidated financial statements is appropriate.



- ii. Other Matter paragraphs with respect to our reports on internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, covered under the Act, issued by us

For the years ended 31 March 2025, 31 March 2024 and 31 March 2023

The adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to one Subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

7. As indicated in our audit reports referred in paragraph 5 above:

We did not audit financial statements of the subsidiaries as mentioned in **Annexure I**, whose share of total assets, total revenues, net cash inflows / (outflows) included in the consolidated financial statements, for the relevant years is tabulated below, which have been audited by other auditors as mentioned in **Annexure I** and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

| Particulars                          | As at/ for the year ended 31 March 2025 | As at/ for the year ended 31 March 2024 | As at/ for the year ended 31 March 2023 |
|--------------------------------------|-----------------------------------------|-----------------------------------------|-----------------------------------------|
| Number of Subsidiaries (in no's.)    | 5                                       | 5                                       | 3                                       |
| Total assets (Rs. in million)        | 13,747.8                                | 14,403.4                                | 1,024.8                                 |
| Total revenues (Rs. in million)      | 7,598.6                                 | 7,821.4                                 | 2,334.3                                 |
| Net cash (outflows) (Rs. in million) | (363.9)                                 | (29.8)                                  | (25.9)                                  |

Our opinions on the Consolidated Financial Statements for the years as referred in paragraph 5 above, are not modified in respect of these matters.

Further, of these subsidiaries, two subsidiaries (including one step-down subsidiary) as at and for the year ended 31 March 2025 and 31 March 2024 which are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinions on the audited consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.



These other auditors of the subsidiaries as mentioned in **Annexure II**, have examined the restated financial information and have confirmed that the restated financial information:

- a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended 31 March 2024 and 31 March 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended 31 March 2025;
- b. do not require any adjustments for the matter mentioned in paragraph 6 above; and
- c. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

Further, we did not audit financial statements of two subsidiaries as mentioned in **Annexure I**, whose share of total assets, total revenues, net cash inflows / (outflows) included in the consolidated financial statements, for the relevant years is tabulated below, which are unaudited and have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries, is based solely on the unaudited financial statements. In our opinion and according to the information and explanations given to us by the management, this financial information is not material to the Group:

| Particulars                          | As at/ for the year ended 31 March 2025 | As at/ for the year ended 31 March 2024 | As at/ for the year ended 31 March 2023 |
|--------------------------------------|-----------------------------------------|-----------------------------------------|-----------------------------------------|
| Number of Subsidiaries (in no's.)    | 2                                       | Nil                                     | Nil                                     |
| Total assets (Rs. in million)        | 1.95                                    | Nil                                     | Nil                                     |
| Total revenues (Rs. in million)      | Nil                                     | Nil                                     | Nil                                     |
| Net cash (outflows) (Rs. in million) | 1.95                                    | Nil                                     | Nil                                     |

Our opinions on the consolidated financial statements for the years as referred in paragraph 5, are not modified in respect of this matter.

8. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the other auditors as mentioned in **Annexure II** for the respective years, 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 2024 and 31 March 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended 31 March 2025;
  - b. does not require any adjustments for the matter mentioned in paragraph 6 above and do not contain any qualifications requiring any adjustments. 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 for the years ended 31 March 2025, 31 March 2024 and 31 March 2023 and reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) which do not require

## Walker Chandiok & Co LLP

any adjustments in the Restated Consolidated Financial Information have been disclosed in Note 53 of the Restated Consolidated Financial Information; and

- 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 audited consolidated financial statements mentioned in paragraph 5 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

  
**Ashish Gera**

Partner

Membership Number: 508685

UDIN: 25508685BBIJKN3046

Place: New Delhi

Date: 28 June 2025





**Annexure I to the Examination Report:**

**Details of the entities and related periods audited by the other auditors:**

| Nature of entities                                                                      | Audit period                                      | Status<br>(Audited/ Unaudited) | If audited, auditor<br>report's date | Name of auditor       |
|-----------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------------|--------------------------------------|-----------------------|
| <b>Subsidiaries/ Step down subsidiaries</b>                                             |                                                   |                                |                                      |                       |
| Agcare Technologies Private Limited<br>(Also refer Annexure II)                         | FY 2024-2025                                      | Audited                        | 21 May 2025                          | BGMG & Associates     |
|                                                                                         | FY 2023-2024                                      | Audited                        | 17 August 2024                       | BGMG & Associates     |
|                                                                                         | FY 2022-2023                                      | Audited                        | 29 September 2023                    | BGMG & Associates     |
| Jaycee Lifesciences (formerly known as 'Best Crop Science')<br>(Also refer Annexure II) | FY 2024-2025                                      | Audited                        | 21 May 2025                          | BGMG & Associates     |
|                                                                                         | FY 2023-2024                                      | Audited                        | 23 August 2024                       | BGMG & Associates     |
|                                                                                         | FY 2022-2023                                      | Audited                        | 30 September 2023                    | BGMG & Associates     |
| Him Bio Agro<br>(Also refer Annexure II)                                                | FY 2024-2025                                      | Audited                        | 21 May 2025                          | BGMG & Associates     |
|                                                                                         | FY 2023-2024                                      | Audited                        | 23 August 2024                       | BGMG & Associates     |
|                                                                                         | FY 2022-2023                                      | Audited                        | 30 September 2023                    | BGMG & Associates     |
| Safex Holdings UK Limited                                                               | FY 2024-2025                                      | Audited                        | 1 May 2025                           | Grant Thornton UK LLP |
|                                                                                         | FY 2023-2024                                      | Audited                        | 29 July 2024                         | Grant Thornton UK LLP |
|                                                                                         | 5 August 2022 to 31 March 2023<br>(Refer Note 1)  | Audited                        | 24 November 2023                     | Grant Thornton UK LLP |
| Briar Chemicals Limited                                                                 | FY 2024-2025                                      | Audited                        | 1 May 2025                           | Grant Thornton UK LLP |
|                                                                                         | FY 2023-2024                                      | Audited                        | 29 July 2024                         | Grant Thornton UK LLP |
|                                                                                         | 1 January 2022 to 31 March 2023<br>(Refer Note 2) | Audited                        | 21 November 2023                     | Grant Thornton UK LLP |
| Safex Chemicals Australia Pty. Limited                                                  | FY 2024-2025                                      | Unaudited                      | Not Applicable                       | Not Applicable        |
|                                                                                         | FY 2023-2024                                      | Not Applicable                 | Not Applicable                       | Not Applicable        |
|                                                                                         | FY 2022-2023                                      | Not Applicable                 | Not Applicable                       | Not Applicable        |
| Safex Foundation (Refer Note 3)                                                         | FY 2024-2025                                      | Unaudited                      | Not Applicable                       | Not Applicable        |
|                                                                                         | FY 2023-2024                                      | Not Applicable                 | Not Applicable                       | Not Applicable        |
|                                                                                         | FY 2022-2023                                      | Not Applicable                 | Not Applicable                       | Not Applicable        |

**Note 1:** Safex Holdings UK Limited was incorporated on 5 August 2022 and Walker Chandiok & Co LLP have audited the financials statements of the Company for consolidation purpose for the relevant period. Further, as mentioned above, the statutory audit for the period from 5 August 2022 to 31 March 2023 was performed by Grant Thornton UK LLP.

**Note 2:** Safex Holdings UK Limited acquired Briar Chemicals Limited on 10 October 2022 and Walker Chandiok & Co LLP have audited the financials statements of the Company for consolidation purpose for the relevant period. Further, as mentioned above, the statutory audit for the period from 1 January 2022 to 31 March 2023 was performed by Grant Thornton UK LLP.

**Note 3:** Safex Foundation was incorporated during the year ended 31 March 2025 on 22 March 2025. No capital has been infused during the year and there are no numbers in the subsidiary as at 31 March 2025. Safex Chemicals (India) Limited has infused Rs. 0.10 million on 30 May 2025 i.e., subsequent to 31 March 2025.



**Annexure II to the Examination Report:**

**Details of the entities where examination reports have been issued by the other auditors for the year ended 31 March 2025, 31 March 2024 and 31 March 2023:**

| Name of entities                                            | Nature of relationship | Name of auditor   |
|-------------------------------------------------------------|------------------------|-------------------|
| Him Bio Agro                                                | Subsidiary Company     | BGMG & Associates |
| Agcare Technologies Private Limited                         | Subsidiary Company     | BGMG & Associates |
| Jaycee Lifesciences (formerly known as 'Best Crop Science') | Subsidiary Company     | BGMG & Associates |



Restated Consolidated Statement of Assets and Liabilities

(All amounts are in Rs. million, unless otherwise stated)

| Particulars                                                                                | Note | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------------------------------------------------------------|------|------------------------|------------------------|------------------------|
| <b>I. ASSETS</b>                                                                           |      |                        |                        |                        |
| <b>(1) Non-current assets</b>                                                              |      |                        |                        |                        |
| (a) Property, plant and equipment                                                          | 4A   | 6,767.12               | 6,046.55               | 6,043.68               |
| (b) Capital work-in-progress                                                               | 4B   | 281.60                 | 1,054.80               | 675.48                 |
| (c) Right-of-use assets                                                                    | 4C   | 696.78                 | 520.04                 | 401.70                 |
| (d) Investment property                                                                    | 4E   | 56.91                  | 106.94                 | 132.93                 |
| (e) Goodwill                                                                               | 4G   | 1,177.26               | 1,603.69               | 1,544.06               |
| (f) Intangible assets under development                                                    | 4F   | 37.34                  | 45.38                  | 11.45                  |
| (g) Other intangible assets                                                                | 4D   | 902.90                 | 959.24                 | 1,050.86               |
| (h) Financial assets                                                                       |      |                        |                        |                        |
| (i) Loans                                                                                  | 5    | 2.14                   | 1.95                   | 3.42                   |
| (ii) Other financial assets                                                                | 6    | 27.34                  | 18.51                  | 13.55                  |
| (i) Deferred tax assets (net)                                                              | 7    | 189.63                 | 140.51                 | 96.29                  |
| (j) Income tax assets (net)                                                                | 8    | 13.54                  | 120.59                 | 116.31                 |
| (k) Other non-current assets                                                               | 9    | 18.33                  | 16.18                  | 16.98                  |
| <b>Total non-current assets</b>                                                            |      | <b>10,170.89</b>       | <b>10,634.38</b>       | <b>10,106.71</b>       |
| <b>(2) Current assets</b>                                                                  |      |                        |                        |                        |
| (a) Inventories                                                                            | 10   | 4,121.98               | 3,483.33               | 3,160.57               |
| (b) Financial assets                                                                       |      |                        |                        |                        |
| (i) Trade receivables                                                                      | 11   | 3,900.11               | 3,113.69               | 3,590.18               |
| (ii) Cash and cash equivalents                                                             | 12   | 929.75                 | 626.81                 | 932.36                 |
| (iii) Bank balances other than (ii) above                                                  | 13   | 963.37                 | 713.21                 | 502.11                 |
| (iv) Loans                                                                                 | 14   | 5.11                   | 5.45                   | 3.36                   |
| (v) Other financial assets                                                                 | 15   | 44.12                  | 52.05                  | 65.99                  |
| (c) Other current assets                                                                   | 16   | 708.22                 | 605.34                 | 690.44                 |
| <b>Total current assets</b>                                                                |      | <b>10,672.66</b>       | <b>8,599.88</b>        | <b>8,945.01</b>        |
| <b>Total assets</b>                                                                        |      | <b>20,843.55</b>       | <b>19,234.26</b>       | <b>19,051.72</b>       |
| <b>II. EQUITY AND LIABILITIES</b>                                                          |      |                        |                        |                        |
| <b>(1) Equity</b>                                                                          |      |                        |                        |                        |
| (a) Equity share capital                                                                   | 17   | 160.59                 | 160.59                 | 160.59                 |
| (b) Other equity                                                                           | 18   | 6,564.71               | 6,578.35               | 6,648.46               |
| <b>Total equity</b>                                                                        |      | <b>6,725.30</b>        | <b>6,738.94</b>        | <b>6,809.05</b>        |
| <b>(2) Non-current liabilities</b>                                                         |      |                        |                        |                        |
| (a) Financial liabilities                                                                  |      |                        |                        |                        |
| (i) Borrowings                                                                             | 19   | 4,178.60               | 3,970.30               | 4,204.23               |
| (ii) Lease liabilities                                                                     | 41   | 369.62                 | 208.97                 | 80.21                  |
| (iii) Other financial liabilities                                                          | 20   | 0.30                   | 0.76                   | 1.53                   |
| (b) Other non-current liabilities                                                          | 21   | 83.26                  | -                      | -                      |
| (c) Provisions                                                                             | 22   | 579.84                 | 451.67                 | 429.54                 |
| (d) Deferred tax liabilities (net)                                                         | 7    | 942.62                 | 1,217.72               | 1,432.91               |
| <b>Total non-current liabilities</b>                                                       |      | <b>6,154.24</b>        | <b>5,849.42</b>        | <b>6,148.42</b>        |
| <b>(3) Current liabilities</b>                                                             |      |                        |                        |                        |
| (a) Financial liabilities                                                                  |      |                        |                        |                        |
| (i) Borrowings                                                                             | 23   | 4,125.34               | 2,800.60               | 2,597.95               |
| (ii) Lease liabilities                                                                     | 41   | 58.91                  | 25.17                  | 13.25                  |
| (iii) Trade payables                                                                       |      |                        |                        |                        |
| (a) Total outstanding dues to micro enterprises and small enterprises; and                 | 24   | 56.08                  | 95.53                  | 49.80                  |
| (b) Total outstanding dues to creditors other than micro enterprises and small enterprises | 24   | 2,558.79               | 2,473.05               | 2,365.78               |
| (iv) Other financial liabilities                                                           | 25   | 220.34                 | 207.77                 | 280.14                 |
| (b) Other current liabilities                                                              | 26   | 479.39                 | 721.79                 | 438.69                 |
| (c) Provisions                                                                             | 27   | 214.74                 | 182.29                 | 289.35                 |
| (d) Current tax liabilities (net)                                                          | 28   | 250.42                 | 139.70                 | 59.29                  |
| <b>Total current liabilities</b>                                                           |      | <b>7,964.01</b>        | <b>6,645.90</b>        | <b>6,094.25</b>        |
| <b>Total liabilities</b>                                                                   |      | <b>14,118.25</b>       | <b>12,495.32</b>       | <b>12,242.67</b>       |
| <b>Total equity and liabilities</b>                                                        |      | <b>20,843.55</b>       | <b>19,234.26</b>       | <b>19,051.72</b>       |

Material accounting policies information

3

The accompanying notes are an integral part of these consolidated financial information.

This is the Restated Consolidated Statement of Assets and Liabilities referred to in our report of even date.

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of  
**Safex Chemicals (India) Limited**

**Ashish Gera**

Partner

Membership No.: 508685

**Surinder Kumar Chaudhary**

Whole Time Director

DIN: 00263756

**Neeraj Kumar Jindal**

Managing Director

DIN: 03473376

**Place : New Delhi**

**Date : 28 June 2025**

**Piyush Jindal**

Joint Managing Director  
and Chief Financial Officer

DIN: 06515285

**Manju Pathak Khulbe**

Company Secretary  
Membership No.: A22770

**Place : New Delhi**

**Date : 28 June 2025**



Restated Consolidated Statement of Profit and Loss

(All amounts are in Rs. million, unless otherwise stated)

| Particulars                                                                        | Note    | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|------------------------------------------------------------------------------------|---------|-------------------------------------|-------------------------------------|-------------------------------------|
| <b>I</b> Revenue from operations                                                   | 29      | 15,847.80                           | 14,045.91                           | 11,610.18                           |
| <b>II</b> Other income                                                             | 30      | 210.39                              | 130.65                              | 64.51                               |
| <b>III Total income (I+II)</b>                                                     |         | <b>16,058.19</b>                    | <b>14,176.56</b>                    | <b>11,674.69</b>                    |
| <b>IV Expenses</b>                                                                 |         |                                     |                                     |                                     |
| Cost of materials consumed                                                         | 31 (a)  | 7,429.53                            | 6,166.81                            | 4,845.09                            |
| Purchase of stock-in-trade                                                         | 31 (b)  | 601.24                              | 1,368.00                            | 2,164.92                            |
| Changes in inventories of finished goods, work-in-progress and stock-in-trade      | 32      | (276.58)                            | (288.66)                            | (200.88)                            |
| Employee benefits expense                                                          | 33      | 2,828.09                            | 2,497.94                            | 1,477.33                            |
| Finance costs                                                                      | 34      | 987.31                              | 743.54                              | 399.69                              |
| Depreciation and amortisation expense                                              | 35      | 874.56                              | 711.63                              | 387.71                              |
| Other expenses                                                                     | 36 (a)  | 2,935.18                            | 3,115.37                            | 1,833.13                            |
| <b>Total expenses</b>                                                              |         | <b>15,379.33</b>                    | <b>14,314.63</b>                    | <b>10,906.99</b>                    |
| <b>V Profit/ (Loss) before exceptional items (III-IV)</b>                          |         | <b>678.86</b>                       | <b>(138.07)</b>                     | <b>767.70</b>                       |
| <b>VI Exceptional items</b>                                                        | 36 (b)  | <b>539.86</b>                       | <b>-</b>                            | <b>560.49</b>                       |
| <b>VII Profit/ (Loss) after exceptional items but before tax (V-VI)</b>            |         | <b>139.00</b>                       | <b>(138.07)</b>                     | <b>207.21</b>                       |
| <b>VIII Tax expense:</b>                                                           |         |                                     |                                     |                                     |
| (1) Current tax                                                                    | 37      | 654.87                              | 389.94                              | 203.48                              |
| (2) Deferred tax                                                                   | 37      | (373.01)                            | (300.13)                            | 13.90                               |
| <b>Total tax expense</b>                                                           |         | <b>281.86</b>                       | <b>89.81</b>                        | <b>217.38</b>                       |
| <b>IX (Loss) for the year (VII-VIII)</b>                                           |         | <b>(142.86)</b>                     | <b>(227.88)</b>                     | <b>(10.17)</b>                      |
| <b>X Other comprehensive income</b>                                                |         |                                     |                                     |                                     |
| <b>Items that will not be reclassified to profit or loss</b>                       |         |                                     |                                     |                                     |
| (i) Re-measurement (loss)/ gain on defined benefit obligation                      | 43      | (5.39)                              | 0.77                                | 7.20                                |
| (ii) Income tax relating to items that will not be reclassified to profit and loss | 37      | 1.40                                | (0.21)                              | (1.82)                              |
| <b>Items that will be reclassified to Profit or Loss</b>                           |         |                                     |                                     |                                     |
| (i) Cash flow hedge reserve                                                        | 18(iv)  | 2.61                                | 7.39                                | (9.23)                              |
| (ii) Cost of hedging reserve                                                       | 18(v)   | 19.52                               | 52.01                               | (65.96)                             |
| (iii) Foreign Currency Translation Reserve                                         | 18(iii) | 111.08                              | 97.81                               | 322.76                              |
| <b>Total other comprehensive income for the year</b>                               |         | <b>129.22</b>                       | <b>157.77</b>                       | <b>252.95</b>                       |
| <b>XI Total comprehensive (loss)/ income for the year (IX+X)</b>                   |         | <b>(13.64)</b>                      | <b>(70.11)</b>                      | <b>242.78</b>                       |
| Earnings/ (loss) per equity share (face value of Re. 1 each)                       | 40      |                                     |                                     |                                     |
| - Basic (in Rs.)                                                                   |         | (0.89)                              | (1.42)                              | (0.07)                              |
| - Diluted (in Rs.)                                                                 |         | (0.89)                              | (1.42)                              | (0.07)                              |

Material accounting policies information

3

The accompanying notes are an integral part of these consolidated financial information.

This is the Restated Consolidated Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of  
**Safex Chemicals (India) Limited**

**Ashish Gera**  
Partner  
Membership No.: 508685

**Surinder Kumar Chaudhary**  
Whole Time Director  
DIN: 00263756

**Neeraj Kumar Jindal**  
Managing Director  
DIN: 03473376

**Place : New Delhi**  
**Date : 28 June 2025**

**Piyush Jindal**  
Joint Managing Director  
and Chief Financial Officer  
DIN: 06515285

**Manju Pathak Khulbe**  
Company Secretary  
Membership No.: A22770

**Place : New Delhi**  
**Date : 28 June 2025**

## Restated Consolidated Statement of Cash Flows

(All amounts are in Rs. million, unless otherwise stated)

| Particulars                                                                                                       | For the year ended<br>31 March 2025         | For the year ended<br>31 March 2024         | For the year ended<br>31 March 2023         |
|-------------------------------------------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|---------------------------------------------|
| <b>A. Cash flows from operating activities</b>                                                                    |                                             |                                             |                                             |
| <b>Profit/ (Loss) after exceptional items</b>                                                                     | <b>139.00</b>                               | <b>(138.07)</b>                             | <b>207.21</b>                               |
| <b>Adjustments for:</b>                                                                                           |                                             |                                             |                                             |
| Impairment of goodwill (refer note 36(b))                                                                         | 521.35                                      | -                                           | 236.46                                      |
| Loss on account of flood (refer note 36(b))                                                                       | 18.51                                       | -                                           | -                                           |
| Depreciation and amortisation expense (refer note 35)                                                             | 874.56                                      | 711.63                                      | 387.71                                      |
| Impairment of intangible assets under development (refer note 36(a))                                              | -                                           | -                                           | 1.50                                        |
| Provision for environmental remediation (refer note 36(a))                                                        | 96.69                                       | -                                           | 18.01                                       |
| Net (Profit)/Loss on sale of property, plant and equipment and investment property (refer note 30 and note 36(a)) | (2.12)                                      | (26.37)                                     | 3.38                                        |
| Finance costs (refer note 34)                                                                                     | 987.31                                      | 743.54                                      | 399.69                                      |
| Allowance for expected credit loss (including bad debts written off) (refer note 36(a))                           | 73.86                                       | 51.20                                       | 49.50                                       |
| Liabilities no longer required written back                                                                       | (0.71)                                      | (1.19)                                      | (0.71)                                      |
| Rental income (refer note 30)                                                                                     | (3.53)                                      | (6.09)                                      | (6.63)                                      |
| Interest income (refer note 30)                                                                                   | (53.93)                                     | (44.26)                                     | (21.70)                                     |
| Interest income under the effective interest method on security deposits (refer note 30)                          | (0.34)                                      | (0.37)                                      | (0.24)                                      |
| Unrealised foreign exchange fluctuation/ Foreign currency monetary items translation difference                   | 111.08                                      | (194.87)                                    | (220.14)                                    |
| <b>Operating profit before working capital changes</b>                                                            | <b>2,761.73</b>                             | <b>1,095.15</b>                             | <b>1,054.04</b>                             |
| <b>Adjustments for changes in working capital :</b>                                                               |                                             |                                             |                                             |
| (Increase)/ decrease in trade receivables                                                                         | (859.16)                                    | 382.82                                      | (141.79)                                    |
| (Increase)/ decrease in other financial assets                                                                    | (5.11)                                      | 9.12                                        | (92.48)                                     |
| (Increase)/ decrease in other non-current assets                                                                  | (2.15)                                      | 0.80                                        | -                                           |
| (Increase)/ decrease in other current assets                                                                      | (98.45)                                     | 79.70                                       | (87.34)                                     |
| (Increase) in inventories                                                                                         | (631.33)                                    | (346.87)                                    | (310.54)                                    |
| Increase/ (decrease) in other financial liabilities                                                               | 18.93                                       | (10.92)                                     | (97.73)                                     |
| Increase in other non-current liabilities                                                                         | 83.26                                       | -                                           | -                                           |
| (Decrease)/ increase in other current liabilities                                                                 | (242.39)                                    | 276.31                                      | 17.64                                       |
| Increase in provisions                                                                                            | 159.17                                      | 67.70                                       | 17.30                                       |
| Increase in trade and other payables                                                                              | 48.87                                       | 64.57                                       | 377.08                                      |
| <b>Cash generated from operations</b>                                                                             | <b>1,233.37</b>                             | <b>1,618.38</b>                             | <b>736.18</b>                               |
| Income taxes paid                                                                                                 | (339.19)                                    | (230.29)                                    | (385.67)                                    |
| <b>Net cash flow from operating activities</b>                                                                    | <b>894.18</b>                               | <b>1,388.09</b>                             | <b>350.51</b>                               |
| <b>B. Cash flow from investing activities</b>                                                                     |                                             |                                             |                                             |
| Payments for property, plant & equipment                                                                          | (343.52)                                    | (777.71)                                    | (585.42)                                    |
| Proceeds from sale of property, plant and equipment and investment property                                       | 47.91                                       | 55.92                                       | 3.41                                        |
| Purchase of intangible assets                                                                                     | (25.46)                                     | (33.93)                                     | (15.49)                                     |
| Rental income on investment property                                                                              | 3.53                                        | 6.09                                        | 6.63                                        |
| Loan received back/ (given) to employees                                                                          | 0.11                                        | (0.93)                                      | (1.62)                                      |
| Payment for acquisition of subsidiaries (refer note 52)                                                           | -                                           | -                                           | (6,700.09)                                  |
| Investment in bank deposits                                                                                       | (409.87)                                    | (706.97)                                    | (126.61)                                    |
| Proceeds from maturity of bank deposits                                                                           | 159.77                                      | 496.10                                      | -                                           |
| Interest received                                                                                                 | 53.93                                       | 44.26                                       | 21.70                                       |
| <b>Net cash used in investing activities</b>                                                                      | <b>(513.60)</b>                             | <b>(917.17)</b>                             | <b>(7,397.49)</b>                           |
| <b>C. Cash flow from financing activities</b>                                                                     |                                             |                                             |                                             |
| Proceeds from issue of equity shares including security premium (refer note 17 and note 18)                       | -                                           | -                                           | 2,644.23                                    |
| Proceeds from long term borrowings                                                                                | 3,152.78                                    | 308.16                                      | 3,598.26                                    |
| Repayment of long term borrowings                                                                                 | (3,554.09)                                  | (572.67)                                    | (50.32)                                     |
| Net proceeds from short term borrowings                                                                           | 1,318.85                                    | 212.08                                      | 1,141.67                                    |
| Payment of lease liabilities (including interest) (refer note 41)                                                 | (46.17)                                     | (25.47)                                     | (23.15)                                     |
| Interest paid                                                                                                     | (944.90)                                    | (717.91)                                    | (485.48)                                    |
| <b>Net cash (used in)/ from financing activities</b>                                                              | <b>(73.53)</b>                              | <b>(795.81)</b>                             | <b>6,825.21</b>                             |
| <b>Net increase/ (decrease) in cash and cash equivalents (A + B + C)</b>                                          | <b>307.05</b>                               | <b>(324.89)</b>                             | <b>(221.77)</b>                             |
|                                                                                                                   |                                             |                                             |                                             |
| <b>Particulars</b>                                                                                                | <b>For the year ended<br/>31 March 2025</b> | <b>For the year ended<br/>31 March 2024</b> | <b>For the year ended<br/>31 March 2023</b> |
| <b>Opening balance of cash and cash equivalents</b>                                                               | <b>626.81</b>                               | <b>932.36</b>                               | <b>752.09</b>                               |
| <b>Add : Acquired through business combination (refer note 52)</b>                                                | <b>-</b>                                    | <b>-</b>                                    | <b>375.15</b>                               |
| <b>Add : Foreign currency translation reserve on Cash and cash equivalents</b>                                    | <b>(4.11)</b>                               | <b>19.34</b>                                | <b>26.89</b>                                |
| <b>Closing balance of cash and cash equivalents</b>                                                               | <b>929.75</b>                               | <b>626.81</b>                               | <b>932.36</b>                               |
| <b>Cash and cash equivalents comprise :</b>                                                                       |                                             |                                             |                                             |
| Cash in hand (refer note 12)                                                                                      | 3.63                                        | 3.06                                        | 91.68                                       |
| Foreign currency in hand (refer note 12)                                                                          | 0.87                                        | 0.54                                        | 0.72                                        |
| <b>Balance with banks :</b>                                                                                       |                                             |                                             |                                             |
| In current accounts (refer note 12)                                                                               | 892.25                                      | 464.25                                      | 686.15                                      |
| In others (refer note 12)                                                                                         | 33.00                                       | 158.96                                      | 153.81                                      |
| <b>Total cash and cash equivalents</b>                                                                            | <b>929.75</b>                               | <b>626.81</b>                               | <b>932.36</b>                               |

(All amounts are in Rs. million, unless otherwise stated)

**Note :** (1) The cash flow from operating activities has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7 - Statement of Cash Flows.

(2) Reconciliation between the opening and closing balance in the Balance Sheet for liabilities arising from financing activities as follows:

**As at 31 March 2025**

| Particulars                                         | Non-current borrowings | Current borrowings | Lease liabilities | Total           |
|-----------------------------------------------------|------------------------|--------------------|-------------------|-----------------|
| Opening balance as at beginning of the year         | 3,970.30               | 2,800.60           | 234.14            | 7,005.04        |
| Proceeds/ additions                                 | 3,152.78               | 1,318.85           | 213.50            | 4,685.13        |
| Repayments                                          | (3,554.09)             | -                  | (46.17)           | (3,600.26)      |
| Termination/end of lease contracts                  | -                      | -                  | (0.55)            | (0.55)          |
| Interest expense                                    | 668.42                 | 283.43             | 19.99             | 971.84          |
| Interest paid                                       | (652.67)               | (276.77)           | -                 | (929.44)        |
| Other non-cash items (foreign currency translation) | 593.86                 | (0.77)             | 7.62              | 600.71          |
| <b>Closing balance as at end of the year</b>        | <b>4,178.60</b>        | <b>4,125.34</b>    | <b>428.53</b>     | <b>8,732.47</b> |

**As at 31 March 2024**

| Particulars                                         | Non-current borrowings | Current borrowings | Lease liabilities | Total           |
|-----------------------------------------------------|------------------------|--------------------|-------------------|-----------------|
| Opening balance as at beginning of the year         | 4,204.23               | 2,597.95           | 93.46             | 6,895.64        |
| Proceeds/ additions                                 | 308.16                 | 212.08             | 149.87            | 670.11          |
| Repayments                                          | (572.67)               | -                  | (25.47)           | (598.14)        |
| Interest expense                                    | 446.88                 | 270.52             | 13.61             | 731.01          |
| Interest paid                                       | (434.85)               | (270.52)           | -                 | (705.37)        |
| Other non-cash items (foreign currency translation) | 18.55                  | (9.43)             | 2.67              | 11.79           |
| <b>Closing balance as at end of the year</b>        | <b>3,970.30</b>        | <b>2,800.60</b>    | <b>234.14</b>     | <b>7,005.04</b> |

**As at 31 March 2023**

| Particulars                                         | Non-current borrowings | Current borrowings | Lease liabilities | Total           |
|-----------------------------------------------------|------------------------|--------------------|-------------------|-----------------|
| Opening balance as at beginning of the year         | 59.34                  | 1,456.28           | 90.06             | 1,605.68        |
| Acquired through business combination               | -                      | -                  | 13.08             | 13.08           |
| Proceeds/ additions                                 | 3,598.26               | 1,141.67           | 5.58              | 4,745.51        |
| Repayments                                          | (50.32)                | -                  | (23.15)           | (73.47)         |
| Interest expense                                    | 329.61                 | 155.87             | 7.89              | 493.37          |
| Interest paid                                       | (329.61)               | (155.87)           | -                 | (485.48)        |
| Other non-cash items (foreign currency translation) | 596.95                 | -                  | -                 | 596.95          |
| <b>Closing balance as at end of the year</b>        | <b>4,204.23</b>        | <b>2,597.95</b>    | <b>93.46</b>      | <b>6,895.64</b> |

This is the consolidated statement of cash flow referred to in our report of even date.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of

**Safex Chemicals (India) Limited**

**Ashish Gera**

Partner

Membership No.: 508685

**Surinder Kumar Chaudhary**

Whole Time Director

DIN: 00263756

**Neeraj Kumar Jindal**

Managing Director

DIN: 03473376

**Place : New Delhi**

**Date : 28 June 2025**

**Piyush Jindal**

Joint Managing Director

and Chief Financial Officer

DIN: 06515285

**Manju Pathak Khulbe**

Company Secretary

Membership No.: A22770

**Place : New Delhi**

**Date : 28 June 2025**

Restated Consolidated Statement of Changes in Equity

(All amounts are in Rs. million, unless otherwise stated)

A. Equity share capital

| Particulars                                     | No. of Shares | Amount |
|-------------------------------------------------|---------------|--------|
| Balance as at 1 April 2024                      | 16,05,85,503  | 160.59 |
| Changes in equity share capital during the year |               |        |
| - Issue of fresh equity shares of Re. 1 each    | -             | -      |
| Balance as at 31 March 2025                     | 16,05,85,503  | 160.59 |

| Particulars                                     | No. of Shares | Amount |
|-------------------------------------------------|---------------|--------|
| Balance as at 1 April 2023                      | 16,05,85,503  | 160.59 |
| Changes in equity share capital during the year |               |        |
| - Issue of fresh equity shares of Re. 1 each    | -             | -      |
| Balance as at 31 March 2024                     | 16,05,85,503  | 160.59 |

| Particulars                                     | No. of Shares | Amount |
|-------------------------------------------------|---------------|--------|
| Balance as at 1 April 2022                      | 13,39,64,880  | 133.97 |
| Changes in equity share capital during the year |               |        |
| - Issue of fresh equity shares of Re. 1 each    | 2,66,20,623   | 26.62  |
| Balance as at 31 March 2023                     | 16,05,85,503  | 160.59 |

B. Other equity

| Particulars                                            | Reserves and Surplus  |                 |                      | Cash flow<br>hedge<br>reserve | Cost of<br>hedge<br>reserve | Foreign<br>Currency<br>Translation<br>Reserve | Total    |
|--------------------------------------------------------|-----------------------|-----------------|----------------------|-------------------------------|-----------------------------|-----------------------------------------------|----------|
|                                                        | Securities<br>premium | Capital reserve | Retained<br>earnings |                               |                             |                                               |          |
| Balance as at 1 April 2024                             | 5,883.79              | 72.71           | 217.07               | (2.50)                        | (18.72)                     | 426.00                                        | 6,578.35 |
| (Loss) for the year                                    | -                     | -               | (142.86)             | -                             | -                           | -                                             | (142.86) |
| Other comprehensive (loss)/ income for the year        | -                     | -               | (3.99)               | 2.61                          | 19.52                       | 111.08                                        | 129.22   |
| Transfer to foreign currency translation reserve       | -                     | -               | -                    | (0.11)                        | (0.80)                      | -                                             | (0.91)   |
| Transfer from cash flow hedge reserve                  | -                     | -               | -                    | -                             | -                           | 0.11                                          | 0.11     |
| Transfer from cost of hedge reserve                    | -                     | -               | -                    | -                             | -                           | 0.80                                          | 0.80     |
| Total comprehensive (loss)/ income for the year        | -                     | -               | (146.85)             | 2.50                          | 18.72                       | 111.99                                        | (13.64)  |
| Transaction with owners, recorded directly to equity : |                       |                 |                      |                               |                             |                                               |          |
| Premium on issue of equity shares                      | -                     | -               | -                    | -                             | -                           | -                                             | -        |
| Balance as at 31 March 2025                            | 5,883.79              | 72.71           | 70.22                | -                             | -                           | 537.99                                        | 6,564.71 |

| Particulars                                            | Reserves and Surplus  |                 |                      | Cash flow<br>hedge<br>reserve | Cost of<br>hedge<br>reserve | Foreign<br>Currency<br>Translation<br>Reserve | Total    |
|--------------------------------------------------------|-----------------------|-----------------|----------------------|-------------------------------|-----------------------------|-----------------------------------------------|----------|
|                                                        | Securities<br>premium | Capital reserve | Retained<br>earnings |                               |                             |                                               |          |
| Balance as at 1 April 2023                             | 5,883.79              | 72.71           | 444.39               | (9.23)                        | (65.96)                     | 322.76                                        | 6,648.46 |
| (Loss) for the year                                    | -                     | -               | (227.88)             | -                             | -                           | -                                             | (227.88) |
| Other comprehensive income for the year                | -                     | -               | 0.56                 | 7.39                          | 52.01                       | 97.81                                         | 157.77   |
| Transfer to foreign currency translation reserve       | -                     | -               | -                    | (0.66)                        | (4.77)                      | -                                             | (5.43)   |
| Transfer from cash flow hedge reserve                  | -                     | -               | -                    | -                             | -                           | 0.66                                          | 0.66     |
| Transfer from cost of hedge reserve                    | -                     | -               | -                    | -                             | -                           | 4.77                                          | 4.77     |
| Total comprehensive (loss)/ income for the year        | -                     | -               | (227.32)             | 6.73                          | 47.24                       | 103.24                                        | (70.11)  |
| Transaction with owners, recorded directly to equity : |                       |                 |                      |                               |                             |                                               |          |
| Premium on issue of equity shares                      | -                     | -               | -                    | -                             | -                           | -                                             | -        |
| Balance as at 31 March 2024                            | 5,883.79              | 72.71           | 217.07               | (2.50)                        | (18.72)                     | 426.00                                        | 6,578.35 |

Restated Consolidated Statement of Changes in Equity

| Particulars                                            | Reserves and Surplus  |                 |                      | Cash flow<br>hedge<br>reserve | Cost of<br>hedge<br>reserve | Foreign<br>Currency<br>Translation<br>Reserve | Total    |
|--------------------------------------------------------|-----------------------|-----------------|----------------------|-------------------------------|-----------------------------|-----------------------------------------------|----------|
|                                                        | Securities<br>premium | Capital reserve | Retained<br>earnings |                               |                             |                                               |          |
| Balance as at 1 April 2022                             | 3,266.18              | 72.71           | 449.18               | -                             | -                           | -                                             | 3,788.07 |
| (Loss) for the year                                    | -                     | -               | (10.17)              | -                             | -                           | -                                             | (10.17)  |
| Other comprehensive (loss)/ income for the year        | -                     | -               | 5.38                 | (9.23)                        | (65.96)                     | 322.76                                        | 252.95   |
| Total comprehensive (loss)/ income for the year        | -                     | -               | (4.79)               | (9.23)                        | (65.96)                     | 322.76                                        | 242.78   |
| Transaction with owners, recorded directly to equity : |                       |                 |                      |                               |                             |                                               |          |
| Premium on issue of equity shares                      | 2,617.61              | -               | -                    | -                             | -                           | -                                             | 2,617.61 |
| Balance as at 31 March 2023                            | 5,883.79              | 72.71           | 444.39               | (9.23)                        | (65.96)                     | 322.76                                        | 6,648.46 |

The accompanying notes are an integral part of these restated consolidated financial information

This is the restated consolidated statement of changes in equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of

**Safex Chemicals (India) Limited**

**Ashish Gera**

Partner

Membership No.: 508685

**Surinder Kumar Chaudhary**

Whole Time Director

DIN: 00263756

**Neeraj Kumar Jindal**

Managing Director

DIN: 03473376

Place : New Delhi

Date : 28 June 2025

**Piyush Jindal**

Joint Managing Director  
and Chief Financial Officer

DIN: 06515285

**Manju Pathak Khulbe**

Company Secretary  
Membership No.: A22770

Place : New Delhi

Date : 28 June 2025

Notes to the Restated Consolidated Financial Information

**1 Group overview and summary of material accounting policies**

**A Corporate Information**

Safex Chemicals (India) Limited ("The Company" or "Holding Company" or "Parent") was incorporated in India on 8 January 1991 under the Companies Act. These Restated Consolidated Financial Information comprise the Holding Company and its subsidiaries (together referred to as, "the Group"). The Group operates as a specialty chemicals enterprise with a strong focus on agrochemicals. It has an integrated presence across the entire agrochemical value chain. The Group is engaged in three business segments: branded formulation, specialty chemicals and contract development and manufacturing ("CDMO"), catering to a diverse customer base that includes farmers as well as global agrochemical companies.

**2 Basis of preparation**

**A Statement of compliance**

The Restated Consolidated Financial Information comprise the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2025, 31 March 2024 and 31 March 2023, Restated Consolidated Statement of Profit and Loss (including other comprehensive income), Restated Consolidated Statement of Changes in Equity and Restated Consolidated Statement of Cash Flows for the years ended 31 March 2025, 31 March 2024 and 31 March 2023 and the Notes, comprising material accounting policies information and other explanatory 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 28 June 2025 and has been specifically prepared for inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Holding Company with the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) ('Stock Exchanges') in connection with the proposed Initial Public Offer of equity shares ('IPO') of the Holding Company (referred to as the 'Issue'). The Restated Consolidated Financial Information has been prepared by the management of the Holding 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') as amended from time to time;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date ('SEBI 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 has been compiled by the management from Audited Consolidated Financial Statements of the Group for the years ended 31 March 2025, 31 March 2024 and 31 March 2023 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act and other relevant provisions 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 28 June 2025.

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 years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years, 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 Consolidated Financial Statements of the Group as at and for the year ended 31 March 2025 and the requirements of the SEBI ICDR Regulations, if any; and
- c) The resultant impact of tax due to the aforesaid adjustments, if any

The Restated Consolidated Financial Information have been prepared on accrual and going concern basis. The accounting policies have been consistently applied by the Holding Company in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of the Consolidated Financial Statements as at and for the year ended 31 March 2025.

The Group presents assets and liabilities in the Restated Consolidated Financial Information based on current/ non-current classification. An asset is treated as current if it satisfies any of the following conditions:

- expected to be realised in, or is intended for sale or consumption in the normal operating cycle;
- held primarily for the purpose of being traded;
- expected to be realised within twelve months after reporting date; or
- cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date

A liability is treated as current if it satisfies any of the following conditions:

- expected to be settled in the normal operating cycle ;
- held primarily for the purpose of being traded ;
- due to be settled within twelve months after reporting date; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and its realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

**B Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Restated Consolidated Financial Information are presented in Indian Rupee, which is Holding Company's functional and presentation currency. All amount have been rounded off to nearest million and two decimal thereof, except share data and per share data, unless otherwise stated.

**C Basis of measurement**

The Restated Consolidated Financial Information has been prepared under the historical cost convention on accrual basis and amortised cost except for certain financial assets and liabilities which are measured at fair value which are given below. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Group has prepared the Restated consolidated financial information on the basis that it will continue to operate as a going concern.

| Items                                          | Measurement basis                            |
|------------------------------------------------|----------------------------------------------|
| (a) Net defined benefit (asset)/ liability     | Present value of defined benefit obligations |
| (b) Certain financial assets and liabilities   | Fair value                                   |
| (c) Other financial assets and liabilities     | Amortised cost                               |
| (d) Right of use asset (ROU) and freehold land | Amortised cost                               |

Notes to the Restated Consolidated Financial Information

**D Material accounting judgments, estimates and assumptions**

The preparation of Restated Consolidated Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected.

In particular, the Group has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the Restated Consolidated Financial Information. Changes in estimates are accounted for prospectively.

**i Judgements**

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Restated Consolidated Financial Information:

**(a) Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

**ii Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

The Group bases its assumptions and estimates on parameters available when the Restated Consolidated Financial Information was prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

**(a) Useful lives and recoverable amount of property, plant and equipment, intangible assets and investment property**

The estimated useful lives and recoverable amounts of property, plant and equipment, intangible assets and investment property are based on estimates and assumptions regarding the expected market outlook, expected future cash flows, growth rates, obsolescence, demand, competition, and known technological advances. The charge in respect of periodic depreciation is derived based on an estimate of an asset's expected useful life and the expected residual value at the end of its life. The Group reviews the useful lives and recoverable amounts of property, plant and equipment, intangible assets and investment property at the end of each reporting period.

**(b) Impairment assessment**

Property, plant and equipment, intangible assets and investment property except Goodwill that are subject to depreciation/ amortisation are tested for impairment periodically including when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. Goodwill is subject to impairment testing only. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic, fair value and market conditions.

**(c) Income taxes**

Recognition of deferred tax assets/ liabilities involves making judgements and estimations about the availability of future taxable profit against which tax losses carried forward can be used. A deferred tax asset is recognised for unused tax losses, deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they 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 realized.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case laws and the potential outcomes of appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Restated Consolidated Statement of Profit and Loss.

**(d) Litigations**

From time to time, the Group is subject to legal proceedings, the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

**(e) Employee benefit obligations**

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making appropriate assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**(f) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the statement of assets and liabilities cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported assumptions about these factors which could affect the reported fair value of financial instruments.

**E Basis of consolidation**

The Restated Consolidated Financial Information comprise the financial statements of the Holding Company and its subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) The contractual arrangement with the other vote holders of the investee;
- (b) The rights arising from other contractual arrangements;
- (c) The Group's voting rights and potential voting rights; and
- (d) The size of the Group's Holding of voting rights relative to the size and dispersion of the Holdings of the other voting rights holders.

**Notes to the Restated Consolidated Financial Information**

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the Restated Consolidated Financial Information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated consolidated financial information is prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated Consolidated Financial Information for like transactions and events in similar circumstances, appropriate adjustments are made to that member's financial statements in preparing the Restated consolidated financial information to ensure conformity with the Group's accounting policies.

The following consolidation procedures are adopted:

**Subsidiaries**

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognised in the Restated Consolidated Financial Information at the acquisition date;
- b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill; and
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Ind AS 12 'Income Taxes' applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

The Restated Consolidated Financial Information have been prepared in accordance with Ind AS 110 on "Consolidated Financial Statements". The Financial Statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the Holding Company's i.e. year ended 31 March 2025, 31 March 2024 and 31 March 2023, respectively.

Details of the subsidiaries and shareholding pattern are as follows:

| Name of Subsidiaries                     | Nature               | Country of incorporation | Percentage of holding |                     |                     |
|------------------------------------------|----------------------|--------------------------|-----------------------|---------------------|---------------------|
|                                          |                      |                          | As at 31 March 2025   | As at 31 March 2024 | As at 31 March 2023 |
| Indo Swiss Chemicals Limited             | Subsidiary           | India                    | 100.00%               | 100.00%             | 100.00%             |
| Smith N Smith Chemicals Limited          | Subsidiary           | India                    | 100.00%               | 100.00%             | 100.00%             |
| Him Bio Agro                             | Subsidiary           | India                    | 100.00%               | 100.00%             | 100.00%             |
| JayCee Lifesciences                      | Subsidiary           | India                    | 100.00%               | 100.00%             | 100.00%             |
| Shogun Lifesciences Private Limited      | Subsidiary           | India                    | 100.00%               | 100.00%             | 100.00%             |
| Shogun Organics Limited                  | Subsidiary           | India                    | 100.00%               | 100.00%             | 100.00%             |
| Agcare Technologies Private Limited *    | Subsidiary           | India                    | 100.00%               | 100.00%             | 100.00%             |
| Safex Holdings UK Limited **             | Subsidiary           | United Kingdom           | 100.00%               | 100.00%             | 100.00%             |
| Briar Chemicals Limited #                | Step down subsidiary | United Kingdom           | 100.00%               | 100.00%             | 100.00%             |
| Safex Chemicals Australia Pty Limited ## | Subsidiary           | Australia                | 100.00%               | 100.00%             | -                   |
| Safex Foundation                         | Subsidiary           | India                    | 100.00%               | -                   | -                   |

\* Incorporated on 10 February 2022

\*\* Incorporated on 5 August 2022

# Acquired on 10 October 2022

## Incorporated on 25 May 2023

The Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, the extent possible, in the same manner as the Holding Company's financial statements.

The financial statements of the foreign subsidiaries are translated into Indian Rupees as follows:

The assets and liabilities of foreign operations (subsidiaries, step down subsidiary) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Contingent liabilities are translated at the closing rate.

The resulting net exchange difference is credited or debited to the foreign currency translation difference. Foreign currency translation differences are recognized in Other Comprehensive Income (OCI) and accumulated in equity (as exchange differences on translating the financial statements of a foreign operation).

Intra-group balances and transactions, and any unrealised income and expenses arising from intragroup transactions are eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

### 3 A Material accounting policies

#### a Property, plant and equipment

##### Recognition and measurement

Property, plant and equipment ('PPE') is stated at acquisition or construction cost less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and directly attributable cost of bringing the asset to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognised as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Group in future years and the cost of the item can be measured reliably.

##### Subsequent measurement

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. Expenditure incurred after the PPE have been put into operations, such as repair and maintenance expenses are charged to the Restated Consolidated Statement of Profit and Loss during the year in which they are incurred.



Notes to the Restated Consolidated Financial Information

**Depreciation**

Depreciation on property, plant and equipment is provided on written down value method using the rates arrived at, based on the useful lives as specified in the Schedule II of the Companies Act, 2013 except in case of subsidiaries namely Shogun Organics Limited and Briar Chemicals Limited, where depreciation on property, plant and equipment is provided on straight line method using the rates arrived at, based on the useful lives as specified in the Schedule II of the Companies Act, 2013 (in case of Indian entities) and UK Financial Reporting Standards (in case of entities incorporated in United Kingdom). Also in case of subsidiaries namely Him Bio Agro and JayCee Lifesciences depreciation on property, plant and equipment is provided on written down value method using the rates based on useful lives as estimated by the company, specified below. Depreciation on property, plant and equipment added/disposed off/discarded during the year is provided from/upto the date when added/disposed off/discarded.

The estimated useful lives of assets of the Group are stated below:

| Property, plant and equipment                 | Useful Lives (in years)–<br>as per Schedule II<br>Companies Act, 2013 | Useful Lives (in<br>years)– as estimated by<br>the Group |
|-----------------------------------------------|-----------------------------------------------------------------------|----------------------------------------------------------|
| <b>Buildings</b>                              |                                                                       |                                                          |
| - Temporary Structure                         | 3 years                                                               | 3 years                                                  |
| - Fences                                      | 5 years                                                               | 5 years                                                  |
| - Factory Building                            | 30 years                                                              | 20 to 30 years                                           |
| - Non Factory Building                        | 60 years                                                              | 60 years                                                 |
| - Leasehold Improvements                      | NA                                                                    | 8 years                                                  |
| <b>Roads</b>                                  |                                                                       |                                                          |
| - RCC Roads                                   | 10 years                                                              | 10 years                                                 |
| - Non RCC Roads                               | 5 years                                                               | 5 years                                                  |
| <b>Vehicles</b>                               |                                                                       |                                                          |
| - Motor Cars                                  | 8 years                                                               | 5 to 8 years                                             |
| - Two Wheelers                                | 10 years                                                              | 10 years                                                 |
| <b>Electrical installations and equipment</b> |                                                                       |                                                          |
| - NDM-1 Office                                | 10 years                                                              | 8 years                                                  |
| - Others                                      | 10 years                                                              | 10 years                                                 |
| <b>Furniture and fixtures</b>                 |                                                                       |                                                          |
| - NDM-1 Office                                | 10 years                                                              | 8 years                                                  |
| - Others                                      | 10 years                                                              | 10 years                                                 |
| <b>Office equipment</b>                       | 5 years                                                               | 5 years                                                  |
| <b>Laboratory Equipment</b>                   | 10 years                                                              | 10 years                                                 |
| <b>Computers</b>                              |                                                                       |                                                          |
| - Server and Networking Hardware              | 6 years                                                               | 6 years                                                  |
| - Other devices                               | 3 years                                                               | 3 to 5 years                                             |
| <b>Plant and equipment</b>                    | 15 years                                                              | 10 to 20 years                                           |

| Right-of-use asset | Period of lease | Period of lease |
|--------------------|-----------------|-----------------|
| Leasehold Land     | 3 to 60 years   | 3 to 60 years   |

Depreciation method, useful lives and residual values are reviewed at the end of each financial year.

All these lives taken based on technical evaluation carried out by the management.

**De-recognition**

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from 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 net disposal proceeds and the carrying amount of the asset and is recognised in the Restated Consolidated Statement of Profit and Loss.

**b Investment property**

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Based on technical evaluation, the management believes a period of 60 years as representing the best estimate of the period over which buildings are expected to be used. Accordingly, the Group depreciates investment property over a period of 60 years on a written-down value basis in case of Holding Company.

**Reclassification to investment property**

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on date of reclassification.

**De-recognition**

An investment property is de-recognised when either the investment property has been disposed off or do not meet the criteria of investment property i.e. when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Restated Consolidated Statement of Profit and Loss in the period of de-recognition.

**c Intangible assets**

**(i) Goodwill**

**Recognition and measurement**

Goodwill represents the cost of the acquired businesses in excess of the fair value of identifiable tangible and intangible net assets purchased. Goodwill is not amortised; however it is tested annually for impairment and carried at cost less accumulated impairment losses, if any. The gains / (losses) on the disposal of an entity include the carrying amount of Goodwill relating to the entity disposed.

**(ii) Other intangible assets**

**Recognition and measurement**

Other intangible assets, representing computer software and non-compete fees are initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment. The cost comprises purchase price and directly attributable cost of bringing the assets to working condition for its intended use.

Notes to the Restated Consolidated Financial Information

**Subsequent measurement**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

**Amortisation**

Intangible Assets with finite lives are amortized over the estimated useful economic life on straight line method.

In case of domestic entities, the intangible assets are amortised using the straight line method over a period of four years in case of computer software, which is the management's estimate of its useful life and five years in case of non-compete fees, which is based on the agreement. Amortisation on the intangible asset added/disposed off/discarded during the year is provided from/upto the date when added/disposed off/discarded. The amortisation method, useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

In case of foreign subsidiaries, all intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life can not be made, the useful life shall not exceed ten years.

The intangible assets acquired under business combination with Shogun Organics Limited are customers relationships and patents which have been amortised over its estimated useful life on a straight line basis. The life of intangibles assets identified are as follows:-

| Intangible assets*     | Useful Lives (in years)– as estimated by the Company |
|------------------------|------------------------------------------------------|
| Patents                | 8 to 15 years                                        |
| Customer relationships | 5 years                                              |

The intangible assets acquired under business combination with Briar Chemicals Limited are customers relationships which have been amortised over its estimated useful life on a straight line basis. The life of intangibles assets identified are as follows:-

| Intangible assets*     | Useful Lives (in years)– as estimated by the Company |
|------------------------|------------------------------------------------------|
| Customer relationships | 10 years                                             |

\* These are acquired intangibles, hence no useful life can be assigned as per Companies Act, 2013.

**De-recognition**

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Restated Consolidated Statement of Profit and Loss when the asset is derecognised.

**Capital work-in-progress ('CWIP') and intangible assets under development**

Projects in process and other CWIP/ intangible assets under development are carried at cost, comprising direct cost, related incidental expenses.

Subsequent expenditures relating to property, plant and equipment are capitalised only when it is probable that future economic benefit associated with these will flow to the Group and the cost of the item can be measured reliably.

Advances given to acquire property, plant and equipment are recorded as non-current assets and subsequently transferred to CWIP on acquisition of related assets.

**d Impairment of non-financial assets**

At the end of each reporting year, the Group reviews the carrying amounts of non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Goodwill is tested annually for impairment.

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in Restated Consolidated Statement of Profit and Loss. Impairment (if any) gets allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication 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. Such a reversal is made 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 amortisation, if no impairment loss had been recognised.

**e Inventories**

Cost of inventories comprises cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Inventories is valued as below:

**Raw materials, packing materials, stock-in-trade and stores and spares**

Lower of cost and net realizable value. Cost is determined on weighted average cost basis except in case of Briar Chemicals Limited where cost is based on cost of purchase on a first in, first out basis\*.

**Finished goods**

Lower of cost and net realizable value. Cost includes direct materials, labour and proportion of manufacturing overheads based on normal operating capacity.

**Work in progress**

Work in progress is valued at the lower of actual cost incurred or net realizable value. Net realisable value is determined after deducting estimated cost expected to be incurred for completion of work. Cost includes direct materials, labour and proportionate overheads.

\* Briar Chemicals Limited is a foreign Subsidiary that operates from its site in Norwich, Norfolk, United Kingdom, principally as a contract manufacturer of fine chemical products. The Company also has an extensive and complex formulation and packing capabilities and engages in chemical and process development activities. In view of different business activity of Briar Chemicals Limited from the Holding Company, in accordance with IND AS 110, different valuation method - FIFO is followed.

**Notes to the Restated Consolidated Financial Information**

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item-by-item basis.

Provision for obsolete/old inventories is made, wherever required.

Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. However, when a decline in the price of materials indicates that the cost of the finished products exceeds net realisable value, the materials are written down to net realisable value. In such circumstances, the replacement cost of the materials may be the best available measure of their net realisable value.

**f Revenue recognition**

The Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 five step model is used to determine whether revenue should be recognised at a point in time or over time, and at what amount, which is as follows:

- Step 1: Identify the contract with the customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

**Sales of goods**

Revenue is measured at the transaction price of the consideration received or receivable. Sales are recognised when the significant risks and rewards of ownership, which coincide with transfer of control of goods, are transferred to the buyer as per terms of contract, which is generally on delivery of goods and there are no unfulfilled obligations. Amounts disclosed as revenue are excluding taxes and net of returns, trade allowances, rebates and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

In respect of contracts that permit the customers to return goods, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore, the amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data. In these circumstances, customer liability and a right to recover returned goods asset are recognised. The right to recover returned goods asset is measured at the former carrying amount of the inventory less any expected costs to recover goods. The Group reviews its estimate of expected returns at each reporting date and updates the amounts of the asset and liability accordingly.

**Exclusivity Income**

Income arising from exclusivity arrangements is recognized in accordance with Ind AS 115 – Revenue from Contracts with customers. Where a portion representing the present value of the consideration attributable to the satisfaction of the Group's performance obligation over the exclusivity period is recognized as revenue on a systematic basis over the exclusivity term, typically on a straight-line basis, unless another method better reflects the pattern of performance.

The present value of the deferred revenue is determined by applying the Group's incremental borrowing rate at contract inception. The unearned revenue is presented as a contract liability and classified under Other Current Liabilities or Other Non-Current Liabilities, depending on the timing of expected revenue recognition.

**Contract assets**

Contract asset is right to consideration in exchange for goods or services transferred to the customer and performance obligation satisfied. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Upon completion of the attached condition and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables upon invoicing. A receivable represents the Group's right to an amount of consideration that is unconditional. Contract assets are subject to impairment assessment.

**Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. If customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Group performs the obligation under the contract (i.e., transfers control of the related goods or services to the customer).

**Trade receivables**

A trade receivable is recognised when the goods are delivered and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due).

**g Other income**

**Interest income**

Interest is recognised using effective interest method on a time proportion basis. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Further, income arising from exclusivity arrangements is recognized in accordance with Ind AS 109 – Financial Instruments. Where a portion representing the unwinding of the discount applied to the deferred revenue is recognized as interest income over the contract term using the effective interest method.

The present value of the deferred revenue is determined by applying the Group's incremental borrowing rate at contract inception. The unearned revenue is presented as a contract liability and classified under Other Current Liabilities or Other Non-Current Liabilities, depending on the timing of expected revenue recognition.

**Rental income**

Rental income from operating leases is recognised on time proportionate basis over the period of rent.

**Others**

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

**h Foreign currency transactions**

Transactions in foreign currencies are recorded by the Group in its functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the Restated Consolidated Statement of Profit and Loss.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Foreign currency gains and losses are reported on a net basis in the Restated Consolidated Statement of Profit and Loss.

Notes to the Restated Consolidated Financial Information

**i Financial instruments**

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instruments of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts, embedded derivatives in the host contract, etc.

**(i) Recognition and initial measurement of financial assets**

Trade receivables are initially recognised when they are originated. All other financial assets are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset, except trade receivable, which are recognised at transaction price as per Ind AS 115, or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

**(ii) Classification and subsequent measurement**

**Financial assets**

On initial recognition, a financial asset is classified as measured at

- a) Amortised cost; or
- b) FVTPL
- c) FVOCI

Financial assets are not reclassified subsequent to their initial recognition, except if and in the year the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

All financial assets not classified as measured at amortised cost or Fair Value through Other Comprehensive Income ("FVOCI") as described above are measured at FVTPL. This includes all derivative financial assets, if any.

**Financial assets: Subsequent measurement and gains and losses**

|                                    |                                                                                                                                                                                                                                                                                                                          |
|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Financial assets at FVTPL          | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.                                                                                                                                                                 |
| Financial assets at FVOCI          | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised through OCI.                                                                                                                                                                       |
| Financial assets at amortised cost | These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. |

**Financial liabilities: Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

**Trade payables and acceptances**

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest method where the time value of money is significant.

The Holding Company and its subsidiary company namely Shogun Organics Limited enters into deferred payment arrangements (acceptances) whereby overseas lenders such as banks and other financial institutions make payment to supplier's banks for import of raw material on the due date. The banks and financial institutions are repaid by the Holding Company and its subsidiary company namely Shogun Organics Limited. These arrangements are in the nature of credit extended in normal operating cycles and these arrangements for raw materials are recognised as Acceptances (under trade payables). The charges borne by the Holding Company and its subsidiary company namely Shogun Organics Limited on such arrangements is accounted as finance cost.

**Compound financial instrument**

The fair value of the liability portion of compound financial instrument is determined using incremental borrowing rate. This amount is recorded as liability on an amortised cost basis. Until extinguished on conversion or buyback as per shareholder agreement. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This is recognized and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

**Financial guarantee contracts**

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of (i) the amount determined in accordance with the expected credit loss model as per Ind AS 109 and (ii) the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the principles of Ind AS 115. The fair value of financial guarantee is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Notes to the Restated Consolidated Financial Information

**(iii) Derecognition**

**Financial assets**

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its Restated Consolidated Statement of Assets and Liabilities but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

**Financial liabilities**

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

When the terms of a financial liability are renegotiated or extinguished and entity issues equity instruments to a creditor to extinguish all or part of the liability (debt or equity swap), a gain or loss is recognized in profit and loss, which is measured at the difference between the carrying amount of the financial liability and fair value of the equity instrument issued.

**(iv) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the Restated Consolidated Statement of Assets and Liabilities when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**(v) Impairment of financial instruments**

Expected credit loss (ECL) is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls).

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are measured at amortised cost e.g., cash and bank balances, trade receivables and loans, etc.

At each reporting date, the Group assesses whether financial assets carried at amortised cost is credit-impaired. A financial asset is 'credit-impaired' when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred.

Evidence that the financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- the breach of contract such as a default or being past due over two years;
- it is probable that the borrower will enter bankruptcy or other financial re-organisation; or
- the disappearance of active market for a security because of financial difficulties.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The Group recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Further, the parties where legal disputes have been filed by the Group or where in respect of significantly aged receivables, a higher percentage of ECL has been applied are categorised as parties having significant increase in credit risk.

For recognition of impairment loss on other financial assets, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent year, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as expense/income in the Restated Consolidated Statement of Profit and Loss. ECL for financial assets measured as at amortized cost and contractual revenue receivables is presented as an allowance, i.e., as an integral part of the measurement of those assets in the restated consolidated financial information. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

**Derivative instruments**

The Group enters into foreign exchange forward contracts and certain other derivative financial instruments to manage its exposure to foreign exchange rate risks. However, where derivatives do not meet the hedge accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at FVTPL. They are presented as current assets or liabilities since the call/ put option can be exercised any time after the end of the reporting period.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

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 Restated Consolidated Statement of Profit and Loss, except for the effective portion of cash flow hedge which is recognised in Restated Consolidated Other Comprehensive Income and later to Restated Consolidated Statement of Profit and Loss when the hedged item affects profit or loss or is treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a Non-Financial Assets or Non-Financial liability.

The Group has entered into certain derivative contracts to hedge risks which are designated as hedges. Such contracts are accounted for at fair value through restated consolidated profit or loss and are included in other gains/(losses).

Notes to the Restated Consolidated Financial Information

Hedges that meet the criteria for hedge accounting are accounted for as follows:

**Cash Flow Hedge**

The Group designates derivative contracts or non-derivative Financial Assets/ Liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in the cash flow hedging reserve being part of Other Comprehensive Income. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the Restated Consolidated Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold or terminated or exercised, the cumulative gain or loss on the hedging instrument recognised in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognised in the cash flow hedging reserve is transferred to the Restated Consolidated Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Restated Consolidated Statement of Profit and Loss.

**Cost of Hedging**

For option contracts, the Group designates only the intrinsic value of option contracts as a hedged item by excluding the time value of the option. The changes in the fair value of the aligned time value of the option are recognised in Restated Consolidated Other Comprehensive Income and accumulated in the cost of hedging reserve. The time value of the options at the inception of the hedging relationship is reclassified to Restated Consolidated Statement of Profit and Loss. Hedge ineffectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Group applies the following effectiveness testing strategies:

- (i) For interest rate swaps that exactly match the terms of the terms of the hedged item, the economic relationship and hedge effectiveness are based on the qualitative factors using critical terms match method.
- (ii) For other interest rate swaps, the Group uses dollar offset method using a hypothetical derivatives, dollar offset method is a quantitative method that consists of comparing the change in fair value or cash flows of the hedging instrument with the change in fair value or cash flows of the hedged item attributable to the hedged risk.
- (iii) For option structures, the Group analyses the behaviour of the hedging instrument and hedged item using regression analysis based dollar offset method. The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk and notional amount of the hedging instruments are identical to the hedged items.

**j Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability that takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Group.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 inputs are inputs other than quoted prices included within Level 1, that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 inputs are unobservable inputs for the assets or liabilities.

**k Leases**

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 year of a lease, together with both years covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and years 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 year 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.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the control involves the use of an identified asset,
- (ii) the Group has substantially all of the economic benefits from use of the asset through the year of lease, and
- (iii) the Group has right to direct the use of the asset.

**Where the Group is the Lessee**

The Group recognizes a right-of-use asset ("ROU") and a lease liability at the lease commencement date. The ROU is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that the option will be exercised. The ROU is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprises fixed payments, including in-substance fixed payments, amounts expected to be payable under a residual value guarantee and the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal year if the Group is reasonably certain to exercise an extension option.

Notes to the Restated Consolidated Financial Information

**Where the Group is the Lessor**

At the inception of a lease, the lessee classifies the lease arrangement as either a finance lease or an operating lease, based on contractual terms and substance of the lease arrangement. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the Restated Consolidated Statement of Assets and Liabilities based on their nature.

**Short-term leases and leases of low-value assets**

The Group has elected not to recognise ROU and lease liabilities for short term leases that have a lease term of 12 months or lower and leases of low value assets. The Group recognises the lease payments associated with these leases as an expense over the lease term.

**l Employee Benefits**

**(i) Short term employee benefits**

Short-term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**(ii) Defined contribution plans - India**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards provident fund, which is a government administered scheme, and employee's state insurance scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the Restated Consolidated Statement of Profit and Loss in the years during which the related services are rendered by employees.

**(iii) (a) Defined contribution pension plan - outside India**

In case of Briar Chemicals Limited, the Step-down Subsidiary Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid, the Company has no further payment obligations. The contributions are recognised as an expense in the Restated Consolidated Statement of Profit and Loss when they fall due. Amounts not paid are shown in accruals as a liability in the Restated Consolidated Statement of Assets and Liabilities. The assets of the plan are held separately from the Step-down Subsidiary Company in an independently administered funds.

**(iii) (b) Defined National Insurance Contribution Scheme - outside India**

In case of Briar Chemicals Limited, the Step-down Subsidiary Company pays statutory employer National Insurance Contributions (NICs) in accordance with UK legislation on employee earnings and taxable benefits. These contributions are recognised as an expense in the Restated Consolidated Statement of Comprehensive Income in the period in which the related employee remuneration is incurred.

Short-term employee benefits, bonuses, share-based payments or NICs are recognised over the same period as the related compensation expense. Any unpaid NICs at the reporting date are included within statutory liabilities under current liabilities in the Restated Consolidated Statement of Assets and Liabilities.

**(iv) Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior years, discounting that amount and deducting the fair value of any plan assets.

**Gratuity**

For defined benefit plan, the cost of providing benefits is determined annually by an independent actuary using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the restated consolidated balance sheet with a charge or credit recognised in Restated Consolidated Other Comprehensive Income (OCI) in the year in which they occur. Remeasurement recognised in restated consolidated other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the Restated Consolidated Statement of Profit and Loss. Past service cost is recognised in the Restated Consolidated Statement of Profit and Loss in the year of a plan amendment. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the year by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual year to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the year as a result of contributions and benefit payments.

Net interest expense and other expenses related to defined benefit plans are recognised in Restated Consolidated Statement of Profit or Loss.

**(v) Other long-term employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognised as a liability at the present value of the obligation as at the Restated Consolidated Statement of Assets and Liabilities date. The cost of providing benefits is measured on the basis of an annual independent actuarial valuation using the projected unit credit method at each balance sheet date. Actuarial gains or losses are recognised in Restated Consolidated Statement of Profit and Loss in the year in which they arise.

The obligations are presented as current liabilities in the Restated Consolidated Statement of Assets and Liabilities as the group does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**m Taxation**

Income tax comprises current and deferred tax. It is recognised in Restated Consolidated Statement of Profit and Loss except to the extent that it relates to a business combination or to items recognised directly in equity or in Other Comprehensive Income.

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

**Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are offset only if, the Group:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.



Notes to the Restated Consolidated Financial Information

**Deferred tax**

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Restated Consolidated Statement of Assets and Liabilities and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in the Restated Consolidated Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

**n Government grants**

Government grants are recognized where there is reasonable assurance that the grant will be received, and all the attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the years that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the assets and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset.

**o Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Restated Consolidated Statement of Assets and Liabilities date, taking into account the risks and uncertainty surrounding the obligation.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Provision for restoration and environmental costs**

The Group has liabilities related to restoration of production sites, which are due upon the closure of certain of its production sites. Such liabilities are estimated on a case-by-case based on available information, considering applicable local legal requirements. The estimation is made using existing technology, at current prices, and discounted using an appropriate discount rate where the effect of time value of money is material. Future restoration and environmental costs are charged to Restated Consolidated Statement of Profit and Loss, and the corresponding restoration liability is recorded as soon as the obligation to incur such costs arises. The effect of time value of money on the restoration and environmental costs liability is recognised in the Restated Consolidated Statement of Profit and Loss.

**p Contingent liabilities and contingent assets**

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the Restated Consolidated Financial Information. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the year in which the change occurs.

**q Segment reporting**

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the other components of the Group, and for which discrete financial information is available.

The Group is engaged in the production and distribution of pesticides and agro chemicals including insecticides, herbicides, fungicides, fertilisers, plant growth regulators, micro-nutrient fertilisers, speciality chemicals (like technicals, intermediates etc.) for pesticides, insecticides and others. The performance is reviewed for branded formulation, speciality chemicals and CDMO as a whole by Chief Operating decision maker (CODM).

**r Earnings per share**

Basic earnings per share are calculated by dividing the restated consolidated net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are calculated by dividing the restated consolidated net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares which would be issued on the conversion of all the dilutive potential equity shares into equity shares, except where the results would be anti-dilutive.

**s Cash and cash equivalents**

Cash and cash equivalents in the Restated Consolidated Statement of Assets and Liabilities comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.



**t Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognized in accordance with the requirements of Ind AS 12, 'Income Taxes' and Ind AS 19, 'Employee Benefits', respectively.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as capital reserve. The cost of acquisition excluding those relating to issue of equity or debt securities are charged to the Consolidated Statement of Profit and Loss in the period in which they are incurred.

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses. For the purpose of impairment testing, 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 combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for Impairment annually, or more frequently when there is an indication that unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying value, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognized in the Consolidated Statement of Profit and Loss. An Impairment Loss recognized for goodwill is not reversed in subsequent period.

**u Exceptional items**

Exceptional items are those items which meet the test of 'materiality' (size and nature) and the test of 'incidence'. The test of Incidence or the frequency of occurrence should be determined basis specific facts and circumstances of entity concerned, considering various factors, such as, the nature of its activities, the economic environment in which it operates, past experience, future expectations, etc. and not in general, as what could be a frequent item for one entity may be infrequent for other.

Generally, items of income or expense fulfilling the above mentioned criteria are classified as exceptional items and are disclosed separately.

**B Application of new standards and amendments**

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31 March 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases, relating to sale and lease back transactions, applicable from 01 April 2024. The Group has assessed that there is no significant impact on its restated financial information.

**C Standard issued but not yet effective**

On 9 May 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after 1 April 2025. The Group is currently assessing the probable impact of these amendments on its restated consolidated financial statements.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

4A Property, plant and equipment

| Description                                               | Lease hold improvement | Freehold land   | Building        | Road         | Plant and equipment | Furniture and fixtures | Vehicles      | Office equipment | Computers     | Electrical installations and equipment | Total           |
|-----------------------------------------------------------|------------------------|-----------------|-----------------|--------------|---------------------|------------------------|---------------|------------------|---------------|----------------------------------------|-----------------|
| <b>Gross block</b>                                        |                        |                 |                 |              |                     |                        |               |                  |               |                                        |                 |
| <b>Balance as at 1 April 2022</b>                         | <b>45.31</b>           | <b>168.43</b>   | <b>350.50</b>   | <b>14.10</b> | <b>187.12</b>       | <b>25.13</b>           | <b>45.34</b>  | <b>8.30</b>      | <b>8.31</b>   | <b>22.52</b>                           | <b>875.06</b>   |
| Acquired pursuant to business combination (refer note 52) | -                      | 1,825.78        | 1,459.93        | -            | 1,084.78            | 22.78                  | 3.63          | -                | 17.10         | -                                      | 4,414.00        |
| Additions during the year                                 | 0.10                   | -               | 126.34          | -            | 453.00              | 34.31                  | 30.37         | 1.28             | 10.36         | 13.02                                  | 668.78          |
| Disposal during the year                                  | -                      | -               | 4.00            | -            | 2.79                | 0.05                   | 4.32          | 0.11             | 0.71          | 0.07                                   | 12.05           |
| Foreign currency translation reserve                      | -                      | 210.86          | 169.44          | -            | 136.57              | 4.44                   | 1.01          | -                | 2.33          | -                                      | 524.65          |
| <b>Balance as at 31 March 2023</b>                        | <b>45.41</b>           | <b>2,205.07</b> | <b>2,102.21</b> | <b>14.10</b> | <b>1,858.68</b>     | <b>86.61</b>           | <b>76.03</b>  | <b>9.47</b>      | <b>37.39</b>  | <b>35.47</b>                           | <b>6,470.44</b> |
| Additions during the year                                 | -                      | -               | 115.48          | -            | 188.41              | 18.32                  | 16.13         | 1.54             | 35.56         | 19.84                                  | 395.28          |
| Disposal during the year                                  | -                      | -               | -               | -            | 84.86               | 1.72                   | 3.12          | 0.32             | 2.15          | 0.32                                   | 92.49           |
| Foreign currency translation reserve                      | -                      | 68.38           | 67.24           | -            | 116.44              | 6.87                   | 0.81          | -                | 6.67          | -                                      | 266.41          |
| <b>Balance as at 31 March 2024</b>                        | <b>45.41</b>           | <b>2,273.45</b> | <b>2,284.93</b> | <b>14.10</b> | <b>2,078.67</b>     | <b>110.08</b>          | <b>89.85</b>  | <b>10.69</b>     | <b>77.47</b>  | <b>54.99</b>                           | <b>7,039.64</b> |
| Additions during the year                                 | -                      | -               | 387.92          | -            | 492.68              | 0.82                   | 24.41         | 3.53             | 220.92        | 11.40                                  | 1,141.68        |
| Disposal during the year                                  | -                      | 0.22            | 0.76            | -            | 34.14               | 0.73                   | 1.07          | 0.05             | 1.55          | 0.03                                   | 38.55           |
| Foreign currency translation reserve                      | -                      | 108.86          | 115.81          | -            | 197.10              | 11.27                  | 1.48          | -                | 16.88         | -                                      | 451.40          |
| <b>Balance as at 31 March 2025</b>                        | <b>45.41</b>           | <b>2,382.09</b> | <b>2,787.90</b> | <b>14.10</b> | <b>2,734.31</b>     | <b>121.44</b>          | <b>114.67</b> | <b>14.17</b>     | <b>313.72</b> | <b>66.36</b>                           | <b>8,594.17</b> |
| <b>Accumulated depreciation</b>                           |                        |                 |                 |              |                     |                        |               |                  |               |                                        |                 |
| <b>Balance as at 1 April 2022</b>                         | <b>1.20</b>            | -               | <b>42.70</b>    | <b>6.35</b>  | <b>39.41</b>        | <b>3.92</b>            | <b>17.49</b>  | <b>1.13</b>      | <b>3.11</b>   | <b>7.80</b>                            | <b>123.11</b>   |
| Additions during the year                                 | 13.81                  | -               | 97.35           | 2.00         | 140.35              | 17.58                  | 13.62         | 3.17             | 6.50          | 3.34                                   | 297.72          |
| Disposal during the year                                  | -                      | -               | 1.37            | -            | 1.52                | 0.03                   | 1.73          | 0.07             | 0.52          | 0.04                                   | 5.28            |
| Foreign currency translation reserve                      | -                      | -               | 4.07            | -            | 6.25                | 0.65                   | 0.10          | -                | 0.14          | -                                      | 11.21           |
| <b>Balance as at 31 March 2023</b>                        | <b>15.01</b>           | -               | <b>142.75</b>   | <b>8.35</b>  | <b>184.49</b>       | <b>22.12</b>           | <b>29.48</b>  | <b>4.23</b>      | <b>9.23</b>   | <b>11.10</b>                           | <b>426.76</b>   |
| Additions during the year                                 | 9.49                   | -               | 195.84          | 1.49         | 280.46              | 26.45                  | 16.85         | 2.65             | 14.48         | 4.37                                   | 552.08          |
| Disposal during the year                                  | -                      | -               | -               | -            | 83.19               | 1.12                   | 2.31          | 0.18             | 1.96          | 0.19                                   | 88.95           |
| Foreign currency translation reserve                      | -                      | -               | 17.13           | -            | 74.71               | 5.42                   | 0.41          | -                | 5.53          | -                                      | 103.20          |
| <b>Balance as at 31 March 2024</b>                        | <b>24.50</b>           | -               | <b>355.72</b>   | <b>9.84</b>  | <b>456.47</b>       | <b>52.87</b>           | <b>44.43</b>  | <b>6.70</b>      | <b>27.28</b>  | <b>15.28</b>                           | <b>993.09</b>   |
| Additions during the year                                 | 6.53                   | -               | 226.88          | 1.10         | 319.90              | 5.21                   | 15.19         | 2.29             | 92.66         | 6.05                                   | 675.81          |
| Disposal during the year                                  | -                      | -               | 0.72            | -            | 26.05               | 0.55                   | 0.83          | 0.02             | 1.38          | 0.02                                   | 29.57           |
| Foreign currency translation reserve                      | -                      | -               | 36.72           | -            | 129.65              | 9.25                   | 0.80          | -                | 11.30         | -                                      | 187.72          |
| <b>Balance as at 31 March 2025</b>                        | <b>31.03</b>           | -               | <b>618.60</b>   | <b>10.94</b> | <b>879.97</b>       | <b>66.78</b>           | <b>59.59</b>  | <b>8.97</b>      | <b>129.86</b> | <b>21.31</b>                           | <b>1,827.05</b> |
| <b>Net carrying value</b>                                 |                        |                 |                 |              |                     |                        |               |                  |               |                                        |                 |
| <b>Balance as at 31 March 2025</b>                        | <b>14.38</b>           | <b>2,382.09</b> | <b>2,169.30</b> | <b>3.16</b>  | <b>1,854.34</b>     | <b>54.66</b>           | <b>55.08</b>  | <b>5.20</b>      | <b>183.86</b> | <b>45.05</b>                           | <b>6,767.12</b> |
| <b>Balance as at 31 March 2024</b>                        | <b>20.91</b>           | <b>2,273.45</b> | <b>1,929.21</b> | <b>4.26</b>  | <b>1,622.20</b>     | <b>57.21</b>           | <b>45.42</b>  | <b>3.99</b>      | <b>50.19</b>  | <b>39.71</b>                           | <b>6,046.55</b> |
| <b>Balance as at 31 March 2023</b>                        | <b>30.40</b>           | <b>2,205.07</b> | <b>1,959.46</b> | <b>5.75</b>  | <b>1,674.19</b>     | <b>64.49</b>           | <b>46.55</b>  | <b>5.24</b>      | <b>28.16</b>  | <b>24.37</b>                           | <b>6,043.68</b> |

\* Notes:

a) In accordance with the various facility letters sanctioned by the banks, there is an exclusive charge over the entire moveable property, plant and equipment of the Group excluding those assets where charge has been created in favour of lenders for acquisition of vehicles. Also refer note 19 and 23.

b) Depreciation on Property, Plant and Equipment (of Partnership firm) is being calculated as per the rates defined as per Income Tax Act, 1961.

c) Further, immovable property of Shogun Organics Limited comprising industrial leasehold land and building at D-18 MIDC Kurkumbh Pandrewadi Village, Pune amounting to Rs. 306.96 million as at 31 March 2025 (31 March 2024: Rs. 306.96 million ; 31 March 2023: Rs. 306.96 million ) has been given as collateral against the credit facilities sanctioned by the bank for the subsidiaries, viz. Shogun Organics Limited, Indo Swiss Chemicals Limited and Smith N Smith Chemicals Limited. Also, the Land & Building of Briar Chemicals Limited amounting to Rs. 3,888.63 million as at 31 March 2025 (31 March 2024 : Rs. 3,571.22 million ; 31 March 2023: Rs.3,570.69 million ) has been given as collateral against the Term Loan sanctioned by the bank to Safex Holdings UK Limited, Safex Chemicals India Limited and Shogun Organics Limited.

d) Refer note 38(b) for capital commitments.

**4B Capital work-in-progress**

| Particulars              | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------|------------------------|------------------------|------------------------|
| Capital work-in-progress | 281.60                 | 1,054.80               | 675.48                 |

**(i) Movement of capital work-in-progress**

| Particulars              | As at<br>1 April 2024 | Acquired<br>pursuant to<br>business<br>combination | Additions | Capitalisation | Foreign<br>currency<br>translation<br>reserve | As at<br>31 March 2025 |
|--------------------------|-----------------------|----------------------------------------------------|-----------|----------------|-----------------------------------------------|------------------------|
| Capital work-in-progress | 1,054.80              | -                                                  | 285.44    | 1,090.40       | 31.76                                         | 281.60                 |

| Particulars              | As at<br>1 April 2023 | Acquired<br>pursuant to<br>business<br>combination | Additions | Capitalisation | Foreign<br>currency<br>translation<br>reserve | As at<br>31 March 2024 |
|--------------------------|-----------------------|----------------------------------------------------|-----------|----------------|-----------------------------------------------|------------------------|
| Capital work-in-progress | 675.48                | -                                                  | 699.47    | 346.79         | 26.64                                         | 1,054.80               |

| Particulars              | As at<br>1 April 2022 | Acquired<br>pursuant to<br>business<br>combination<br>(refer note 52) | Additions | Capitalisation | Foreign<br>currency<br>translation<br>reserve | As at<br>31 March 2023 |
|--------------------------|-----------------------|-----------------------------------------------------------------------|-----------|----------------|-----------------------------------------------|------------------------|
| Capital work-in-progress | 170.95                | 540.35                                                                | 545.77    | 644.00         | 62.41                                         | 675.48                 |

**(ii) Ageing schedule of capital work-in-progress**

| Particulars                    | Amount outstanding in capital work-in-progress as at 31 March 2025 |           |           |                   |        |
|--------------------------------|--------------------------------------------------------------------|-----------|-----------|-------------------|--------|
|                                | Less than 1 year                                                   | 1-2 years | 2-3 Years | More than 3 years | Total  |
| Projects in progress           | 168.60                                                             | 63.05     | 16.79     | 33.16             | 281.60 |
| Projects temporarily suspended | -                                                                  | -         | -         | -                 | -      |

| Particulars                    | Amount outstanding in capital work-in-progress as at 31 March 2024 |           |           |                   |          |
|--------------------------------|--------------------------------------------------------------------|-----------|-----------|-------------------|----------|
|                                | Less than 1 year                                                   | 1-2 years | 2-3 Years | More than 3 years | Total    |
| Projects in progress           | 533.83                                                             | 383.74    | 104.29    | 32.94             | 1,054.80 |
| Projects temporarily suspended | -                                                                  | -         | -         | -                 | -        |

| Particulars                    | Amount outstanding in Capital work-in-progress as at 31 March 2023 |           |           |                   |        |
|--------------------------------|--------------------------------------------------------------------|-----------|-----------|-------------------|--------|
|                                | Less than 1 year                                                   | 1-2 years | 2-3 Years | More than 3 years | Total  |
| Projects in progress           | 514.25                                                             | 126.31    | 25.96     | 8.96              | 675.48 |
| Projects temporarily suspended | -                                                                  | -         | -         | -                 | -      |

**(iii) Expected completion of capital work-in-progress**

| Capital work-in-progress as at 31 March 2025 | To be completed in |           |           |                   |        |
|----------------------------------------------|--------------------|-----------|-----------|-------------------|--------|
|                                              | Less than 1 year   | 1-2 years | 2-3 Years | More than 3 years | Total  |
| Projects in progress                         | 280.69             | 0.91      | -         | -                 | 281.60 |

| Capital work-in-progress as at 31 March 2024 | To be completed in |           |           |                   |          |
|----------------------------------------------|--------------------|-----------|-----------|-------------------|----------|
|                                              | Less than 1 year   | 1-2 years | 2-3 Years | More than 3 years | Total    |
| Projects in progress                         | 1,015.89           | 38.91     | -         | -                 | 1,054.80 |

| Capital work-in-progress as at 31 March 2023 | To be completed in |           |           |                   |        |
|----------------------------------------------|--------------------|-----------|-----------|-------------------|--------|
|                                              | Less than 1 year   | 1-2 years | 2-3 Years | More than 3 years | Total  |
| Projects in progress                         | 640.59             | 34.89     | -         | -                 | 675.48 |

(iv) The Group does not have any capital work-in-progress which has exceeded its cost compared to its original plan.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

4C Right-of-use assets

| Description                                               | Land          | Building      | Plant and equipment | Office equipment | Vehicles    | Total         |
|-----------------------------------------------------------|---------------|---------------|---------------------|------------------|-------------|---------------|
| <b>Gross block</b>                                        |               |               |                     |                  |             |               |
| Balance as at 1 April 2022                                | 345.06        | 103.07        | -                   | -                | -           | 448.13        |
| Acquired pursuant to business combination (refer note 52) | -             | -             | -                   | 2.09             | -           | 2.09          |
| Additions during the year                                 | -             | 3.70          | 10.08               | -                | 1.84        | 15.62         |
| Disposal during the year                                  | -             | -             | -                   | -                | -           | -             |
| Foreign currency translation reserve                      | -             | -             | 0.99                | 0.24             | 0.10        | 1.33          |
| <b>Balance as at 31 March 2023</b>                        | <b>345.06</b> | <b>106.77</b> | <b>11.07</b>        | <b>2.33</b>      | <b>1.94</b> | <b>467.17</b> |
| Additions during the year*                                | -             | -             | 148.96              | -                | 0.00        | 148.96        |
| Disposal during the year                                  | -             | -             | 2.18                | -                | -           | 2.18          |
| Foreign currency translation reserve                      | -             | -             | 2.80                | 0.12             | 0.06        | 2.98          |
| <b>Balance as at 31 March 2024</b>                        | <b>345.06</b> | <b>106.77</b> | <b>160.65</b>       | <b>2.45</b>      | <b>2.00</b> | <b>616.93</b> |
| Additions during the year                                 | -             | 217.00        | -                   | -                | -           | 217.00        |
| Disposal during the year                                  | -             | 9.19          | -                   | -                | -           | 9.19          |
| Foreign currency translation reserve                      | -             | -             | 8.31                | 0.18             | 0.10        | 8.59          |
| <b>Balance as at 31 March 2025</b>                        | <b>345.06</b> | <b>314.58</b> | <b>168.96</b>       | <b>2.63</b>      | <b>2.10</b> | <b>833.33</b> |
| <b>Accumulated depreciation</b>                           |               |               |                     |                  |             |               |
| Balance as at 1 April 2022                                | 9.26          | 31.09         | -                   | -                | -           | 40.35         |
| Additions during the year                                 | 5.48          | 13.38         | 5.72                | 0.22             | -           | 24.80         |
| Disposal during the year                                  | -             | -             | -                   | -                | -           | -             |
| Foreign currency translation reserve                      | -             | -             | 0.31                | 0.01             | -           | 0.32          |
| <b>Balance as at 31 March 2023</b>                        | <b>14.74</b>  | <b>44.47</b>  | <b>6.03</b>         | <b>0.23</b>      | <b>-</b>    | <b>65.47</b>  |
| Additions during the year                                 | 1.51          | 14.57         | 15.80               | 0.68             | 0.49        | 33.05         |
| Disposal during the year                                  | -             | -             | 2.18                | -                | -           | 2.18          |
| Foreign currency translation reserve                      | -             | -             | 0.43                | (0.01)           | 0.13        | 0.55          |
| <b>Balance as at 31 March 2024</b>                        | <b>16.25</b>  | <b>59.04</b>  | <b>20.08</b>        | <b>0.90</b>      | <b>0.62</b> | <b>96.89</b>  |
| Additions during the year                                 | 5.48          | 23.63         | 16.48               | 0.71             | 0.51        | 46.81         |
| Disposal during the year                                  | -             | 8.77          | -                   | -                | -           | 8.77          |
| Foreign currency translation reserve                      | -             | -             | 1.45                | 0.12             | 0.05        | 1.62          |
| <b>Balance as at 31 March 2025</b>                        | <b>21.73</b>  | <b>73.90</b>  | <b>38.01</b>        | <b>1.73</b>      | <b>1.18</b> | <b>136.55</b> |
| <b>Net block</b>                                          |               |               |                     |                  |             |               |
| Balance as at 31 March 2025                               | 323.33        | 240.68        | 130.95              | 0.90             | 0.92        | 696.78        |
| Balance as at 31 March 2024                               | 328.81        | 47.73         | 140.57              | 1.55             | 1.38        | 520.04        |
| Balance as at 31 March 2023                               | 330.32        | 62.30         | 5.04                | 2.10             | 1.94        | 401.70        |

\* Below rounding off norms adopted by the Group.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

4D Other intangible assets

| Description                                               | Computer software | Non compete fees | Patents      | Customer relationships | Total           |
|-----------------------------------------------------------|-------------------|------------------|--------------|------------------------|-----------------|
| <b>Gross block</b>                                        |                   |                  |              |                        |                 |
| <b>Balance as at 1 April 2022</b>                         | <b>15.73</b>      | <b>10.00</b>     | <b>19.71</b> | <b>48.36</b>           | <b>93.80</b>    |
| Acquired pursuant to business combination (refer note 52) | -                 | -                | -            | 946.13                 | 946.13          |
| Additions during the year                                 | 3.20              | -                | -            | -                      | 3.20            |
| Disposal during the year                                  | -                 | -                | -            | -                      | -               |
| Foreign currency translation reserve                      | -                 | -                | -            | 109.26                 | 109.26          |
| <b>Balance as at 31 March 2023</b>                        | <b>18.93</b>      | <b>10.00</b>     | <b>19.71</b> | <b>1,103.75</b>        | <b>1,152.39</b> |
| Additions during the year                                 | -                 | -                | -            | -                      | -               |
| Disposal during the year                                  | 4.65              | -                | -            | -                      | 4.65            |
| Foreign currency translation reserve                      | -                 | -                | -            | 35.43                  | 35.43           |
| <b>Balance as at 31 March 2024</b>                        | <b>14.28</b>      | <b>10.00</b>     | <b>19.71</b> | <b>1,139.18</b>        | <b>1,183.17</b> |
| Additions during the year                                 | 33.50             | -                | -            | -                      | 33.50           |
| Disposal during the year                                  | -                 | -                | -            | -                      | -               |
| Foreign currency translation reserve                      | -                 | -                | -            | 56.41                  | 56.41           |
| <b>Balance as at 31 March 2025</b>                        | <b>47.78</b>      | <b>10.00</b>     | <b>19.71</b> | <b>1,195.59</b>        | <b>1,273.08</b> |
| <b>Amortisation</b>                                       |                   |                  |              |                        |                 |
| <b>Balance as at 1 April 2022</b>                         | <b>14.14</b>      | <b>2.00</b>      | <b>3.38</b>  | <b>17.75</b>           | <b>37.27</b>    |
| Additions during the year                                 | 0.38              | 2.00             | 1.95         | 57.36                  | 61.69           |
| Disposal during the year                                  | -                 | -                | -            | -                      | -               |
| Foreign currency translation reserve                      | -                 | -                | -            | 2.57                   | 2.57            |
| <b>Balance as at 31 March 2023</b>                        | <b>14.52</b>      | <b>4.00</b>      | <b>5.33</b>  | <b>77.68</b>           | <b>101.53</b>   |
| Additions during the year                                 | 2.11              | 2.00             | 1.95         | 117.52                 | 123.58          |
| Disposal during the year                                  | 4.61              | -                | -            | -                      | 4.61            |
| Foreign currency translation reserve                      | -                 | -                | -            | 3.43                   | 3.43            |
| <b>Balance as at 31 March 2024</b>                        | <b>12.02</b>      | <b>6.00</b>      | <b>7.28</b>  | <b>198.63</b>          | <b>223.93</b>   |
| Additions during the year                                 | 9.07              | 2.00             | 1.95         | 122.11                 | 135.13          |
| Disposal during the year                                  | -                 | -                | -            | -                      | -               |
| Foreign currency translation reserve                      | -                 | -                | -            | 11.12                  | 11.12           |
| <b>Balance as at 31 March 2025</b>                        | <b>21.09</b>      | <b>8.00</b>      | <b>9.23</b>  | <b>331.86</b>          | <b>370.18</b>   |
| <b>Net block</b>                                          |                   |                  |              |                        |                 |
| <b>Balance as at 31 March 2025</b>                        | <b>26.69</b>      | <b>2.00</b>      | <b>10.48</b> | <b>863.73</b>          | <b>902.90</b>   |
| <b>Balance as at 31 March 2024</b>                        | <b>2.26</b>       | <b>4.00</b>      | <b>12.43</b> | <b>940.55</b>          | <b>959.24</b>   |
| <b>Balance as at 31 March 2023</b>                        | <b>4.41</b>       | <b>6.00</b>      | <b>14.38</b> | <b>1,026.07</b>        | <b>1,050.86</b> |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

4E Investment property

| Description                                               | Building      | Total         |
|-----------------------------------------------------------|---------------|---------------|
| <b>Gross block</b>                                        |               |               |
| Balance as at 1 April 2022                                | 73.22         | 73.22         |
| Additions during the year                                 | -             | -             |
| Acquired pursuant to business combination (refer note 52) | 59.91         | 59.91         |
| Disposal during the year                                  | -             | -             |
| Foreign currency translation reserve                      | 6.92          | 6.92          |
| <b>Balance as at 31 March 2023</b>                        | <b>140.05</b> | <b>140.05</b> |
| Additions during the year                                 | -             | -             |
| Disposal during the year                                  | 28.90         | 28.90         |
| Foreign currency translation reserve                      | 2.24          | 2.24          |
| <b>Balance as at 31 March 2024</b>                        | <b>113.39</b> | <b>113.39</b> |
| Additions during the year                                 | -             | -             |
| Disposal during the year                                  | 44.32         | 44.32         |
| Foreign currency translation reserve                      | 3.57          | 3.57          |
| <b>Balance as at 31 March 2025</b>                        | <b>72.64</b>  | <b>72.64</b>  |
| <b>Accumulated depreciation</b>                           |               |               |
| Balance as at 1 April 2022                                | 3.62          | 3.62          |
| Additions during the year                                 | 3.50          | 3.50          |
| Disposal during the year                                  | -             | -             |
| Foreign currency translation reserve*                     | 0.00          | 0.00          |
| <b>Balance as at 31 March 2023</b>                        | <b>7.12</b>   | <b>7.12</b>   |
| Additions during the year                                 | 2.92          | 2.92          |
| Disposal during the year                                  | 3.59          | 3.59          |
| Foreign currency translation reserve*                     | 0.00          | 0.00          |
| <b>Balance as at 31 March 2024</b>                        | <b>6.45</b>   | <b>6.45</b>   |
| Additions during the year#                                | 16.81         | 16.81         |
| Disposal during the year                                  | 7.92          | 7.92          |
| Foreign currency translation reserve                      | 0.39          | 0.39          |
| <b>Balance as at 31 March 2025</b>                        | <b>15.73</b>  | <b>15.73</b>  |
| <b>Net block</b>                                          |               |               |
| Balance as at 31 March 2025                               | 56.91         | 56.91         |
| Balance as at 31 March 2024                               | 106.94        | 106.94        |
| Balance as at 31 March 2023                               | 132.93        | 132.93        |

Fair value of the investment property of Briar Chemicals Limited is Rs. 55.37 million (31 March 2024 : Rs. 69.07 million ; 31 March 2023 : Rs.66.83 million) based on external valuation. Fair value of the investment property of Holding Company is Rs. Nil (31 March 2024 : Rs. 38.51 million ; 31 March 2023 : Rs. 90.30 million) based on external valuation. During the financial year ended 31 March 2025, the Holding Company has disposed off the investment property, where as during the financial year ended 31 March 2024, a part of the investment property was disposed off by the Holding Company. Consequently, there is no investment property held by the Holding Company as at the balance sheet date.

The fair value of investment property in India has been determined by external independent registered valuers as defined under rule 2 of Companies (Registered valuers and valuation) Rules, 2017, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair value of investment property in the United Kingdom (UK) has been prepared in accordance with the latest version of the RICS Valuation - Global Standards (incorporating the International Valuation Standards) and the UK national supplement (the "Red Book") current as the valuation date.

Rental income derived from investment property (included in other income) is Rs. 3.53 million (31 March 2024 : Rs. 6.09 million ; 31 March 2023 : Rs. 6.63 million).

# This includes impairment of Rs. 15.12 million charged during the year ended 31 March 2025.

\* Below rounding off norms adopted by the Group.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

4F - Intangible assets under development

| Particulars               | As at<br>1 April 2024 | Additions    | Capitalisation | As at<br>31 March 2025 |
|---------------------------|-----------------------|--------------|----------------|------------------------|
| Software Implementation   | 27.62                 | 5.88         | 33.50          | -                      |
| Online business platform* | 17.76                 | 19.58        | -              | 37.34                  |
| <b>Total</b>              | <b>45.38</b>          | <b>25.46</b> | <b>33.50</b>   | <b>37.34</b>           |

| Particulars               | As at<br>1 April 2023 | Additions    | Capitalisation | As at<br>31 March 2024 |
|---------------------------|-----------------------|--------------|----------------|------------------------|
| Software Implementation   | -                     | 27.62        | -              | 27.62                  |
| Online business platform* | 11.45                 | 6.31         | -              | 17.76                  |
| <b>Total</b>              | <b>11.45</b>          | <b>33.93</b> | <b>-</b>       | <b>45.38</b>           |

| Particulars                       | As at<br>1 April 2022 | Additions    | Capitalisation/<br>adjustments | As at<br>31 March 2023 |
|-----------------------------------|-----------------------|--------------|--------------------------------|------------------------|
| Development of technical know-how | -                     | 1.50         | 1.50                           | -                      |
| Online business platform*         | 0.66                  | 10.79        | -                              | 11.45                  |
| <b>Total</b>                      | <b>0.66</b>           | <b>12.29</b> | <b>1.50</b>                    | <b>11.45</b>           |

\* It mainly includes the cost to develop an online selling platform "Golden Farm", which is capitalised subsequently on 01 May 2025.

Ageing schedule of intangible assets under development

| Particulars              | Amount outstanding in intangible assets under development as at 31 March 2025 for a period of |             |              |                   |              |
|--------------------------|-----------------------------------------------------------------------------------------------|-------------|--------------|-------------------|--------------|
|                          | Less than 1 year                                                                              | 1-2 years   | 2-3 years    | More than 3 years | Total        |
| Software Implementation  | -                                                                                             | -           | -            | -                 | -            |
| Online business platform | 19.59                                                                                         | 6.31        | 10.79        | 0.65              | 37.34        |
| <b>Total</b>             | <b>19.59</b>                                                                                  | <b>6.31</b> | <b>10.79</b> | <b>0.65</b>       | <b>37.34</b> |

Ageing schedule of intangible assets under development

| Particular               | Amount outstanding in intangible assets under development as at 31 March 2024 for a period of |              |             |                   |              |
|--------------------------|-----------------------------------------------------------------------------------------------|--------------|-------------|-------------------|--------------|
|                          | Less than 1 year                                                                              | 1-2 years    | 2-3 years   | More than 3 years | Total        |
| Software Implementation  | 27.62                                                                                         | -            | -           | -                 | 27.62        |
| Online business platform | 6.31                                                                                          | 10.79        | 0.66        | -                 | 17.76        |
| <b>Total</b>             | <b>33.93</b>                                                                                  | <b>10.79</b> | <b>0.66</b> | <b>-</b>          | <b>45.38</b> |

Ageing schedule of intangible assets under development

| Particulars              | Amount outstanding in intangible assets under development as at 31 March 2023 for a period of |             |           |                   |              |
|--------------------------|-----------------------------------------------------------------------------------------------|-------------|-----------|-------------------|--------------|
|                          | Less than 1 year                                                                              | 1-2 years   | 2-3 Years | More than 3 years | Total        |
| Online business platform | 10.79                                                                                         | 0.66        | -         | -                 | 11.45        |
| <b>Total</b>             | <b>10.79</b>                                                                                  | <b>0.66</b> | <b>-</b>  | <b>-</b>          | <b>11.45</b> |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

4G - Goodwill

| Particulars  | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------|------------------------|------------------------|------------------------|
| Goodwill     | 1,177.26               | 1,603.69               | 1,544.06               |
| <b>Total</b> | <b>1,177.26</b>        | <b>1,603.69</b>        | <b>1,544.06</b>        |

The following table presents the changes in the carrying value of goodwill based on identified CGUs, for the year ended 31 March 2025:

| Particulars                                              | Branded<br>formulation | Speciality<br>chemicals | Technology | Contract<br>Development<br>and<br>Manufacturing<br>(CDMO) | Total           |
|----------------------------------------------------------|------------------------|-------------------------|------------|-----------------------------------------------------------|-----------------|
| Balance as at 1 April 2022                               | 4.80                   | -                       | -          | -                                                         | 4.80            |
| Acquisition through business combination (refer note 52) | -                      | -                       | -          | 1,591.88                                                  | 1,591.88        |
| Foreign currency translation reserve                     | -                      | -                       | -          | 183.84                                                    | 183.84          |
| Less : Impairment Charge (refer note 36(b))              | -                      | -                       | -          | (236.46)                                                  | (236.46)        |
| <b>Balance as at 31 March 2023</b>                       | <b>4.80</b>            | <b>-</b>                | <b>-</b>   | <b>1,539.26</b>                                           | <b>1,544.06</b> |
| Foreign currency translation reserve                     | -                      | -                       | -          | 59.63                                                     | 59.63           |
| Less : Impairment Charge (refer note 36(b))              | -                      | -                       | -          | -                                                         | -               |
| <b>Balance as at 31 March 2024</b>                       | <b>4.80</b>            | <b>-</b>                | <b>-</b>   | <b>1,598.89</b>                                           | <b>1,603.69</b> |
| Foreign currency translation reserve                     | -                      | -                       | -          | 94.92                                                     | 94.92           |
| Less : Impairment Charge (refer note 36(b))              | -                      | -                       | -          | (521.35)                                                  | (521.35)        |
| <b>Balance as at 31 March 2025</b>                       | <b>4.80</b>            | <b>-</b>                | <b>-</b>   | <b>1,172.46</b>                                           | <b>1,177.26</b> |

The Group tests goodwill for impairment on 31 March, or more frequently when there is indication for impairment. For the purpose of impairment testing, goodwill is allocated to a CGU representing the lowest level within the Group at which goodwill is monitored for internal management purposes, and which is not higher than the Group's operating segment.

Impairment testing for goodwill\*

Goodwill is monitored by management of the Holding Company at the operating segment level as per note 42.

For the purpose of impairment testing, goodwill is allocated to the Group's operating divisions which represent the lowest level within the Group at which goodwill is monitored for internal management purposes, which is not higher than the Group's operating segments. The aggregate carrying amounts of goodwill allocated to segments are as follows:

|                                               | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|-----------------------------------------------|------------------------|------------------------|------------------------|
| Branded formulation                           | 4.80                   | 4.80                   | 4.80                   |
| Contract Development and Manufacturing (CDMO) | 1,172.46               | 1,598.89               | 1,539.26               |
| <b>Total</b>                                  | <b>1,177.26</b>        | <b>1,603.69</b>        | <b>1,544.06</b>        |



**Notes to the Restated Consolidated Financial Information**

(All amounts are in Rs. million, unless otherwise stated)

**Significant estimate: key assumptions used for value-in-use calculations**

The Holding Company tests goodwill for impairment on an annual basis. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

The following table sets out the key assumptions for those CGUs that have significant goodwill allocated to them. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been on historical data from both external and internal sources.

| Particulars                         | As at          | As at          | As at          |
|-------------------------------------|----------------|----------------|----------------|
|                                     | 31 March 2025  | 31 March 2024  | 31 March 2023  |
| Sales volume (% annual growth rate) | 2.00% - 16.00% | 2.00% - 38.00% | 2.00% - 40.00% |
| Long term growth rate (%)           | 2.00%          | 2.00%          | 2.00%          |
| Discount rate (%)                   | 14.10%         | 14.50%         | 13.50%         |

**Management has determined the values assigned to each of the above key assumptions as follows:**

**Assumption Approach used to determining values**

|                        |                                                                                                                                                                         |
|------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Sales volume :         | Average annual growth rate over the five-year forecast period; based on past performance and management's expectations of market development.                           |
| Long-term growth rate: | This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports. |
| Discount rate:         | Reflect specific risks relating to the relevant segments and the countries in which they operate.                                                                       |

The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the cash generating unit.

\* The Group recognised an impairment of Rs. 521.35 million (31 March 2024 : Nil ; 31 March 2023 : Rs.236.46 million) against the carrying value of Goodwill based on recoverable value of its contract development and manufacturing (CDMO) segment.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

5 **Loans - non-current**

| Particulars                     | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|---------------------------------|------------------------|------------------------|------------------------|
| (Unsecured and considered good) |                        |                        |                        |
| Loans to employees              | 2.14                   | 1.95                   | 3.42                   |
| <b>Total</b>                    | <b>2.14</b>            | <b>1.95</b>            | <b>3.42</b>            |

6 **Other financial assets - non-current**

| Particulars                                                      | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|------------------------------------------------------------------|------------------------|------------------------|------------------------|
| (Unsecured and considered good)                                  |                        |                        |                        |
| Security deposits (refer note 6.1)                               | 23.06                  | 14.16                  | 8.97                   |
| Interest subsidy receivable                                      | 4.00                   | 4.00                   | 4.00                   |
| <b>Earmarked balances</b>                                        |                        |                        |                        |
| Bank deposits with maturity of more than 1 year (refer note 6.2) | 0.28                   | 0.35                   | 0.58                   |
| <b>Total</b>                                                     | <b>27.34</b>           | <b>18.51</b>           | <b>13.55</b>           |

6.1 Security deposits of Rs. 0.84 million (31 March 2024 : Rs. 0.84 million ; 31 March 2023 : Rs. 0.21 million) are with various government authorities.

6.2 Bank deposits of Rs. 0.28 million (31 March 2024 : Rs. 0.35 million ; 31 March 2023 : Rs.0.58 million) are pledged with various government authorities.

7 **Deferred tax assets/ Liabilities (net)**

As at 31 March 2025:

For Indian entities (DTA):

| Particulars                                    | As at<br>1 April 2024 | Acquired<br>through business<br>combinations | Recognised in<br>Statement of<br>Profit and Loss | Recognised<br>in OCI | Foreign currency<br>translation reserve | As at<br>31 March 2025 |
|------------------------------------------------|-----------------------|----------------------------------------------|--------------------------------------------------|----------------------|-----------------------------------------|------------------------|
| <b>Deferred tax liabilities on account of:</b> |                       |                                              |                                                  |                      |                                         |                        |
| Property, plant and equipment (net)            | 4.41                  | -                                            | (2.61)                                           | -                    | -                                       | 1.80                   |
| Right-of-use assets (net)                      | 3.73                  | -                                            | (3.56)                                           | -                    | -                                       | 0.17                   |
| <b>Deferred tax assets on account of:</b>      |                       |                                              |                                                  |                      |                                         |                        |
| Investment properties                          | 1.50                  | -                                            | (1.50)                                           | -                    | -                                       | -                      |
| Allowance for expected credit loss             | 33.84                 | -                                            | 3.87                                             | -                    | -                                       | 37.71                  |
| Provision for doubtful advance                 | 9.13                  | -                                            | (8.96)                                           | -                    | -                                       | 0.17                   |
| Provision for employee benefits                | 50.17                 | -                                            | 9.76                                             | 1.27                 | -                                       | 61.20                  |
| Unrealised gain on inventory                   | 48.28                 | -                                            | 32.75                                            | -                    | -                                       | 81.03                  |
| Others                                         | 5.73                  | -                                            | 5.76                                             | -                    | -                                       | 11.49                  |
| <b>Deferred tax assets</b>                     | <b>140.51</b>         | <b>-</b>                                     | <b>47.85</b>                                     | <b>1.27</b>          | <b>-</b>                                | <b>189.63</b>          |

For Indian entities (DTL):

| Particulars                                      | As at<br>1 April 2024 | Acquired<br>through business<br>combinations | Recognised in<br>Statement of<br>Profit and Loss | Recognised<br>in OCI | Foreign currency<br>translation reserve | As at<br>31 March 2025 |
|--------------------------------------------------|-----------------------|----------------------------------------------|--------------------------------------------------|----------------------|-----------------------------------------|------------------------|
| <b>Deferred tax liabilities on account of:</b>   |                       |                                              |                                                  |                      |                                         |                        |
| Property, plant and equipment (net)              | 34.54                 | -                                            | 6.88                                             | -                    | -                                       | 41.42                  |
| Patent and customer relationship                 | 4.39                  | -                                            | (3.06)                                           | -                    | -                                       | 1.33                   |
| Right-of-use assets (net)                        | 65.21                 | -                                            | (1.00)                                           | -                    | -                                       | 64.21                  |
| <b>Deferred tax assets on account of:</b>        |                       |                                              |                                                  |                      |                                         |                        |
| Provision for employee benefits                  | 1.87                  | -                                            | 0.66                                             | 0.13                 | -                                       | 2.66                   |
| Deferred income on contract liability            | -                     | -                                            | 17.13                                            | -                    | -                                       | 17.13                  |
| Deferred financing portion of exclusivity income | -                     | -                                            | 10.70                                            | -                    | -                                       | 10.70                  |
| Others                                           | 0.58                  | -                                            | (0.56)                                           | -                    | -                                       | 0.02                   |
| <b>Deferred tax (liabilities) (I)</b>            | <b>(101.69)</b>       | <b>-</b>                                     | <b>25.11</b>                                     | <b>0.13</b>          | <b>-</b>                                | <b>(76.45)</b>         |

For Foreign entities (DTL) :

| Particulars                                    | As at<br>1 April 2024 | Acquired<br>through business<br>combinations | Recognised in<br>Statement of<br>Profit and Loss | Recognised<br>in OCI | Foreign currency<br>translation reserve | As at<br>31 March 2025 |
|------------------------------------------------|-----------------------|----------------------------------------------|--------------------------------------------------|----------------------|-----------------------------------------|------------------------|
| <b>Deferred tax liabilities on account of:</b> |                       |                                              |                                                  |                      |                                         |                        |
| Property, plant and equipment (net)            | 1,049.05              | -                                            | (106.95)                                         | -                    | 51.56                                   | 993.66                 |
| Patent and customer relationship (net)         | 232.58                | -                                            | (27.97)                                          | -                    | 11.32                                   | 215.93                 |
| Investment properties                          | 17.25                 | -                                            | (3.79)                                           | -                    | 0.80                                    | 14.26                  |
| <b>Deferred tax assets on account of:</b>      |                       |                                              |                                                  |                      |                                         |                        |
| Provision for employee benefits                | -                     | -                                            | 2.31                                             | -                    | 0.06                                    | 2.37                   |
| Carried forward taxes & losses                 | 182.85                | -                                            | 159.03                                           | -                    | 13.43                                   | 355.31                 |
| <b>Deferred tax (liabilities) (II)</b>         | <b>(1,116.03)</b>     | <b>-</b>                                     | <b>300.05</b>                                    | <b>-</b>             | <b>(50.19)</b>                          | <b>(866.17)</b>        |
| <b>Total deferred tax (liabilities) (I+II)</b> | <b>(1,217.72)</b>     | <b>-</b>                                     | <b>325.16</b>                                    | <b>0.13</b>          | <b>(50.19)</b>                          | <b>(942.62)</b>        |
| <b>Total deferred tax asset</b>                | <b>140.51</b>         | <b>-</b>                                     | <b>47.85</b>                                     | <b>1.27</b>          | <b>-</b>                                | <b>189.63</b>          |

As at 31 March 2024:

For Indian entities (DTA):

| Particulars                                    | As at<br>1 April 2023 | Acquired<br>through business<br>combinations | Recognised in<br>Statement of<br>Profit and Loss | Recognised<br>in OCI | Foreign currency<br>translation reserve | As at<br>31 March 2024 |
|------------------------------------------------|-----------------------|----------------------------------------------|--------------------------------------------------|----------------------|-----------------------------------------|------------------------|
| <b>Deferred tax liabilities on account of:</b> |                       |                                              |                                                  |                      |                                         |                        |
| Property, plant and equipment (net)            | (5.96)                | -                                            | 10.37                                            | -                    | -                                       | 4.41                   |
| Right-of-use assets (net)                      | 4.87                  | -                                            | (1.14)                                           | -                    | -                                       | 3.73                   |
| <b>Deferred tax assets on account of:</b>      |                       |                                              |                                                  |                      |                                         |                        |
| Investment properties                          | (4.35)                | -                                            | 5.85                                             | -                    | -                                       | 1.50                   |
| Allowance for expected credit loss             | 30.68                 | -                                            | 3.16                                             | -                    | -                                       | 33.84                  |
| Provision for doubtful advance                 | 9.13                  | -                                            | -                                                | -                    | -                                       | 9.13                   |
| Provision for employee benefits                | 30.30                 | -                                            | 19.96                                            | (0.09)               | -                                       | 50.17                  |
| Unrealised gain on inventory                   | 26.43                 | -                                            | 21.85                                            | -                    | -                                       | 48.28                  |
| Others                                         | 3.01                  | -                                            | 2.72                                             | -                    | -                                       | 5.73                   |
| <b>Deferred tax assets</b>                     | <b>96.29</b>          | <b>-</b>                                     | <b>44.31</b>                                     | <b>(0.09)</b>        | <b>-</b>                                | <b>140.51</b>          |

For Indian entities (DTL):

| Particulars                                    | As at<br>1 April 2023 | Acquired<br>through business<br>combinations | Recognised in<br>Statement of<br>Profit and Loss | Recognised<br>in OCI | Foreign currency<br>translation reserve | As at<br>31 March 2024 |
|------------------------------------------------|-----------------------|----------------------------------------------|--------------------------------------------------|----------------------|-----------------------------------------|------------------------|
| <b>Deferred tax liabilities on account of:</b> |                       |                                              |                                                  |                      |                                         |                        |
| Property, plant and equipment (net)            | 26.87                 | -                                            | 7.67                                             | -                    | -                                       | 34.54                  |
| Patent and customer relationship               | 7.45                  | -                                            | (3.06)                                           | -                    | -                                       | 4.39                   |
| Right-of-use assets (net)                      | 66.21                 | -                                            | (1.00)                                           | -                    | -                                       | 65.21                  |
| <b>Deferred tax assets on account of:</b>      |                       |                                              |                                                  |                      |                                         |                        |
| Provision for employee benefits                | 1.08                  | -                                            | 0.91                                             | (0.12)               | -                                       | 1.87                   |
| Others                                         | 0.30                  | -                                            | 0.28                                             | -                    | -                                       | 0.58                   |
| <b>Deferred tax (liabilities) (I)</b>          | <b>(99.15)</b>        | <b>-</b>                                     | <b>(2.42)</b>                                    | <b>(0.12)</b>        | <b>-</b>                                | <b>(101.69)</b>        |

For Foreign entities (DTL) :

| Particulars                                                            | As at<br>1 April 2023 | Acquired<br>through business<br>combinations | Recognised in<br>Statement of<br>Profit and Loss | Recognised<br>in OCI | Foreign currency<br>translation reserve | As at<br>31 March 2024 |
|------------------------------------------------------------------------|-----------------------|----------------------------------------------|--------------------------------------------------|----------------------|-----------------------------------------|------------------------|
| <b>Deferred tax liabilities on account of:</b>                         |                       |                                              |                                                  |                      |                                         |                        |
| Property, plant and equipment (net)                                    | 1,097.74              | -                                            | (84.16)                                          | -                    | 35.47                                   | 1,049.05               |
| Patent and customer relationship (net)                                 | 251.42                | -                                            | (26.83)                                          | -                    | 7.99                                    | 232.58                 |
| Investment properties                                                  | 16.71                 | -                                            | (0.02)                                           | -                    | 0.56                                    | 17.25                  |
| <b>Deferred tax assets on account of:</b>                              |                       |                                              |                                                  |                      |                                         |                        |
| Expenses disallowed but eligible for deduction in future years (Bonus) | 11.88                 | -                                            | (12.08)                                          | -                    | 0.20                                    | -                      |
| Picolinafen Deferred Income                                            | 20.23                 | -                                            | (20.57)                                          | -                    | 0.34                                    | -                      |
| Carried forward taxes & losses                                         | -                     | -                                            | 179.88                                           | -                    | 2.97                                    | 182.85                 |
| <b>Deferred tax (liabilities) (II)</b>                                 | <b>(1,333.76)</b>     | <b>-</b>                                     | <b>258.24</b>                                    | <b>-</b>             | <b>(40.51)</b>                          | <b>(1,116.03)</b>      |
| <b>Total deferred tax (liabilities) (I+II)</b>                         | <b>(1,432.91)</b>     | <b>-</b>                                     | <b>255.82</b>                                    | <b>(0.12)</b>        | <b>(40.51)</b>                          | <b>(1,217.72)</b>      |
| <b>Total deferred tax assets</b>                                       | <b>96.29</b>          | <b>-</b>                                     | <b>44.31</b>                                     | <b>(0.09)</b>        | <b>-</b>                                | <b>140.51</b>          |

As at 31 March 2023:

For Indian entities (DTA):

| Particulars                                     | As at<br>1 April 2022 | Acquired<br>through business<br>combinations | Recognised in<br>Statement of<br>Profit and Loss | Recognised<br>in OCI | Foreign currency<br>translation reserve | As at<br>31 March 2023 |
|-------------------------------------------------|-----------------------|----------------------------------------------|--------------------------------------------------|----------------------|-----------------------------------------|------------------------|
| <b>Deferred tax liabilities on account of :</b> |                       |                                              |                                                  |                      |                                         |                        |
| Property, plant and equipment (net)             | (1.15)                | -                                            | (4.81)                                           | -                    | -                                       | (5.96)                 |
| Patent and customer relationship                | 3.06                  | -                                            | (3.06)                                           | -                    | -                                       | -                      |
| Right-of-use assets (net)                       | 7.13                  | -                                            | (2.26)                                           | -                    | -                                       | 4.87                   |
| <b>Deferred tax assets on account of :</b>      |                       |                                              |                                                  |                      |                                         |                        |
| Investment properties                           | (3.85)                | -                                            | (0.50)                                           | -                    | -                                       | (4.35)                 |
| Allowance for expected credit loss              | 26.83                 | -                                            | 3.85                                             | -                    | -                                       | 30.68                  |
| Provision for doubtful advance                  | 9.13                  | -                                            | -                                                | -                    | -                                       | 9.13                   |
| Provision for employee benefits                 | 25.93                 | -                                            | 5.81                                             | (1.44)               | -                                       | 30.30                  |
| Unrealised gain on inventory                    | 20.43                 | -                                            | 6.00                                             | -                    | -                                       | 26.43                  |
| Others                                          | 6.49                  | -                                            | (3.48)                                           | -                    | -                                       | 3.01                   |
| <b>Deferred tax assets</b>                      | <b>75.92</b>          | <b>-</b>                                     | <b>21.81</b>                                     | <b>(1.44)</b>        | <b>-</b>                                | <b>96.29</b>           |

For Indian entities (DTL):

| Particulars                                    | As at<br>1 April 2022 | Acquired<br>through business<br>combinations | Recognised in<br>Statement of<br>Profit and Loss | Recognised<br>in OCI | Foreign currency<br>translation reserve | As at<br>31 March 2023 |
|------------------------------------------------|-----------------------|----------------------------------------------|--------------------------------------------------|----------------------|-----------------------------------------|------------------------|
| <b>Deferred tax liabilities on account of:</b> |                       |                                              |                                                  |                      |                                         |                        |
| Property, plant and equipment (net)            | 22.18                 | -                                            | 4.69                                             | -                    | -                                       | 26.87                  |
| Patent and customer relationship               | 7.45                  | -                                            | -                                                | -                    | -                                       | 7.45                   |
| Right-of-use assets (net)                      | 66.19                 | -                                            | 0.02                                             | -                    | -                                       | 66.21                  |
| <b>Deferred tax assets on account of:</b>      |                       |                                              |                                                  |                      |                                         |                        |
| Provision for employee benefits                | 1.23                  | -                                            | 0.23                                             | (0.38)               | -                                       | 1.08                   |
| Others                                         | 0.01                  | -                                            | 0.29                                             | -                    | -                                       | 0.30                   |
| <b>Deferred tax (liabilities) (I)</b>          | <b>(94.58)</b>        | <b>-</b>                                     | <b>(4.19)</b>                                    | <b>(0.38)</b>        | <b>-</b>                                | <b>(99.15)</b>         |

For Foreign entities (DTL) :

| Particulars                                                            | As at<br>1 April 2022 | Acquired<br>through business<br>combinations<br>(refer note 52) | Recognised in<br>Statement of<br>Profit and Loss | Recognised<br>in OCI | Foreign currency<br>translation reserve | As at<br>31 March 2023 |
|------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------------|--------------------------------------------------|----------------------|-----------------------------------------|------------------------|
| <b>Deferred tax liabilities on account of:</b>                         |                       |                                                                 |                                                  |                      |                                         |                        |
| Property, plant and equipment (net)                                    | -                     | 963.38                                                          | 21.90                                            | -                    | 112.46                                  | 1,097.74               |
| Patent and customer relationship                                       | -                     | 236.53                                                          | (11.79)                                          | -                    | 26.67                                   | 251.41                 |
| Investment properties                                                  | -                     | 14.98                                                           | -                                                | -                    | 1.74                                    | 16.72                  |
| <b>Deferred tax assets on account of:</b>                              |                       |                                                                 |                                                  |                      |                                         |                        |
| Expenses disallowed but eligible for deduction in future years (Bonus) | -                     | 3.47                                                            | 7.59                                             | -                    | 0.82                                    | 11.88                  |
| Picolinafen Deferred Income                                            | -                     | 44.23                                                           | (27.60)                                          | -                    | 3.60                                    | 20.23                  |
| R&D Expenditure Credit                                                 | -                     | 1.33                                                            | (1.41)                                           | -                    | 0.08                                    | -                      |
| <b>Deferred tax (liabilities) (II)</b>                                 | <b>-</b>              | <b>(1,165.86)</b>                                               | <b>(31.52)</b>                                   | <b>-</b>             | <b>(136.38)</b>                         | <b>(1,333.76)</b>      |
| <b>Total deferred tax (liabilities) (I+II)</b>                         | <b>(94.58)</b>        | <b>(1,165.86)</b>                                               | <b>(35.71)</b>                                   | <b>(0.38)</b>        | <b>(136.38)</b>                         | <b>(1,432.91)</b>      |
| <b>Total deferred tax assets</b>                                       | <b>75.92</b>          | <b>-</b>                                                        | <b>21.81</b>                                     | <b>(1.44)</b>        | <b>-</b>                                | <b>96.29</b>           |

For M/s Shogun Lifescience Private Limited, a subsidiary, in view of its carry forward tax loss / unabsorbed depreciation and absence of reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realised, it has recognised deferred tax asset only to the extent of deferred tax liability.

The Group has not recognised deferred tax related to distributable reserves in subsidiaries as the Group controls the timing of reversal of the related taxable temporary difference and management is satisfied that they will not reverse in the foreseeable future.

The Group offsets deferred tax assets and deferred tax liabilities if and only if :

- the entities within the group has a legally enforceable right to set off current tax assets against current tax liabilities, and
- the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
  - same taxable entity, or
  - different taxable entities within the group either with intent to settle current tax liabilities and assets on net basis or to recover the assets and settle the liabilities simultaneously, in each future period in which sufficient amount of deferred tax liabilities or assets are expected to be settled or recovered.

## 8 Income tax assets (net)

| Particulars                                                                                                                                  | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|----------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| Advance income tax (net of provision for tax of Rs. 251.28 million, 31 March 2024 : Rs. 249.76 million , 31 March 2023 : Rs. 236.22 million) | 13.54                  | 120.59                 | 116.31                 |
| <b>Total</b>                                                                                                                                 | <b>13.54</b>           | <b>120.59</b>          | <b>116.31</b>          |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

9 Other non-current assets

| Particulars                            | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|----------------------------------------|------------------------|------------------------|------------------------|
| Capital advances                       | 29.48                  | 21.45                  | 21.77                  |
| Less: Provision for doubtful advances* | (21.36)                | (13.48)                | (13.48)                |
|                                        | 8.12                   | 7.97                   | 8.29                   |
| Deposit paid under protest             | 7.51                   | 7.51                   | 7.51                   |
| GST budgetary support receivable       | 2.14                   | -                      | -                      |
| Prepaid expense                        | 0.56                   | 0.70                   | 1.18                   |
| <b>Total</b>                           | <b>18.33</b>           | <b>16.18</b>           | <b>16.98</b>           |

\* The Holding Company had paid an advance of Rs. 13.48 million towards booking of an office space in Chandigarh (India). The allotment of the unit has not been finalized by the builder to date. In view of the prolonged delay and uncertainty around the allotment, the Holding Company has created a provision for doubtful advance amounting to Rs. 13.48 million in the books of accounts. This is a precautionary measure and does not preclude the Holding Company from pursuing recovery or allotment in due course.

A subsidiary (namely Shogun Lifesciences Private Limited) has made payment of Rs.7.88 million as an advance for the purchase of the land. However, registration of the property in Subsidiary Company's name has not yet been completed. Accordingly, the same is provided for during the financial year ended 31 March 2025.

10 Inventories

| Particulars                                        | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|----------------------------------------------------|------------------------|------------------------|------------------------|
| (Valued at lower of cost and net realisable value) |                        |                        |                        |
| Raw materials (refer note 10.1 and 10.2)           | 1,469.23               | 1,183.63               | 1,240.94               |
| Packing materials (refer note 10.1 and 10.2)       | 161.40                 | 177.31                 | 176.27                 |
| Work-in-progress (refer note 10.2)                 | 287.72                 | 248.84                 | 272.87                 |
| Finished goods (refer note 10.1 and 10.2)          | 701.77                 | 532.61                 | 419.53                 |
| Stock-in-trade (refer note 10.1 and 10.2)          | 975.38                 | 903.36                 | 700.85                 |
| Stores and spares                                  | 526.48                 | 437.58                 | 350.11                 |
| <b>Total</b>                                       | <b>4,121.98</b>        | <b>3,483.33</b>        | <b>3,160.57</b>        |

10.1 Goods in transit included in above inventories are as under :

|                   |        |        |       |
|-------------------|--------|--------|-------|
| Raw materials     | 100.87 | 183.39 | 86.22 |
| Packing materials | 0.86   | 0.54   | 1.01  |
| Finished goods    | 12.10  | -      | 36.79 |
| Stock-in-trade    | -      | -      | 0.12  |

10.2 Inventories are hypothecated to secure borrowings (refer note 19 & 23)

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

11 Trade receivables

| Particulars                                                      | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|------------------------------------------------------------------|------------------------|------------------------|------------------------|
| (Unsecured)                                                      |                        |                        |                        |
| Trade receivables considered good                                | 4,014.26               | 3,202.83               | 3,683.56               |
| Trade receivables which have significant increase in credit risk | 35.67                  | 45.29                  | 28.51                  |
|                                                                  | <b>4,049.93</b>        | <b>3,248.12</b>        | <b>3,712.07</b>        |
| Less: Allowance for expected credit loss                         | (149.82)               | (134.43)               | (121.89)               |
| <b>Total</b>                                                     | <b>3,900.11</b>        | <b>3,113.69</b>        | <b>3,590.18</b>        |

11.1 No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person. Further no trade or other receivables are due from firms or private companies respectively in which any director is a partner, or director or member other than disclosed in Note 44.

11.2 The Group's exposure to credit and currency risk, and loss allowances related to trade receivables is disclosed in note 46.

11.3 Trade receivables are hypothecated to secure borrowings (refer note 19 & 23).

11.4 Ageing schedule of trade receivables

As at 31 March 2025

| Particulars                                    | Not due         | Outstanding for following periods from due date of payment |                   |              |              |                   | Total           |
|------------------------------------------------|-----------------|------------------------------------------------------------|-------------------|--------------|--------------|-------------------|-----------------|
|                                                |                 | Less than 6 months                                         | 6 months - 1 year | 1-2 year     | 2-3 year     | More than 3 years |                 |
| <b>Undisputed trade receivables</b>            |                 |                                                            |                   |              |              |                   |                 |
| Considered good                                | 1,439.78        | 2,294.68                                                   | 198.58            | 55.13        | 3.25         | -                 | 3,991.42        |
| Which have significant increase in credit risk | -               | -                                                          | -                 | -            | 12.90        | -                 | 12.90           |
| <b>Disputed trade receivables</b>              |                 |                                                            |                   |              |              |                   |                 |
| Considered good                                | 0.00            | 0.00                                                       | 1.77              | 15.25        | 5.81         | -                 | 22.83           |
| Which have significant increase in credit risk | -               | -                                                          | -                 | -            | 22.78        | -                 | 22.78           |
| <b>Total</b>                                   | <b>1,439.78</b> | <b>2,294.68</b>                                            | <b>200.35</b>     | <b>70.38</b> | <b>44.74</b> | <b>-</b>          | <b>4,049.93</b> |
| Less: Allowance for expected credit loss       |                 |                                                            |                   |              |              |                   | (149.82)        |
| <b>Total</b>                                   | <b>1,439.78</b> | <b>2,294.68</b>                                            | <b>200.35</b>     | <b>70.38</b> | <b>44.74</b> | <b>-</b>          | <b>3,900.11</b> |

As at 31 March 2024

| Particulars                                    | Not due         | Outstanding for following periods from due date of payment |                   |              |              |                   | Total           |
|------------------------------------------------|-----------------|------------------------------------------------------------|-------------------|--------------|--------------|-------------------|-----------------|
|                                                |                 | Less than 6 months                                         | 6 months - 1 year | 1-2 year     | 2-3 year     | More than 3 years |                 |
| <b>Undisputed trade receivables</b>            |                 |                                                            |                   |              |              |                   |                 |
| Considered good                                | 1,247.31        | 1,752.61                                                   | 119.78            | 33.10        | 3.55         | -                 | 3,156.35        |
| Which have significant increase in credit risk | -               | -                                                          | -                 | -            | 14.00        | -                 | 14.00           |
| <b>Disputed trade receivables</b>              |                 |                                                            |                   |              |              |                   |                 |
| Considered good                                | 0.31            | 0.58                                                       | 1.85              | 35.78        | 7.96         | -                 | 46.48           |
| Which have significant increase in credit risk | -               | -                                                          | -                 | -            | 31.29        | -                 | 31.29           |
| <b>Total</b>                                   | <b>1,247.62</b> | <b>1,753.19</b>                                            | <b>121.63</b>     | <b>68.88</b> | <b>56.80</b> | <b>-</b>          | <b>3,248.12</b> |
| Less: Allowance for expected credit loss       |                 |                                                            |                   |              |              |                   | (134.43)        |
| <b>Total</b>                                   | <b>1,247.62</b> | <b>1,753.19</b>                                            | <b>121.63</b>     | <b>68.88</b> | <b>56.80</b> | <b>-</b>          | <b>3,113.69</b> |

As at 31 March 2023

| Particulars                                    | Not due         | Outstanding for following periods from due date of payment |                   |              |              |                   | Total           |
|------------------------------------------------|-----------------|------------------------------------------------------------|-------------------|--------------|--------------|-------------------|-----------------|
|                                                |                 | Less than 6 months                                         | 6 months - 1 year | 1-2 year     | 2-3 year     | More than 3 years |                 |
| <b>Undisputed trade receivables</b>            |                 |                                                            |                   |              |              |                   |                 |
| Considered good                                | 1,780.47        | 1,685.69                                                   | 118.41            | 57.46        | 4.11         | -                 | 3,646.14        |
| Which have significant increase in credit risk | -               | -                                                          | -                 | -            | 15.82        | -                 | 15.82           |
| <b>Disputed trade receivables</b>              |                 |                                                            |                   |              |              |                   |                 |
| Considered good                                | -               | 0.03                                                       | 1.65              | 32.56        | 3.19         | -                 | 37.43           |
| Which have significant increase in credit risk | -               | -                                                          | -                 | -            | 12.68        | -                 | 12.68           |
| <b>Total</b>                                   | <b>1,780.47</b> | <b>1,685.72</b>                                            | <b>120.06</b>     | <b>90.02</b> | <b>35.80</b> | <b>-</b>          | <b>3,712.07</b> |
| Less: Allowance for expected credit loss       |                 |                                                            |                   |              |              |                   | (121.89)        |
| <b>Total</b>                                   | <b>1,780.47</b> | <b>1,685.72</b>                                            | <b>120.06</b>     | <b>90.02</b> | <b>35.80</b> | <b>-</b>          | <b>3,590.18</b> |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

12 Cash and cash equivalents

| Particulars                                   | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|-----------------------------------------------|------------------------|------------------------|------------------------|
| Balances with banks:                          |                        |                        |                        |
| - In current accounts                         | 892.25                 | 464.25                 | 686.15                 |
| - In Interest Service Reserve Account (ISRA)* | 33.00                  | 158.96                 | 153.81                 |
| Cash on hand                                  | 3.63                   | 3.06                   | 91.68                  |
| Foreign currency on hand                      | 0.87                   | 0.54                   | 0.72                   |
| <b>Total</b>                                  | <b>929.75</b>          | <b>626.81</b>          | <b>932.36</b>          |

\* This account is restricted for maintenance & servicing of Interest as per Facility Agreement of External Loan in Safex Holdings UK Limited.

13 Bank balances other than cash and cash equivalents

| Particulars                                                                        | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| Bank deposits with original maturity of more than 3 months and less than 12 months | -                      | -                      | -                      |
| <b>Earmarked balances</b>                                                          |                        |                        |                        |
| Bank deposits (refer note 13.1)                                                    | 963.37                 | 713.21                 | 502.11                 |
| <b>Total</b>                                                                       | <b>963.37</b>          | <b>713.21</b>          | <b>502.11</b>          |

13.1 Bank deposits of Rs. 963.37 million (31 March 2024 : Rs. 713.21 million ; 31 March 2023 : Rs. 502.11 million) are pledged with various government authorities and under lien for borrowings from banks.

14 Loans - current

| Particulars                     | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|---------------------------------|------------------------|------------------------|------------------------|
| (Unsecured and considered good) |                        |                        |                        |
| Loans to employees              | 5.11                   | 5.45                   | 3.36                   |
| <b>Total</b>                    | <b>5.11</b>            | <b>5.45</b>            | <b>3.36</b>            |

15 Other financial assets - current

| Particulars                             | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|-----------------------------------------|------------------------|------------------------|------------------------|
| (Unsecured and considered good)         |                        |                        |                        |
| Security deposits                       | 4.97                   | 4.88                   | 4.84                   |
| GST budgetary support receivable        | 1.71                   | 2.94                   | 1.09                   |
| Incentive receivables under PSI Scheme* | 36.10                  | 17.76                  | -                      |
| Interest accrued                        | -                      | 0.09                   | -                      |
| VAT/GST refund receivable               | 1.34                   | 26.38                  | 1.67                   |
| Others (refer note 36(b))**             | -                      | -                      | 58.39                  |
| <b>Total</b>                            | <b>44.12</b>           | <b>52.05</b>           | <b>65.99</b>           |

\* It relates to the Industrial Promotion Subsidy (IPS) receivable under the incentives package provided through the Government of Maharashtra's Package Scheme of Incentives, 2019 (PSI-2019), aimed at promoting industrial development in the state, by one of the Subsidiary Company.

\*\* 31 March 2025 : Nil (31 March 2024 : Nil ; 31 March 2023: 58.39 million represents the amount recoverable to the company against patent infringement case. The Subsidiary Company namely Shogun Organics Limited had sued M/s Endura SPA and its Indian subsidiary, Solex Chemicals Private Limited for patent infringement and the case was pending before the honourable Delhi High Court. On 05 September 2022, both parties had signed a settlement agreement, consequently, the Honourable High Court had issued an executive petition order on 18 November 2022 in line with settlement agreement between both parties. During the year ended 31 March 2024, amount was received against the same on 19 May 2023).

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

16 Other current assets

| Particulars                               | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|-------------------------------------------|------------------------|------------------------|------------------------|
| (Unsecured and considered good)           |                        |                        |                        |
| Advances other than capital advances      |                        |                        |                        |
| -Advance to related party (refer note 44) | -                      | 0.30                   | -                      |
| Advances other than capital advances :    |                        |                        |                        |
| -Suppliers                                | 68.74                  | 18.82                  | 68.35                  |
| -Employees                                | 7.76                   | 3.98                   | 7.22                   |
| Balances with government authorities      | 425.21                 | 377.32                 | 431.56                 |
| Prepaid expenses                          | 93.51                  | 137.07                 | 132.57                 |
| Right to recover returned goods           | 80.47                  | 61.04                  | 40.03                  |
| Recoverable from shareholder's#           | 21.62                  | -                      | -                      |
| Others *                                  | 10.91                  | 6.81                   | 10.71                  |
| <b>Total</b>                              | <b>708.22</b>          | <b>605.34</b>          | <b>690.44</b>          |

\* It primarily includes closing stocks of scheme gifts and CSR surplus.

# The balance under "Recoverable from shareholder's" represents an amount of Rs. 21.62 million (31 March 2024 : Nil ; 31 March 2023: Nil) which is recoverable from the shareholders of the Holding Company. This amount represents the Initial Public Offer (IPO) related expenses initially borne by the Holding Company. These expenses are associated with professional and regulatory services directly attributable to the offer for sale portion of the IPO, in which shareholders will participate. As such, the amount is considered recoverable from the shareholder and is expected to be settled in due course.



Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

17 Share capital

| Particulars                                                                                         | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|-----------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| <b>Authorised</b>                                                                                   |                        |                        |                        |
| 200,000,000 (31 March 2024 : 200,000,000 ; 31 March 2023 : 200,000,000) equity shares of Re. 1 each | 200.00                 | 200.00                 | 200.00                 |
|                                                                                                     | <b>200.00</b>          | <b>200.00</b>          | <b>200.00</b>          |
| <b>Issued, subscribed and fully paid up</b>                                                         |                        |                        |                        |
| 160,585,503 (31 March 2024 : 160,585,503 ; 31 March 2023 : 160,585,503) equity shares of Re. 1 each | 160.59                 | 160.59                 | 160.59                 |
|                                                                                                     | <b>160.59</b>          | <b>160.59</b>          | <b>160.59</b>          |

a) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year

| Particulars                                     | As at 31 March 2025 |               | As at 31 March 2024 |               | As at 31 March 2023 |               |
|-------------------------------------------------|---------------------|---------------|---------------------|---------------|---------------------|---------------|
|                                                 | Number of shares    | Amount        | Number of shares    | Amount        | Number of shares    | Amount        |
| Balance at the beginning of the year            | 16,05,85,503        | 160.59        | 16,05,85,503        | 160.59        | 13,39,64,880        | 133.97        |
| Add: Issue of fresh equity shares of Re. 1 each | -                   | -             | -                   | -             | 2,66,20,623         | 26.62         |
| Balance at the end of the year                  | <b>16,05,85,503</b> | <b>160.59</b> | <b>16,05,85,503</b> | <b>160.59</b> | <b>16,05,85,503</b> | <b>160.59</b> |

b) Rights, preferences and restrictions attached to equity shares

The Holding Company has only one class of equity shares having a face value of Re. 1 each (Rs. 10 each upto 18 July 2021). Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend. However, same is subject to the approval of the shareholders in the Annual General Meeting.

c) Details of shareholders' holding more than 5% shares in the Holding Company

| Particulars                  | As at 31 March 2025   |                       | As at 31 March 2024   |                       | As at 31 March 2023   |                       |
|------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                              | Number of Shares held | Percentage of Holding | Number of Shares held | Percentage of Holding | Number of Shares held | Percentage of Holding |
| Mr. Surinder Kumar Chaudhary | 2,64,56,080           | 16.47%                | 2,64,56,080           | 16.47%                | 2,64,56,080           | 16.47%                |
| Mr. Rajesh Jindal            | 1,90,24,440           | 11.85%                | 1,90,24,440           | 11.85%                | 1,90,24,440           | 11.85%                |
| Mr. Neeraj Kumar Jindal      | 1,67,48,680           | 10.43%                | 1,67,48,680           | 10.43%                | 1,67,48,680           | 10.43%                |
| Mr. Piyush Jindal            | 1,67,48,680           | 10.43%                | 1,67,48,680           | 10.43%                | 1,67,48,680           | 10.43%                |
| Sarcoline Limited            | 6,77,60,769           | 42.20%                | 6,77,60,769           | 42.20%                | 6,77,60,769           | 42.20%                |
| <b>Total</b>                 | <b>14,67,38,649</b>   | <b>91.38%</b>         | <b>14,67,38,649</b>   | <b>91.38%</b>         | <b>14,67,38,649</b>   | <b>91.38%</b>         |

d) Details of shareholding of promoters \*

| Promoter's name              | As at 31 March 2025 |             |                          |
|------------------------------|---------------------|-------------|--------------------------|
|                              | Number of shares    | % of shares | % change during the year |
| Mr. Surinder Kumar Chaudhary | 2,64,56,080         | 16.47%      | -                        |
| Mr. Rajesh Kumar Jindal      | 1,90,24,440         | 11.85%      | -                        |
| Mr. Neeraj Kumar Jindal      | 1,67,48,680         | 10.43%      | -                        |
| Mr. Piyush Jindal            | 1,67,48,680         | 10.43%      | -                        |
| <b>Total</b>                 | <b>7,89,77,880</b>  |             |                          |

| Promoter's name              | As at 31 March 2024 |             |                          |
|------------------------------|---------------------|-------------|--------------------------|
|                              | Number of shares    | % of shares | % change during the year |
| Mr. Surinder Kumar Chaudhary | 2,64,56,080         | 16.47%      | -                        |
| Mr. Rajesh Kumar Jindal      | 1,90,24,440         | 11.85%      | -                        |
| Mr. Neeraj Kumar Jindal      | 1,67,48,680         | 10.43%      | -                        |
| Mr. Piyush Jindal            | 1,67,48,680         | 10.43%      | -                        |
| <b>Total</b>                 | <b>7,89,77,880</b>  |             |                          |

| Promoter's name              | As at 31 March 2023 |             |                          |
|------------------------------|---------------------|-------------|--------------------------|
|                              | Number of shares    | % of shares | % change during the year |
| Mr. Surinder Kumar Chaudhary | 2,64,56,080         | 16.47%      | -                        |
| Mr. Rajesh Kumar Jindal      | 1,90,24,440         | 11.85%      | -                        |
| Mr. Neeraj Kumar Jindal      | 1,67,48,680         | 10.43%      | 0.02                     |
| Mr. Piyush Jindal            | 1,67,48,680         | 10.43%      | 0.02                     |
| <b>Total</b>                 | <b>7,89,77,880</b>  |             |                          |

\* Promoters are as defined under section 2(69) of the Companies Act, 2013.

\*\* Percentage change has been computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.

e) During the five-year period ended 31 March 2025: Nil (31 March 2024 : Nil ; 31 March 2023: Nil, 31 March 2022: 100,473,660, 31 March 2021: Nil, and 31 March 2020: Nil) equity shares of Re. 1 each, fully paid-up have been allotted of three share for every one share pursuant to a bonus issue on 03 September 2021. Further, there has been no buy back of equity shares, forfeiture of equity shares or issue of equity shares pursuant to a contract without payment being received in cash during the current year and the period of five years immediately preceding the reporting date.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

18 Other equity

| Particulars                                                   | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|---------------------------------------------------------------|------------------------|------------------------|------------------------|
| (i) <b>Securities premium</b>                                 |                        |                        |                        |
| Balance as at the beginning of the year                       | 5,883.79               | 5,883.79               | 3,266.18               |
| Add: Premium on issue of equity shares                        | -                      | -                      | 2,617.61               |
| <b>Balance as at the end of the year</b>                      | <b>5,883.79</b>        | <b>5,883.79</b>        | <b>5,883.79</b>        |
| (ii) <b>Capital reserve</b>                                   |                        |                        |                        |
| Balance as at the beginning of the year                       | 72.71                  | 72.71                  | 72.71                  |
| Add: Changes during the year                                  | -                      | -                      | -                      |
| <b>Balance as at the end of the year</b>                      | <b>72.71</b>           | <b>72.71</b>           | <b>72.71</b>           |
| (iii) <b>Foreign currency translation reserve</b>             |                        |                        |                        |
| Balance as at the beginning of the year                       | 426.00                 | 322.76                 | -                      |
| Add: Changes during the year                                  | 111.08                 | 97.81                  | 322.76                 |
| Add - Transfer from cash flow hedge reserve                   | 0.11                   | 0.66                   | -                      |
| Add - Transfer from cost of hedge Reserve                     | 0.80                   | 4.77                   | -                      |
| <b>Balance as at the end of the year</b>                      | <b>537.99</b>          | <b>426.00</b>          | <b>322.76</b>          |
| (iv) <b>Cash flow hedge reserve</b>                           |                        |                        |                        |
| Balance as at the beginning of the year                       | (2.50)                 | (9.23)                 | -                      |
| Add: Changes during the year                                  | 2.61                   | 7.39                   | (9.23)                 |
| Less: Transfer to foreign currency translation reserve        | (0.11)                 | (0.66)                 | -                      |
| <b>Balance as at the end of the year</b>                      | <b>-</b>               | <b>(2.50)</b>          | <b>(9.23)</b>          |
| (v) <b>Cost of hedge reserve</b>                              |                        |                        |                        |
| Balance as at the beginning of the year                       | (18.72)                | (65.96)                | -                      |
| Add: Changes during the year                                  | 19.52                  | 52.01                  | (65.96)                |
| Less: Transfer to foreign currency translation reserve        | (0.80)                 | (4.77)                 | -                      |
| <b>Balance as at the end of the year</b>                      | <b>-</b>               | <b>(18.72)</b>         | <b>(65.96)</b>         |
| (vi) <b>Retained earnings</b>                                 |                        |                        |                        |
| Balance as at the beginning of the year                       | 217.07                 | 444.39                 | 449.18                 |
| Add: Profit/ (Loss) for the year                              | (142.86)               | (227.88)               | (10.17)                |
| Add: Remeasurement of defined benefit obligation (net of tax) | (3.99)                 | 0.56                   | 5.38                   |
| <b>Balance as at the end of the year</b>                      | <b>70.22</b>           | <b>217.07</b>          | <b>444.39</b>          |
| <b>Total</b>                                                  | <b>6,564.71</b>        | <b>6,578.35</b>        | <b>6,648.46</b>        |

**Nature and purpose of reserves/ other equity**

**Securities premium** : This reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

**Capital reserve** : It represents gain recognised by the Holding Company on business acquisition of Shogun Organics Limited.

**Retained earnings** : Retained earnings are profits earned by the Group after transfer to general reserve.

**Cash flow hedge reserve** : It represents the gains and losses of a hedging instrument that have not yet been reclassified to the income statement. The balance of this account is adjusted periodically based on the gains and losses of the hedging instrument.

**Cost of hedge reserve** : It includes the effective part of all the accumulated net changes in the fair value of the cash flow of the hedging instruments.

**Foreign currency translation reserve** : It comprises of all exchange differences arising from translation of financial statements of foreign subsidiaries into functional and presentational currency.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

| 19 | Non-current borrowings                                  | Non-current portion    |                        |                        | Current portion        |                        |
|----|---------------------------------------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|
|    |                                                         | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 | As at<br>31 March 2025 | As at<br>31 March 2024 |
|    | Particulars                                             |                        |                        |                        |                        |                        |
|    | Secured                                                 |                        |                        |                        |                        |                        |
|    | Term loans from banks (refer note 19.1 to 19.10)        | 4,178.60               | 3,970.30               | 4,204.23               | 550.69                 | 878.43                 |
|    | <b>Total</b>                                            | <b>4,178.60</b>        | <b>3,970.30</b>        | <b>4,204.23</b>        | <b>550.69</b>          | <b>878.43</b>          |
|    | Less : Amount disclosed under head "Current borrowings" | -                      | -                      | -                      | 550.69                 | 878.43                 |
|    | <b>Net total</b>                                        | <b>4,178.60</b>        | <b>3,970.30</b>        | <b>4,204.23</b>        | <b>-</b>               | <b>-</b>               |

19.1 Safex Chemicals (India) Limited (Holding Company)

31 March 2025 : External commercial borrowing of Rs. 346.04 million from HSBC bank is secured against first pari-passu charge over current assets of the Holding Company, Safex Chemicals (India) Limited, first pari-passu charge over moveable fixed assets of the Holding Company (except financed vehicles), industrial property at Kheda, Gujarat of a fellow subsidiary (i.e. Shogun Lifesciences Private Limited) and lien over bank deposits of Rs. 56.00 million. Also secured by personal guarantee of whole time directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

31 March 2024 : External commercial borrowing of Rs. 459.55 million from HSBC bank is secured against first pari-passu charge over current assets of the Company, first pari-passu charge over moveable fixed assets of the Company (except financed vehicles), industrial property at Kheda, Gujarat of a subsidiary (i.e. Shogun Lifesciences Private Limited). Also secured by personal guarantee of whole time directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

31 March 2023 : External commercial borrowing of Rs. 502.66 million from HSBC bank is secured against first pari-passu charge over current assets of the Company, first pari-passu charge over moveable fixed assets of the Company (except financed vehicles), industrial property at Kheda, Gujarat of a subsidiary (i.e. Shogun Lifesciences Private Limited). Also secured by personal guarantee of whole time directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

19.2 Safex Chemicals (India) Limited (Holding Company)

31 March 2025 : Term loan from HDFC bank Rs. 397.74 million is secured against exclusive charge over property at 409 Netaji Subhash Place, Delhi, and industrial property at Kheda, Gujarat of a fellow subsidiary (i.e. Shogun Lifesciences Private Limited), and corporate guarantee of fellow subsidiary namely Smith N Smith Chemicals Ltd. & Indo Swiss Chemicals Ltd., Shogun Organics Limited & Shogun Lifesciences Private Limited, lien marked over bank deposits of Rs. 9.81 million and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

31 March 2024 : Term loan from HDFC bank Rs. 483.03 million is secured against exclusive charge over property at 409 Netaji Subhash Place, Delhi, 708 Rohini, Delhi and Udhampur, J&K, and corporate guarantee of fellow subsidiary namely Smith N Smith Chemicals Ltd. & Indo Swiss Chemicals Ltd. and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

31 March 2023 : Term loan from HDFC bank Rs. Nil is secured against exclusive charge over property at 409 Netaji Subhash Place, Delhi, 708 Rohini, Delhi and Udhampur, J&K, and corporate guarantee of subsidiary namely M/s. Smith N Smith Chemicals Ltd. & M/s. Indo Swiss chemicals Ltd. and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

19.3 Safex Chemicals (India) Limited (Holding Company)

Term loan from Axis bank, RBL bank and HDFC bank Rs. 2,208.68 million (31 March 2024 : Nil ; 31 March 2023 : Nil) is secured against corporate guarantee of fellow subsidiary namely Smith N Smith Chemicals Ltd., Indo Swiss Chemicals Ltd., Shogun Organics Limited, Briar Chemicals Limited and Safex Holdings UK Limited, shares pledged of Safex Holdings UK Limited and Briar Chemicals Limited also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

19.4 Smith N Smith Chemicals Limited (Subsidiary Company)

Term loan from HDFC bank Rs. Nil (31 March 2024 : Rs. 1.79 million ; 31 March 2023 : Rs. 6.68 million) is secured by way of lien over bank deposits of Rs. Nil (31 March 2024 : Rs. 19.19 million ; 31 March 2023: 18.15 million) and also personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal) and corporate guarantee of the Holding Company.

19.5 JayCee Lifescience (Subsidiary Company)

31 March 2025 : Nil

31 March 2024 : Term loan from HDFC bank Rs. 4.15 million is secured by way of hypothecation of stock, book debts and Plant and Machinery and by way of collateral at Industrial Property/Plot No. 30-32, Measuring 8 Kanals and Plot No-29, Measuring 3 Kanals (Total 10 Kanals, Govindsar Sinop, 184102, Industrial Estate, kathua, Jammu & Kashmir-184102; Commercial Office/Unit No. 708, on Plot No.35- 1, Twin District Centre, Seventh Floor, Jaksons Crown Heights, Sector-10, Rohini, New Delhi- 110085 and at Commercial Office/Unit No. 409, 4' Floor, Plot No.5, D1 23, Netaji Subhash Place, Situated at Wazirpur District Centre, New Delhi-110034 and also corporate guarantee of Safex Chemicals India Limited and Indo Swiss Chemicals Limited and Personal Guarantees of Directors and Shareholders of Safex Chemicals India Limited and Indo Swiss Chemicals Limited, Mr. Piyush Jindal, Mr. Neeraj Kumar Jindal, Mr. Rajesh Kumar Jindal and Mr. Surinder Kumar Chaudhary.

31 March 2023 : Term loan from HDFC bank Rs. 16.04 million is secured by way of hypothecation of stock, book debts and Plant and Machinery and by way of collateral at Industrial Property/Plot No. 30-32, Measuring 8 Kanals and Plot No-29, Measuring 3 Kanals (Total 10 Kanals, Govindsar Sinop, 184102, Industrial Estate, kathua, Jammu & Kashmir-184102; Commercial Office/Unit No. 708, on Plot No.35- 1, Twin District Centre, Seventh Floor, Jaksons Crown Heights, Sector-10, Rohini, New Delhi- 110085 and at Commercial Office/Unit No. 409, 4' Floor, Plot No.5, D1 23, Netaji Subhash Place, Situated at Wazirpur District Centre, New Delhi-110034 and also corporate guarantee of Safex Chemicals India Limited and Indo Swiss Chemicals Limited and Personal Guarantees of Directors and Shareholders of Safex Chemicals India Limited and Indo Swiss Chemicals Limited, Mr. Piyush Jindal, Mr. Neeraj Kumar Jindal, Mr. Rajesh Kumar Jindal and Mr. Surinder Kumar Chaudhary.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

19.6 Shogun Organics Limited (Subsidiary Company)

Term loan from Axis bank, RBL bank and HDFC bank Rs. 1,007.61 million (31 March 2024 : Nil ; 31 March 2023 : Nil) is secured against corporate guarantee of fellow subsidiary namely Smith N Smith Chemicals Ltd., Indo Swiss Chemicals Ltd., Shogun Organics Limited, Briar Chemicals Limited and Safex Holdings UK Limited, shares pledged of Safex Holdings UK Limited and Briar Chemicals Limited also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

19.7 Shogun Organics Limited (Subsidiary Company)

Term loan from Standard Chartered Bank of Rs. 100.08 million (31 March 2024 : Rs. 150.09 million ; 31 March 2023 : Rs. 200.00 million) is secured against movable fixed asset and current assets of the Subsidiary Company namely Shogun Organics Limited. Also secured by corporate guarantee of Safex Chemicals India Limited (Holding Company), Indo Swiss Chemicals Ltd.(Fellow subsidiary company) and Smith N Smith Chemicals Ltd. (Fellow subsidiary company) and by personal guarantee of Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal and Mr. Piyush Jindal and exclusive charge over industrial property at Plot No. D 18, kurkumb, MIDC area, Tal Daund, dist. Pune, Maharashtra -413802 owned by the subsidiary company namely Shogun Organics Limited.

19.8 Safex Holdings UK Limited (Subsidiary Company)

Term loan from Standard Chartered Bank of Rs. 656.92 million (31 March 2024 : Rs. 3,747.10 million ; 31 March 2023 : Rs. 3,907.46 million) is secured against Land & Building of Briar Chemicals Limited at Sweet Briar Road, Norwich, United Kingdom along with charge on Material Contracts with major customers, Insurance policies, shares of Briar Chemicals Limited, Four Bank Accounts of Safex Holdings UK Limited, Also, the loan is secured by way of Corporate Guarantee of Safex Chemicals (India) Limited along with personal guarantees has been provided by Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal and Mr. Piyush Jindal.

19.9 Safex Chemicals (India) Limited (Holding Company) and Indo Swiss Chemicals Limited (Subsidiary Company)

Vehicle loan from HDFC bank of Rs. 12.22 million (31 March 2024 : Rs. 3.02 million ; 31 March 2023 : Rs. 4.83 million) is secured by way of hypothecation of vehicles.

19.10 Terms of repayment of loans obtained from bank

| Particulars                                                                                                                                   | Note Reference      | As at 31 March 2025     |                                                  | As at 31 March 2024     |                                                  | As at 31 March 2023     |                                                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-------------------------|--------------------------------------------------|-------------------------|--------------------------------------------------|-------------------------|--------------------------------------------------|
|                                                                                                                                               |                     | Rate of interest        | No. of Instalments (equated monthly instalments) | Rate of interest        | No. of Instalments (equated monthly instalments) | Rate of interest        | No. of Instalments (equated monthly instalments) |
| Secured term loan from bank - other :<br><br>Rs. 4,717.07 million (31 March 2024 : Rs. 4,845.71 million ; 31 March 2023: Rs.4,632.84 million) | 19.1 and 19.8       | SONIA + 4%              | 5 (Semi-annually)                                | SONIA + 4%              | 7 (Semi-annually)                                | SONIA + 4%              | 8 (Semi-annually)                                |
|                                                                                                                                               | 19.7                | 3 months MIBOR + Margin | 8 (quarterly)                                    | 3 months MIBOR + Margin | 12 (equated quarterly)                           | 3 months MIBOR + Margin | 16 (equated quarterly)                           |
|                                                                                                                                               | 19.2, 19.4 and 19.5 | 9.25%                   | 45 (equated monthly)                             | 7.40% to 9.35%          | 4 to 57 (equated monthly)                        | 7.40% to 7.50           | 16 (equated monthly)                             |
|                                                                                                                                               | 19.3 and 19.6       | 9.90%                   | 8 (Semi-annually) starting from March 2026       | -                       | -                                                | -                       | -                                                |
| Secured term loan from banks - vehicle :<br>Rs. 12.22 million (31 March 2024 : Rs. 3.02 million ; 31 March 2023: Rs. 4.83 million)            | 19.9                | 8% to 8.82%             | 12 to 45 (equated monthly)                       | 8% to 8.50%             | 15 to 24 (equated monthly)                       | 8% to 8.50%             | 7 to 36 (equated monthly)                        |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

**20 Other financial liabilities - non-current**

| Particulars                                                                                                                                                                                                                  | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| Security deposits (refer note 20.1)                                                                                                                                                                                          | 0.30                   | 0.76                   | 1.53                   |
| <b>Total</b>                                                                                                                                                                                                                 | <b>0.30</b>            | <b>0.76</b>            | <b>1.53</b>            |
| 20.1 Includes security deposits of Rs. 0.30 million (31 March 2024 : Rs. 0.55 million ; 31 March 2023 : Rs. 0.55 million) that carry interest @ 8% to 9% p.a (31 March 2024 : 8% to 9% p.a. ; 31 March 2023 : 8% to 9% p.a). |                        |                        |                        |

**21 Other current liabilities - non-current**

| Particulars                                                                     | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|---------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| Contract liability (refer note 29.5.1 and 29.5.3)                               | 52.23                  | -                      | -                      |
| Deferred financing portion of exclusivity income (refer note 29.5.2 and 29.5.3) | 31.03                  | -                      | -                      |
| <b>Total</b>                                                                    | <b>83.26</b>           | <b>-</b>               | <b>-</b>               |

**22 Provisions - non-current**

| Particulars                                | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------------|------------------------|------------------------|------------------------|
| <b>Provision for employee benefits</b>     |                        |                        |                        |
| -Gratuity (refer note 43)                  | 68.67                  | 51.68                  | 42.54                  |
| -Environmental provision (refer note 22.1) | 511.17                 | 399.99                 | 387.00                 |
| <b>Total</b>                               | <b>579.84</b>          | <b>451.67</b>          | <b>429.54</b>          |

- 22.1 During the year ended 31 March 2025, a step-down subsidiary undertook a review of its environmental remediation provision in relation to the Norwich manufacturing site. Following updated expectations regarding the timeline for site restoration, the estimated period over which remediation efforts will be carried out has been extended from FY 2027 to FY 2055, covering a revised duration of 30 years. This reassessment has resulted in an increase of Rs 96.69 million (excluding Foreign currency translation reserve of Rs.14.49 million) in the provision, raising the total environmental remediation provision to Rs 511.17 million as at 31 March 2025 (31 March 2024: Rs 399.99 million ; 31 March 2023 : Rs.387.00 million).

The provision has been recognised in accordance with the requirements of Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, and the change in estimate has been accounted for prospectively, in line with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors. The provision pertains to obligation for environmental remediation at the Norwich site, involving ongoing monitoring, assessment, and the remediation of soil and groundwater contamination. The provisioned costs, which are expected to be incurred over future years, have been determined in consultation with independent environmental experts and are discounted to present value where material. The final cost and timing of the outflows may vary as the remediation strategy continues to evolve in coordination with long-term business plans of the Group and its parent entity.

| Particulars                                                                 | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|-----------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| Balance as at the beginning of the year                                     | 399.99                 | 387.00                 | -                      |
| Add: Acquired through business combination (refer note 52)                  | -                      | -                      | 334.14                 |
| Less: Provision utilised during the period 10 October 2022 to 31 March 2023 | -                      | -                      | (4.13)                 |
| Add: Provision created for the period 10 October 2022 to 31 March 2023      | -                      | -                      | 18.01                  |
| Add: Provision created during the year                                      | 96.69                  | -                      | -                      |
| Add: Foreign currency translation reserve                                   | 14.49                  | 12.99                  | 38.98                  |
| <b>Balance as at the end of the year</b>                                    | <b>511.17</b>          | <b>399.99</b>          | <b>387.00</b>          |

**23 Current borrowings**

| Particulars                                                  | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------------------------------|------------------------|------------------------|------------------------|
| <i>Secured</i>                                               |                        |                        |                        |
| Loan repayable on demand                                     |                        |                        |                        |
| From bank :                                                  |                        |                        |                        |
| Cash credit facility (refer note 23.1 to 23.18 & 23.20)      | 3,574.65               | 1,922.17               | 2,164.41               |
| Overdraft facility (refer note 23.19)                        | -                      | -                      | 0.10                   |
| Current maturities of non current borrowings (refer note 19) | 550.69                 | 878.43                 | 433.44                 |
| <b>Total</b>                                                 | <b>4,125.34</b>        | <b>2,800.60</b>        | <b>2,597.95</b>        |

**Notes to the Restated Consolidated Financial Information**

*(All amounts are in Rs. million, unless otherwise stated)*

**23.1 Safex Chemicals (India) Limited (Holding Company)**

31 March 2025 : Nil

31 March 2024 : Nil

31 March 2023 : Rs. 386.31 million from Kotak bank is secured by way of first pari passu hypothecation charge on all existing and future receivables, current assets, moveable assets, moveable fixed assets of the borrower and exclusive charge on commercial property at Rohini-Delhi, industrial property at Keshwana-Rajasthan, and lien marked over bank deposit of Rs. 63.97 million and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

**23.2 Safex Chemicals (India) Limited (Holding Company)**

31 March 2025 : Rs. 201.25 million from HDFC bank is secured against exclusive charge over property at 409 Netaji Subhash Place, Delhi, Udampur (J&K) and industrial property at Kheda, Gujarat of a fellow subsidiary (i.e. Shogun Lifesciences Private Limited), and corporate guarantee of fellow subsidiary namely Smith N Smith Chemicals Ltd. & Indo Swiss Chemicals Ltd., Shogun Organics Limited & Shogun Lifesciences Private Limited, lien marked over bank deposits of Rs. 9.81 million and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

31 March 2024 : Rs. 259.48 million from HDFC bank is secured by way of first pari passu charge over current assets of the borrower, first pari passu charge over entire moveable fixed assets of the Holding Company (excluding charged to vehicle financiers), lien marked over bank deposits of Rs. 39.41 million, exclusive charge over property at 409 Netaji Subhash Place, Delhi, 708 Rohini, Delhi and Udampur (J&K), and corporate guarantee of fellow subsidiaries namely Smith N Smith Chemicals Ltd. & Indo Swiss chemicals Ltd. and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

31 March 2023 : Rs. 437.51 million from HDFC bank is secured by way of first pari passu charge over current assets of the borrower, first pari passu charge over entire moveable fixed assets of the Holding Company (excluding charged to vehicle financiers), exclusive charge over property at 408, Netaji Subash Place, 708 Rohini (Delhi) and Udampur (J&K), and corporate guarantee of fellow subsidiary namely M/s. Smith N Smith Chemicals Ltd., M/s. Indo Swiss chemicals Ltd. and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

**23.3 Safex Chemicals (India) Limited (Holding Company)**

31 March 2025 : Rs. 125.62 million from Axis bank is secured by way of first pari passu charge on entire current assets of the Holding Company, lien marked over bank deposits of Rs. 94.82 million and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

31 March 2024 : Rs. 200.00 million from Axis bank is secured by way of first pari passu charge on entire current assets of the Holding Company, lien marked over bank deposits of Rs. 84.12 million and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

31 March 2023 : Rs. 220.00 million from Axis bank is secured by way of first pari passu charge on entire current assets of the Holding Company, lien marked over bank deposits of Rs. 79.17 million and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

**23.4 Safex Chemicals (India) Limited (Holding Company)**

Rs. Nil (31 March 2024 : Rs. Nil ; 31 March 2023 : Rs. 2.63 million) from Standard Chartered Bank is secured by way of first pari passu charge over entire current assets of the Holding Company with other working capital lenders and entire moveable property, plant and equipment of the Company with other working capital lenders excluding those charged to vehicle financiers, lien marked over bank deposits of Rs. 136.08 million (31 March 2024 : Rs. 61.45 million ; 31 March 2023 : Rs. 87.58 million) and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal) and corporate guarantee of the Fellow Subsidiaries (i.e. Indo Swiss Chemicals Ltd. , Smith N Smith Chemicals Limited and Shogun Organics Limited) & exclusive charge over entire current assets & moveable property, plant and equipment of fellow subsidiaries (i.e. Indo Swiss Chemicals Limited and Smith N Smith Chemicals Limited) excluding those charged to vehicle financiers.

**23.5 Safex Chemicals (India) Limited (Holding Company)**

Working capital demand loan from HSBC bank Rs. 300.96 million (31 March 2024 : Rs. 489.27 million ; 31 March 2023 : Rs. 269.99 million) is secured against first pari-passu charge over current assets of the Company, first pari-passu charge over moveable fixed assets of the Company (except financed vehicles),lien marked over bank deposits of Rs.116.53 million (31 March 2024 : Rs. 30.00 million ; 31 March 2023 : Nil) and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

**Notes to the Restated Consolidated Financial Information**

*(All amounts are in Rs. million, unless otherwise stated)*

**23.6 Safex Chemicals (India) Limited (Holding Company)**

31 March 2025 : Rs. 39.45 million (31 March 2024 : Rs. 1.81 million ; 31 March 2023 : Nil) from Axis bank is secured by way of first pari passu charge over current assets of the borrower, lien marked over bank deposits of Rs. 94.82 million (31 March 2024 : Rs. 84.12 million ; 31 March 2023 : Rs. Nil ), and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

**23.7 Safex Chemicals (India) Limited (Holding Company)**

Working capital demand loan from Yes bank Rs. 492.85 million (31 March 2024 : Rs. 490.00 million ; 31 March 2023 : Nil) is secured against first pari-passu charge over current assets of the Holding Company, first pari-passu charge over moveable fixed assets of the Company, lien marked over bank deposits of Rs. 99.07 million (31 March 2024 : Rs. 74.86 million ; 31 March 2023 : Nil) and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

**23.8 Safex Chemicals (India) Limited (Holding Company)**

Working capital loan from Bajaj Finance (NBFC) of Rs. 400.00 million (31 March 2024 : Rs. 400.00 million ; 31 March 2023 : Nil) is secured against first pari-passu charge over current assets of the Company, first pari-passu charge over moveable fixed assets of the Company, lien marked over bank deposits of Rs. 60.00 million (31 March 2024 : Rs.60.00 million ; 31 March 2023 : Nil) and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal).

**23.9 Safex Chemicals (India) Limited (Holding Company)**

Working capital demand loan from Citi Bank Rs. 300.36 million (31 March 2024 : Nil ; 31 March 2023 : Nil) is secured against first pari-passu charge on present and future stocks and book debts, first pari-passu charge over all moveable fixed assets of the Company , lien marked over bank deposits of Rs. 89.56 million (31 March 2024 : Rs. Nil ; 31 March 2023 : Nil) and also secured by personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal), demand promissory note and letter of continuity, and cash margins of 10% for LCs and bank guarantees.

**23.10 Indo Swiss Chemicals Limited (Subsidiary Company)**

31 March 2025: Rs. 198.54 (31 March 2024: Rs. Nil ; 31 March 2023 : Nil) from Standard Chartered Bank is secured against industrial property at Pune, Maharashtra of Shogun Organics Limited (fellow Subsidiary), personal guarantee of directors and corporate guarantee of the Holding Company and fellow Subsidiaries (i.e. Smith N Smith Chemicals Limited and Shogun Organics Limited).

**23.11 Indo Swiss Chemicals Limited (Subsidiary Company)**

31 March 2025 : Nil

31 March 2024 : Nil

31 March 2023 : Rs. 242.35 million from Standard Chartered Bank is secured against the entire current assets, movable property, plant and equipment (both present & future) of M/s Indo Swiss Chemicals Limited, the subsidiary, industrial property at Pune, Maharashtra of Shogun Organics Limited (the subsidiary), personal guarantee of directors ((Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal) and corporate guarantee of the Holding Company and the subsidiaries (i.e. Smith N Smith Chemicals Limited and Shogun Organics Limited).

**23.12 Indo Swiss Chemicals Limited (Subsidiary Company)**

Rs. 213.71 million (31 March 2024 : Rs. 17.20 million ; 31 March 2023 : Rs. 34.34 million) from HDFC bank is secured against entire current assets including stock and book debtors of the Company, lien over bank deposit of Rs. 42.99 million (31 March 2024 : Rs. 40.06 million ; 31 March 2023: Rs. 12.50 million) and also personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal) and corporate guarantee of the holding company.



**Notes to the Restated Consolidated Financial Information**

*(All amounts are in Rs. million, unless otherwise stated)*

**23.13 Smith N Smith Chemicals Limited (Subsidiary Company)**

31 March 2025 : Rs. 118.11 million from Standard Chartered Bank is secured against the entire current assets, movable property, plant and equipment (both present & future) of M/s Smith N Smith Chemicals Limited, the subsidiary, industrial property at Pune, Maharashtra of Shogun Organics Limited (the subsidiary), personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal) and corporate guarantee of the Holding Company and the subsidiaries (i.e. Indo Swiss Chemicals Limited and Shogun Organics Limited).

31 March 2024 : Rs. 4.09 million from Standard Chartered Bank is secured against the entire current assets, movable property, plant and equipment (both present & future) of M/s Smith N Smith Chemicals Limited, the subsidiary, industrial property at Pune, Maharashtra of Shogun Organics Limited (the subsidiary), personal guarantee of directors ((Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal) and corporate guarantee of the Holding Company and the subsidiaries (i.e. Indo Swiss Chemicals Limited and Shogun Organics Limited).

31 March 2023 : Rs. 126.07 million from Standard Chartered Bank is secured against the entire current assets, movable property, plant and equipment (both present & future) of M/s Smith N Smith Chemicals Limited, the subsidiary, industrial property at Pune, Maharashtra of Shogun Organics Limited (the subsidiary), personal guarantee of directors ((Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal) and corporate guarantee of the Holding Company and the subsidiaries (i.e. Indo Swiss Chemicals Limited and Shogun Organics Limited).

**23.14 Smith N Smith Chemicals Limited (Subsidiary Company)**

31 March 2024 : Rs. 206.82 million, (31 March 2024 : Rs. 4.10 million ; 31 March 2023 : Rs. 50.73 million) from HDFC bank is secured against the book debts of the Subsidiary Company namely Smith N Smith Chemicals Limited, lien over bank deposit of Rs. 48.35 million (31 March 2024 : Rs. 45.54 million ; 31 March 2023 : Rs. 18.15 million) and also personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal) and corporate guarantee of the Holding Company.

**23.15 Him Bio Agro (Subsidiary Company)**

The statements filed periodically with Standard Chartered Bank on status of current assets against which these borrowings of Rs. 11.35 million (31 March 2024 : Nil ; 31 March 2023 : Rs. 10.46 million) are secured by first pari-passu charge are in agreement with books of accounts as on the reporting date contained in those statements.

**23.16 JayCee Lifescience (Subsidiary Company)**

31 March 2025 : Rs. 484.75 million from HDFC bank is secured against the stock and book debts, movable property, plant and equipment (both present & future) of M/s JayCee Lifescience, industrial property at Kathua, Jammu & Kashmir, personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal) and corporate guarantee of the Safex Chemicals India Limited and Indo Swiss Chemicals Limited.

31 March 2024 : Rs. 26.17 million from HDFC bank is secured against the stock and book debts, movable property, plant and equipment (both present & future) of M/s JayCee Lifescience, industrial property at Kathua, Jammu & Kashmir, personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal) and corporate guarantee of the Safex Chemicals India Limited and Indo Swiss Chemicals Limited.

31 March 2023 : Rs. 341.50 million from HDFC bank is secured against the stock and book debts, movable property, plant and equipment (both present & future) of M/s JayCee Lifescience, industrial property at Kathua, Jammu & Kashmir, personal guarantee of directors (Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal, Mr. Piyush Jindal) and corporate guarantee of the Safex Chemicals India Limited and Indo Swiss Chemicals Limited.

**23.17 Shogun Organics Limited (Subsidiary Company)**

Cash Credit Facility of Rs. 400.00 million (31 March 2024: Rs. 200.00 million ; 31 March 2023 : Rs. 200.00 million) from Standard Chartered Bank. It is secured with exclusive charge over industrial property at plot no D 18, kurkumb, MIDC area, Tal Daund, dist. Pune, Maharashtra -413802 owned by the fellow subsidiary Shogun Organics Limited. Further, there is a first exclusive charge over current assets of the Company and second charge over entire moveable fixed assets of the Company.

Also, it is secured by corporate guarantee of Safex Chemicals India Limited (Holding Company ), Indo Swiss Chemicals Ltd.(fellow Subsidiary) and Smith N Smith Chemicals Ltd. (fellow Subsidiary) and by personal guarantee of Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal and Mr. Piyush Jindal.

Limit utilised as at 31 March 2025 is Rs. 88.17 million (31 March 2024 : Nil ; 31 March 2023 : Rs. 42.53 million).



**Notes to the Restated Consolidated Financial Information**

*(All amounts are in Rs. million, unless otherwise stated)*

**23.18 Shogun Lifesciences Private Limited (Subsidiary Company)**

During the year ended 31 March 2025, the company has availed Cash Credit Facility from Axis bank. Total limit sanctioned by the bank is Rs. 100.00 million wherein corporate guarantee has been given by Safex Chemicals (India) Limited (Holding Company). Limit utilised as at 31 March 2025 : Rs. 59.26 million (31 March 2024 is Rs. 30.05 million ; 31 March 2023 : Nil).

**23.19 Safex Chemicals (India) Limited (Holding Company)**

Overdraft facility from bank of Rs. Nil (31 March 2024 : Nil ; 31 March 2023 : Rs. 0.09 million) from HDFC bank is secured by way of lien marked over bank deposits of Rs. Nil (31 March 2024 : Nil ; 31 March 2023 : Rs. 0.11 million).

**23.20 Briar Chemicals Limited (Step-down Subsidiary Company)**

During the year ended 31 March 2025, the company has availed Cash Credit Facility from Standard Chartered Bank. Total limit sanctioned by the bank is Rs. 830.54 million (GBP 7.5 million) (31 March 2024 : Nil ; 31 March 2023 : Nil) wherein corporate guarantee in respect of the obligations has been provided by Safex Chemicals (India) Limited along with personal guarantees has been provided by Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal and Mr. Piyush Jindal. Further, the facility is secured against Land & Building (including Plant and Machinery) of Briar Chemicals Limited (step down subsidiary) at Sweet Briar Road, Norwich United Kingdom along with charge on the receivables of the Briar Chemicals Limited (step down subsidiary). Cash Credit Limit utilised as at 31 March 2025 is Rs. 333.45 million (GBP 3.011 millions) (31 March 2024 : Nil ; 31 March 2023 : Nil).

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

24 Trade payables

| Particulars                                                                                                  | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| (a) Total outstanding dues to micro enterprises and small enterprises                                        | 56.08                  | 95.53                  | 49.80                  |
| (b) Total outstanding dues to creditors other than micro enterprises and small enterprises (refer note 24.2) | 2,558.79               | 2,473.05               | 2,365.78               |
| <b>Total</b>                                                                                                 | <b>2,614.87</b>        | <b>2,568.58</b>        | <b>2,415.58</b>        |

24.1 Includes following:

|             |        |        |        |
|-------------|--------|--------|--------|
| Acceptances | 474.81 | 229.24 | 251.76 |
|-------------|--------|--------|--------|

24.2 For detail regarding trade payables due to related parties, refer note 44.

24.3 Ageing schedule of trade payables

As at 31 March 2025

| Particulars                                                           | Unbilled      | Not due         | Outstanding for following periods from due date of payment |             |           |                   | Total           |
|-----------------------------------------------------------------------|---------------|-----------------|------------------------------------------------------------|-------------|-----------|-------------------|-----------------|
|                                                                       |               |                 | Less than 1 year                                           | 1-2 years   | 2-3 years | More than 3 years |                 |
| <b>Undisputed</b>                                                     |               |                 |                                                            |             |           |                   |                 |
| -Dues to micro enterprises and small enterprises                      | 0.21          | 51.06           | 4.81                                                       | -           | -         | -                 | 56.08           |
| -Dues to creditors other than micro enterprises and small enterprises | 291.74        | 1,608.75        | 656.70                                                     | 1.60        | -         | -                 | 2,558.79        |
| <b>Disputed *</b>                                                     |               |                 |                                                            |             |           |                   |                 |
| -Dues to micro enterprises and small enterprises                      | -             | -               | -                                                          | -           | -         | -                 | -               |
| -Dues to creditors other than micro enterprises and small enterprises | -             | -               | -                                                          | -           | -         | -                 | -               |
| <b>Total</b>                                                          | <b>291.95</b> | <b>1,659.81</b> | <b>661.51</b>                                              | <b>1.60</b> | <b>-</b>  | <b>-</b>          | <b>2,614.87</b> |

As at 31 March 2024

| Particulars                                                           | Unbilled      | Not due         | Outstanding for following periods from due date of payment |              |           |                   | Total           |
|-----------------------------------------------------------------------|---------------|-----------------|------------------------------------------------------------|--------------|-----------|-------------------|-----------------|
|                                                                       |               |                 | Less than 1 year                                           | 1-2 years    | 2-3 years | More than 3 years |                 |
| <b>Undisputed</b>                                                     |               |                 |                                                            |              |           |                   |                 |
| -Dues to micro enterprises and small enterprises                      | 0.28          | 73.41           | 21.84                                                      | -            | -         | -                 | 95.53           |
| -Dues to creditors other than micro enterprises and small enterprises | 440.36        | 1,221.35        | 752.99                                                     | -            | -         | -                 | 2,414.70        |
| <b>Disputed *</b>                                                     |               |                 |                                                            |              |           |                   |                 |
| -Dues to micro enterprises and small enterprises                      | -             | -               | -                                                          | -            | -         | -                 | -               |
| -Dues to creditors other than micro enterprises and small enterprises | -             | -               | -                                                          | 58.35        | -         | -                 | 58.35           |
| <b>Total</b>                                                          | <b>440.64</b> | <b>1,294.76</b> | <b>774.83</b>                                              | <b>58.35</b> | <b>-</b>  | <b>-</b>          | <b>2,568.58</b> |

As at 31 March 2023

| Particulars                                                           | Unbilled      | Not due         | Outstanding for following periods from due date of payment |             |             |                   | Total           |
|-----------------------------------------------------------------------|---------------|-----------------|------------------------------------------------------------|-------------|-------------|-------------------|-----------------|
|                                                                       |               |                 | Less than 1 year                                           | 1-2 years   | 2-3 years   | More than 3 years |                 |
| <b>Undisputed</b>                                                     |               |                 |                                                            |             |             |                   |                 |
| -Dues to micro enterprises and small enterprises                      | -             | 4.08            | 45.72                                                      | -           | -           | -                 | 49.80           |
| -Dues to creditors other than micro enterprises and small enterprises | 442.00        | 1,387.23        | 477.98                                                     | 0.06        | 0.16        | -                 | 2,307.43        |
| <b>Disputed *</b>                                                     |               |                 |                                                            |             |             |                   |                 |
| -Dues to micro enterprises and small enterprises                      | -             | -               | -                                                          | -           | -           | -                 | -               |
| -Dues to creditors other than micro enterprises and small enterprises | -             | -               | 58.35                                                      | -           | -           | -                 | 58.35           |
| <b>Total</b>                                                          | <b>442.00</b> | <b>1,391.31</b> | <b>582.05</b>                                              | <b>0.06</b> | <b>0.16</b> | <b>-</b>          | <b>2,415.58</b> |

\* There was a dispute between the Briar Chemicals Limited and ENGIE, the Briar Chemicals Limited's previous gas supplier. Due to a faulty meter and associated issues (which the Briar Chemicals Limited considers to be ENGIE's responsibility) the Briar Chemicals Limited's actual gas usage was not properly recorded in previous year which has resulted in incorrect calculation of the amount payable to Engie against Gas supplies during financial year ending 31 March 2021. During the year ended 31 March 2025, payment has been made to the Engie in full and final settlement.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

25 Other financial liabilities - current

| Particulars                          | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------|------------------------|------------------------|------------------------|
| Capital creditors                    | 7.27                   | 14.08                  | 17.20                  |
| Derivative liability (refer note 39) | -                      | 22.17                  | 81.48                  |
| Employee related liabilities         | 213.02                 | 171.37                 | 181.46                 |
| Security deposit                     | 0.05                   | 0.15                   | -                      |
| <b>Total</b>                         | <b>220.34</b>          | <b>207.77</b>          | <b>280.14</b>          |

26 Other current liabilities

| Particulars                                                                     | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|---------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| Revenue received in advance (refer note 26.2 and 29.3)                          | 200.12                 | 520.82                 | 167.69                 |
| Customer liabilities                                                            | 101.29                 | 76.73                  | 51.10                  |
| Deferred income on account of Picolnafan                                        | -                      | -                      | 80.93                  |
| Statutory dues                                                                  | 143.51                 | 121.41                 | 133.30                 |
| Contract liability (refer note 29.5.1 and 29.5.3)                               | 15.81                  | -                      | -                      |
| Deferred financing portion of exclusivity income (refer note 29.5.2 and 29.5.3) | 11.48                  | -                      | -                      |
| Others (refer note 26.1)                                                        | 7.18                   | 2.83                   | 5.67                   |
| <b>Total</b>                                                                    | <b>479.39</b>          | <b>721.79</b>          | <b>438.69</b>          |

26.1 Includes provision for unspent CSR of Rs. 7.18 million (31 March 2024 : Rs. 2.83 million ; 31 March 2023 : Rs. 5.67 million) which is transferred to separate bank account in respect of Safex Chemicals (India) Limited.

26.2 For the year ended 31 March 2024, this includes amount of Rs.276.00 million against advance received from related party (refer note 44).

27 Provisions - current

| Particulars                            | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|----------------------------------------|------------------------|------------------------|------------------------|
| <b>Provision for employee benefits</b> |                        |                        |                        |
| - Gratuity (refer note 43)             | 21.34                  | 18.13                  | 15.77                  |
| - Leave encashment                     | 57.10                  | 47.60                  | 37.86                  |
| - STI Annual Bonus *                   | -                      | -                      | 87.34                  |
| - Holiday & lieu days **               | 32.18                  | 28.90                  | 26.63                  |
| - Waste Provision #                    | 104.12                 | 87.66                  | 121.75                 |
| <b>Total</b>                           | <b>214.74</b>          | <b>182.29</b>          | <b>289.35</b>          |

\* In case of Briar Chemicals Limited, STI annual bonus payout is based on entity's and individual performance of its employees.

\*\* In case of Briar Chemicals Limited, holiday & lieu day entitlement within the employment contracts have not been fully taken in the calendar year so therefore are owed by the entity to its employees.

# The Provision is made in respect of step down subsidiary's (namely Briar Chemicals Limited) obligation to dispose of the waste as at the end of financial year. This is monitored on monthly basis and is aligned with the The Environmental Permitting (England and Wales) Regulation 2016. To ensure the step down subsidiary's (namely Briar Chemicals Limited) is compliant, the contract and trade waste is measured and the cost of disposal is recognised as an expense under restated consolidated statement of profit and loss.

| Particulars                                      | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------------------|------------------------|------------------------|------------------------|
| Balance as at the beginning of the year          | 87.66                  | 121.75                 | -                      |
| Add: Acquired through business combination       | -                      | -                      | -                      |
| Add: Addition during the year (refer note 36(a)) | 318.59                 | 275.55                 | 138.03                 |
| Less: Utilisation during the year                | (306.96)               | (313.11)               | (16.28)                |
| Add: Foreign currency translation reserve        | 4.83                   | 3.47                   | -                      |
| <b>Balance as at the end of the year</b>         | <b>104.12</b>          | <b>87.66</b>           | <b>121.75</b>          |

28 Current tax liabilities

| Particulars                                          | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|------------------------------------------------------|------------------------|------------------------|------------------------|
| Provision for income tax (net of advance income tax) | 250.42                 | 139.70                 | 59.29                  |
| <b>Total</b>                                         | <b>250.42</b>          | <b>139.70</b>          | <b>59.29</b>           |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

29 Revenue from operations

| Particulars                              | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Sale of products                         | 15,780.92                           | 13,997.52                           | 11,595.48                           |
| Other operating income (refer note 29.5) | 66.88                               | 48.39                               | 14.70                               |
| <b>Total</b>                             | <b>15,847.80</b>                    | <b>14,045.91</b>                    | <b>11,610.18</b>                    |

29.1 Reconciliation of contract price vis a vis revenue recognised in the statement of profit and loss is as follows:

|                                                           |                  |                  |                  |
|-----------------------------------------------------------|------------------|------------------|------------------|
| (i) Sale of products                                      | 17,190.41        | 15,296.21        | 12,363.61        |
| <b>Adjustments:</b>                                       |                  |                  |                  |
| Discounts, credits, etc.                                  | 1,384.92         | 1,273.07         | 762.65           |
| Expected sale return                                      | 24.57            | 25.62            | 5.48             |
| <b>Revenue recognised in statement of profit and loss</b> | <b>15,780.92</b> | <b>13,997.52</b> | <b>11,595.48</b> |

29.2 Disaggregation of revenue from sale of products

| Particulars   | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|---------------|-------------------------------------|-------------------------------------|-------------------------------------|
| India         | 11,168.18                           | 8,916.61                            | 8,170.77                            |
| Outside India | 4,612.74                            | 5,080.91                            | 3,424.71                            |
| <b>Total</b>  | <b>15,780.92</b>                    | <b>13,997.52</b>                    | <b>11,595.48</b>                    |

Timing of recognition

| Particulars        | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|--------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| At a point in time | 15,780.92                           | 13,997.52                           | 11,595.48                           |
| <b>Total</b>       | <b>15,780.92</b>                    | <b>13,997.52</b>                    | <b>11,595.48</b>                    |

29.3 Movement of contract liabilities (excluding exclusivity income)

| Particulars                                           | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|-------------------------------------------------------|------------------------|------------------------|------------------------|
| Opening balance                                       | 520.82                 | 167.69                 | 167.31                 |
| Add : Advance received during the year                | 192.82                 | 515.35                 | 162.33                 |
| Less : Revenue recognised during the year             | 513.52                 | 162.22                 | 161.95                 |
| <b>Balance at the end of the year (refer note 26)</b> | <b>200.12</b>          | <b>520.82</b>          | <b>167.69</b>          |

29.4 Contract liabilities represents amount received from customers as per the terms of purchase/sales order to deliver goods. Once the goods are delivered and control is transferred to customers the same is adjusted accordingly (refer note 26).

29.5 Represents government grants of Rs. 30.77 million (31 March 2024 : Rs. 28.59 million ; 31 March 2023 : Rs 14.24 million) on account of GST budgetary support income in case of Holding Company. Also includes Rs. 1.97 million (31 March 2024 : Rs. 2.04 million ; 31 March 2023 : Rs. 0.46 million) on account of export duty drawback and Rs 18.33 million (31 March 2024 : Rs. 17.76 million ; 31 March 2023: Nil) on account of incentive under Package Scheme of Incentives (PSI) Scheme, 2019, Rs 15.81 million (31 March 2024 : Nil) on account of exclusivity arrangement in case of a fellow subsidiary company namely Shogun Organics Limited. There are no unfulfilled conditions and other contingencies attached to government assistance. The policy envisages grant of fiscal and non-fiscal incentives to the Industrial units with a view to help the units achieve higher, sustainable and inclusive economic growth with emphasis on balanced regional development and employment generation through greater Private and Public Investment in industrial sector.

| Particulars                            | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|----------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| GST budgetary support income           | 30.77                               | 28.59                               | 14.24                               |
| Export duty drawback                   | 1.97                                | 2.04                                | 0.46                                |
| Incentive under PSI Scheme             | 18.33                               | 17.76                               | -                                   |
| Exclusivity income (refer note 29.5.1) | 15.81                               | -                                   | -                                   |
| <b>Total</b>                           | <b>66.88</b>                        | <b>48.39</b>                        | <b>14.70</b>                        |

29.5.1 Movement of contract liabilities on exclusivity income (refer note 29.5.3)

| Particulars                                                  | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------------------------------|------------------------|------------------------|------------------------|
| Opening balance                                              | -                      | -                      | -                      |
| Add : Exclusivity income received during the year            | 83.85                  | -                      | -                      |
| Less : Income recognised during the year                     | 15.81                  | -                      | -                      |
| <b>Balance at the end of the year (refer note 21 and 26)</b> | <b>68.04</b>           | <b>-</b>               | <b>-</b>               |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

29.5.2 **Movement of deferred financing portion of exclusivity income (refer note 29.5.3)**

| Particulars                                                  | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------------------------------|------------------------|------------------------|------------------------|
| Opening balance                                              | -                      | -                      | -                      |
| Add : Exclusivity income received during the year            | 55.15                  | -                      | -                      |
| Less : Income recognised during the year (refer note 30)     | 12.64                  | -                      | -                      |
| <b>Balance at the end of the year (refer note 21 and 26)</b> | <b>42.51</b>           | <b>-</b>               | <b>-</b>               |

29.5.3 During the year, one of the subsidiary company entered into an exclusivity agreement with a customer, under which a one-time, non-refundable consideration of Rs. 139.00 million was received. This agreement gives customer an exclusive right over one of the product for a period six years starting from 01 April 2024. Accordingly, as per the principles of Ind AS 115, Revenue from Contracts with customers, the amount received has been evaluated based on the nature of the underlying performance obligations and the time value of money. Accordingly, the consideration has been bifurcated into two parts as follows:

a) Deferred revenue consideration amounting to Rs. 83.85 million, representing the present value of the consideration attributable to the exclusivity income, to be recognized over the period of the arrangement on a straight-line basis. During the year, the amount recognised as an income under the head "Other Operating Income" of Rs. 15.81 million and outstanding under the head "Contract Liability" as at 31 March 2025 of Rs. 68.04 million.

b) Deferred financing portion of exclusivity income amounting to Rs. 55.15 million, representing the unwinding of discount on the deferred revenue, to be recognized as interest income over the tenure of the contract using the effective interest method. During the year, the amount recognised as an income under the head "Other Income" of Rs. 12.64 million and outstanding under the head "Deferred financing portion of exclusivity income" as at 31 March 2025 of Rs. 42.51 million.

Note: The discounting has been applied using a rate of 10% per annum, reflecting the subsidiary company's incremental borrowing rate.

30 **Other income**

| Particulars                                                                                | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|--------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Interest income under the effective interest method on                                     |                                     |                                     |                                     |
| - bank deposits                                                                            | 53.93                               | 44.26                               | 21.70                               |
| - security deposits                                                                        | 0.34                                | 0.37                                | 0.24                                |
| - delayed collections from customers                                                       | 7.48                                | 9.10                                | 6.35                                |
| - subsidy                                                                                  | 2.00                                | 2.00                                | 2.00                                |
| - others                                                                                   | 0.38                                | 0.87                                | 4.46                                |
| Interest income on income tax refund                                                       | 5.08                                | 0.31                                | 0.05                                |
| Rental income                                                                              | 3.53                                | 6.09                                | 6.63                                |
| Bad debt recovered                                                                         | 9.65                                | 12.80                               | 7.34                                |
| Profit on sale of property, plant & equipment and investment property (net)                | 2.12                                | 26.37                               | -                                   |
| Gain on foreign currency transactions (including gain on forward currency contracts) (net) | 95.55                               | 7.51                                | -                                   |
| Finance portion of exclusivity income (refer note 29.5.2)                                  | 12.64                               | -                                   | -                                   |
| Miscellaneous income *                                                                     | 17.69                               | 20.97                               | 15.74                               |
| <b>Total</b>                                                                               | <b>210.39</b>                       | <b>130.65</b>                       | <b>64.51</b>                        |

\* Includes scrap income, refund of deposits written off and insurance claim received.

31 (a) **Cost of materials consumed**

| Particulars                                           | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|-------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| <b>Raw materials</b>                                  |                                     |                                     |                                     |
| Opening stock as at beginning of the year             | 1,183.63                            | 1,240.94                            | 593.55                              |
| Acquired through business combination (refer note 52) | -                                   | -                                   | 367.20                              |
| Add: Purchases during the year                        | 6,849.78                            | 5,405.03                            | 4,515.32                            |
| Less: Closing stock as at end of the year             | 1,469.23                            | 1,183.63                            | 1,240.94                            |
| Add: Foreign currency translation reserve             | 5.19                                | 4.97                                | 9.02                                |
|                                                       | <b>6,569.37</b>                     | <b>5,467.31</b>                     | <b>4,244.15</b>                     |
| <b>Packing materials</b>                              |                                     |                                     |                                     |
| Opening stock as at beginning of the year             | 177.31                              | 176.27                              | 153.18                              |
| Acquired through business combination (refer note 52) | -                                   | -                                   | 19.18                               |
| Add: Purchases during the year                        | 843.58                              | 700.03                              | 607.05                              |
| Less: Closing stock as at end of the year             | 161.40                              | 177.31                              | 176.27                              |
| Add : Foreign currency translation reserve            | 0.67                                | 0.51                                | (2.20)                              |
|                                                       | <b>860.16</b>                       | <b>699.50</b>                       | <b>600.94</b>                       |
| <b>Total</b>                                          | <b>7,429.53</b>                     | <b>6,166.81</b>                     | <b>4,845.09</b>                     |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

31 (b) Purchase of stock-in-trade

| Particulars                | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|----------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Purchase of stock-in-trade | 601.24                              | 1,368.00                            | 2,164.92                            |
| <b>Total</b>               | <b>601.24</b>                       | <b>1,368.00</b>                     | <b>2,164.92</b>                     |

32 Changes in inventories of finished goods, work-in-progress and stock-in-trade

| Particulars                                                  | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|--------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| <b>Inventories as at end of the year</b>                     |                                     |                                     |                                     |
| Finished goods                                               | 701.77                              | 532.61                              | 419.53                              |
| Work-in-progress                                             | 287.72                              | 248.84                              | 272.87                              |
| Stock-in-trade                                               | 975.38                              | 903.36                              | 700.85                              |
| Foreign currency translation reserve                         | (3.48)                              | (2.90)                              | (6.47)                              |
|                                                              | <b>1,961.39</b>                     | <b>1,681.91</b>                     | <b>1,386.78</b>                     |
| <b>Acquired through business combination (refer note 52)</b> |                                     |                                     |                                     |
| Finished goods                                               | -                                   | -                                   | 3.13                                |
| Work-in-progress                                             | -                                   | -                                   | 132.89                              |
|                                                              | <b>-</b>                            | <b>-</b>                            | <b>136.02</b>                       |
| <b>Inventories as at beginning of the year</b>               |                                     |                                     |                                     |
| Finished goods                                               | 532.61                              | 419.53                              | 417.55                              |
| Work-in-progress                                             | 248.84                              | 272.87                              | 68.00                               |
| Stock-in-trade                                               | 903.36                              | 700.85                              | 564.33                              |
|                                                              | <b>1,684.81</b>                     | <b>1,393.25</b>                     | <b>1,049.88</b>                     |
| <b>Change in inventories</b>                                 |                                     |                                     |                                     |
| Finished goods                                               | (169.16)                            | (113.08)                            | 1.15                                |
| Work-in-progress                                             | (38.88)                             | 24.03                               | (71.98)                             |
| Stock-in-trade                                               | (72.02)                             | (202.51)                            | (136.52)                            |
| Foreign currency translation reserve                         | 3.48                                | 2.90                                | 6.47                                |
| <b>Total</b>                                                 | <b>(276.58)</b>                     | <b>(288.66)</b>                     | <b>(200.88)</b>                     |

33 Employees benefit expenses

| Particulars                                               | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|-----------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Salaries, wages and bonus                                 | 2,470.03                            | 2,156.12                            | 1,308.10                            |
| Gratuity expenses (refer note 43)                         | 17.27                               | 14.85                               | 13.26                               |
| Compensated absences expenses (refer note 43)             | 12.39                               | 12.21                               | 13.14                               |
| Contribution to provident and other funds (refer note 43) | 259.48                              | 252.72                              | 116.71                              |
| Staff welfare expenses                                    | 68.92                               | 62.04                               | 26.12                               |
| <b>Total</b>                                              | <b>2,828.09</b>                     | <b>2,497.94</b>                     | <b>1,477.33</b>                     |

34 Finance costs

| Particulars                                                      | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|------------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Interest expense on financial liabilities not measured at FVTPL: |                                     |                                     |                                     |
| - Term loans*                                                    | 499.68                              | 446.88                              | 228.06                              |
| - cash credit facilities                                         | 278.83                              | 261.21                              | 153.24                              |
| - lease liabilities (refer note 41)                              | 19.99                               | 13.61                               | 7.89                                |
| - others                                                         | -                                   | 0.86                                | 0.30                                |
| Interest on delays in deposit of statutory dues                  | 15.47                               | 12.54                               | 7.87                                |
| Debt refinance related expense **                                | 168.74                              | -                                   | -                                   |
| Other borrowing costs                                            | 4.60                                | 8.44                                | 2.33                                |
| <b>Total</b>                                                     | <b>987.31</b>                       | <b>743.54</b>                       | <b>399.69</b>                       |

\* Interest expense on non-current borrowings is net of gain on ineffective portion of fluctuating interest component of term loan hedged amounting to Rs. Nil, (31 March 2024 : Rs.27.46 million as net of gain from hedging the interest component ; 31 March 2023 : Rs.21.78 million as net of loss from hedging the interest component). Further, during the year ended 31 March 2025, the hedge has been squared off and the effective portion has now been reclassified from other comprehensive income to restated consolidated statement of profit and loss amounting to Rs.22.13 million and an amount of Rs.9.66 million is also charged to restated consolidated statement of profit and loss on account of liability in excess of the derivative instrument.

\*\* During the year, the Holding company and its subsidiaries (Shogun Organics Limited and Safex Holdings UK Limited) incurred an amount of Rs.168.74 million as part of the debt refinancing process undertaken to replace existing borrowings within the Group with a new term debt from a bank. This amount includes one-time charges such as processing fees, legal expenses, and other ancillary costs directly attributable to obtaining the new debt facility.

These costs are considered non-recurring in nature, as they relate solely to the initiation of new term borrowings and are not expected to be incurred in the ordinary course of business going forward.

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(All amounts are in Rs. million, unless otherwise stated)

35 Depreciation and amortisation expense

| Particulars                                                   | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|---------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Depreciation on property, plant and equipment (refer note 4A) | 675.81                              | 552.08                              | 297.72                              |
| Depreciation on investment property (refer note 4E)           | 16.81                               | 2.92                                | 3.50                                |
| Amortisation on intangible assets (refer note 4D)             | 135.13                              | 123.58                              | 61.69                               |
| Depreciation on right-of-use assets (refer note 4C)           | 46.81                               | 33.05                               | 24.80                               |
| <b>Total</b>                                                  | <b>874.56</b>                       | <b>711.63</b>                       | <b>387.71</b>                       |

36 (a) Other expenses

| Particulars                                                          | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|----------------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Stores and spare parts consumed                                      | 56.60                               | 27.95                               | 16.32                               |
| Repair and maintenance                                               |                                     |                                     |                                     |
| - Buildings                                                          | 10.54                               | 9.13                                | 7.96                                |
| - Plant and machinery *                                              | 643.78                              | 906.72                              | 313.98                              |
| - Others                                                             | 23.17                               | 20.80                               | 14.81                               |
| Rent (refer note 41)                                                 | 42.32                               | 41.68                               | 38.25                               |
| Power and fuel                                                       | 436.84                              | 578.32                              | 430.38                              |
| Freight and forwarding charges                                       | 83.97                               | 82.69                               | 47.77                               |
| Selling commission and other selling expenses                        | 241.02                              | 177.04                              | 128.08                              |
| Customer settlement expense                                          | 0.11                                | 29.45                               | -                                   |
| Insurance                                                            | 103.99                              | 109.15                              | 52.34                               |
| Legal and professional                                               | 231.98                              | 233.80                              | 166.17                              |
| Information technology expenses                                      | 36.90                               | 38.92                               | 27.46                               |
| Payment to auditors                                                  |                                     |                                     |                                     |
| - for statutory audit                                                | 12.00                               | 11.00                               | 7.50                                |
| - for certification                                                  | 0.75                                | 0.28                                | -                                   |
| - for reimbursement of expenses                                      | 1.19                                | 2.14                                | -                                   |
| Travelling and conveyance                                            | 274.04                              | 282.00                              | 212.38                              |
| Allowance for expected credit loss (including bad debts written off) | 73.86                               | 51.20                               | 49.50                               |
| Impairment of intangible assets under development                    | -                                   | -                                   | 1.50                                |
| Corporate social responsibility (CSR expenses)                       | 15.90                               | 12.74                               | 14.03                               |
| Packing and designing                                                | 1.32                                | 1.14                                | 1.01                                |
| Rates and taxes                                                      | 95.77                               | 83.78                               | 41.67                               |
| Charity and donation                                                 | 0.30                                | 0.01                                | 0.05                                |
| Directors' sitting fees                                              | 1.32                                | 0.70                                | 1.30                                |
| Loss on sale of property, plant & equipment (net)                    | -                                   | -                                   | 3.38                                |
| Loss on foreign currency transactions (net)                          | -                                   | -                                   | 27.74                               |
| Research and development expenses                                    | 14.98                               | 14.07                               | 3.08                                |
| Provision for doubtful advances                                      | 7.88                                | -                                   | -                                   |
| Provision for environmental remediation (refer note 22)              | 96.69                               | -                                   | 18.01                               |
| Bank charges                                                         | 2.31                                | 16.65                               | 1.61                                |
| Waste disposal <sup>#</sup>                                          | 318.59                              | 275.55                              | 138.03                              |
| Laboratory expenses                                                  | 27.23                               | 27.81                               | 11.95                               |
| Royalty fees                                                         | 2.33                                | -                                   | -                                   |
| Telephone and internet expenses                                      | 10.63                               | 11.04                               | 9.77                                |
| Office expense                                                       | 6.42                                | 9.99                                | 4.24                                |
| Miscellaneous expenses **                                            | 60.45                               | 59.62                               | 42.86                               |
| <b>Total</b>                                                         | <b>2,935.18</b>                     | <b>3,115.37</b>                     | <b>1,833.13</b>                     |

\* Repair & Maintenance expense - Plant & Machinery includes Rs. 622.54 million for Briar Chemicals Limited (31 March 2024 : Rs. 884.78 million ; for the period 10 October 2022 to 31 March 2023 : Rs. 299.97 million).

\*\* This includes expenses related to research and development, festival expenses and office stationery expenses, annual subscription charges etc.

<sup>#</sup> Waste disposal includes trade effluent and contract effluent.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

36 (b) Exceptional items

| Particulars                                                                       | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|-----------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Expenses on acquisition of Briar Chemicals Limited *                              | -                                   | -                                   | 337.65                              |
| Additional consideration paid to erstwhile promoter of Shogun Organics Limited ** | -                                   | -                                   | 44.77                               |
| Patent infringement case law (refer note 15)                                      | -                                   | -                                   | (58.39)                             |
| Impairment of goodwill (refer note 4G)                                            | 521.35                              | -                                   | 236.46                              |
| Loss on account of flood #                                                        | 18.51                               | -                                   | -                                   |
| <b>Total</b>                                                                      | <b>539.86</b>                       | <b>-</b>                            | <b>560.49</b>                       |

\* 31 March 2025 : Nil (31 March 2024 : Nil ; 31 March 2023 : The expenses relates to various legal and professional consultancy obtained from technical experts globally for the purpose of acquisition of Briar Chemicals Limited).

\*\* 31 March 2025 : Nil (31 March 2024 : Nil ; 31 March 2023 : Under the share purchase agreement entered between Safex Chemicals (India) Limited (the "Holding Company") and Promoters of Shogun Organics Limited (the "Subsidiary Company") dated 13 August 2019, any recovery by Shogun Organics Limited against contingent assets as specified in the agreement shall be payable by the Holding Company to the sellers in the form and in such manner as mutually decided between the parties. During the year ended 31 March 2023, Shogun Organics Limited realised an amount of Rs.58.39 million against a Patent infringement case. Accordingly, the Holding Company has paid an amount of Rs. 44.77 million (net of tax) during previous year to the erstwhile promoters of Shogun Organics Limited.

# During the financial year ended 31 March 2025, the Subsidiary Company namely M/S Him Bio Agro suffered a loss due to a flood at its facility in Una, Himachal Pradesh on 10 August 2024. The flood resulted in damage to inventory amounting to Rs. 18.51 million. The loss has been recognised as an "Exceptional items" in the Restated consolidated Statement of Profit and Loss. An insurance claim has been filed against the same, which is currently under assessment by the insurance provider. Any recoveries will be recognized when they are virtually certain in accordance with Ind AS 37.

37 Income tax

A. Amounts recognised in consolidated statement of profit and loss

| Particulars                                  | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|----------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Current tax                                  |                                     |                                     |                                     |
| - Current year                               | 644.61                              | 384.10                              | 201.56                              |
| - Change in estimates related to prior years | 10.26                               | 5.84                                | 1.92                                |
|                                              | <b>654.87</b>                       | <b>389.94</b>                       | <b>203.48</b>                       |
| Deferred tax                                 |                                     |                                     |                                     |
| - Current year                               | (373.01)                            | (300.13)                            | 13.90                               |
|                                              | <b>(373.01)</b>                     | <b>(300.13)</b>                     | <b>13.90</b>                        |
| <b>Total</b>                                 | <b>281.86</b>                       | <b>89.81</b>                        | <b>217.38</b>                       |

B. Amounts recognised in other comprehensive income

| Particulars                                                      | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|------------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Deferred tax on remeasurement gain on defined benefit obligation | 1.40                                | (0.21)                              | (1.82)                              |
| <b>Total</b>                                                     | <b>1.40</b>                         | <b>(0.21)</b>                       | <b>(1.82)</b>                       |

C. Reconciliation of effective tax

| Particulars                                                                       | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|-----------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Profit/ (loss) before tax from operations                                         | 139.00                              | (138.07)                            | 207.21                              |
| Domestic tax rate                                                                 | 25.168%                             | 25.168%                             | 25.168%                             |
| Tax at India's domestic tax rate of 25.168%                                       | 34.98                               | (34.75)                             | 52.15                               |
| <b>Adjustment for :</b>                                                           |                                     |                                     |                                     |
| Tax impact of different tax rates for partnership firms and Overseas subsidiaries | 53.70                               | 41.04                               | 28.81                               |
| Tax impact for change in estimates related to prior years                         | (10.31)                             | 2.35                                | 1.92                                |
| Non-deductible expenses                                                           | 11.86                               | 20.40                               | 5.46                                |
| Business losses and unabsorbed depreciation for which no deferred tax recognised  | 53.73                               | 35.46                               | 9.80                                |
| Tax impact on goodwill impairment                                                 | 131.21                              | -                                   | 60.43                               |
| Relief on account of Group losses at UK level                                     | -                                   | -                                   | 29.74                               |
| Remeasurement on account of change in tax rate at UK level                        | -                                   | -                                   | 6.60                                |
| Tax impact on surrendered losses at UK level                                      | -                                   | -                                   | 25.92                               |
| Reversal of deferred tax asset on deferred income                                 | -                                   | 20.57                               | -                                   |
| Others                                                                            | 6.69                                | 4.74                                | (3.45)                              |
| <b>Total tax expenses as per consolidated statement of profit and loss</b>        | <b>281.86</b>                       | <b>89.81</b>                        | <b>217.38</b>                       |

D. Tax losses carried forward

Tax losses for one subsidiary (i.e. Shogun Lifesciences Private Limited) for which no deferred tax asset was recognised expire as follows:

|                           | As at<br>31 March 2025 | Expiry date    |
|---------------------------|------------------------|----------------|
| Unabsorbed depreciation   | 25.63                  | Never expire   |
| Tax losses for FY 2021-22 | 30.02                  | FY 2029 - 2030 |
| Tax losses for FY 2022-23 | 40.92                  | FY 2030 - 2031 |
| Tax losses for FY 2023-24 | 27.22                  | FY 2031 - 2032 |
| Tax losses for FY 2024-25 | 45.99                  | FY 2032 - 2033 |
| <b>Total</b>              | <b>169.78</b>          |                |



Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

38 Contingent liabilities and commitments

(a) Contingent liabilities

| Particulars                                                                                                                                | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| <b>(i) Claims against the Group not acknowledged as debt</b>                                                                               |                        |                        |                        |
| Demand for Sales- tax / VAT                                                                                                                | -                      | 0.74                   | 0.83                   |
| Goods and services tax                                                                                                                     |                        |                        |                        |
| - under Madhya Pradesh GST Act, for financial year 2017 - 2018 (including interest of Rs. 0.61 million and penalty of Rs. 0.09 million)    | 1.58                   | 1.58                   | 1.58                   |
| - under Maharashtra GST Act, for financial year 2017 - 2018 (including interest of Rs. 0.69 million and penalty of Rs. 0.09 million)       | 0.79                   | 8.98                   | 8.98                   |
| - under Gujarat GST Act, for financial year 2017 - 2018 (including interest of Rs. 2.38 million and penalty of Rs. 0.23 million)           | 4.94                   | 4.94                   | -                      |
| - under Rajasthan GST Act, for financial year 2017 - 2018 (including interest of Rs. 1.30 million and penalty of Rs. 0.12 million)         | 2.58                   | 2.58                   | -                      |
| - under Chhattisgarh GST Act, for financial year 2017 - 2018 (including penalty of Rs. 1.31 million)                                       | 2.49                   | 2.43                   | -                      |
| - under Jammu And Kashmir GST Act, for financial year 2019 - 2020 (including interest of Rs. 0.49 million and penalty of Rs. 0.13 million) | 0.62                   | -                      | -                      |
| - under Bihar GST Act, for financial year 2019 - 2020 (including interest of Rs. 2.19 million and penalty of Rs. 0.28 million)             | 5.22                   | -                      | -                      |
| - under Haryana GST Act, for financial year 2017 - 2018 (including penalty of Rs. 1.17 millions)                                           | 2.34                   | -                      | -                      |
| - under Haryana GST Act, for financial year 2018 - 2019 (including penalty of Rs. 1.57 millions)                                           | 3.14                   | -                      | -                      |
| - under Himachal Pradesh GST Act, for financial year 2022 - 2023 (including interest of Rs. 1.07 million)                                  | 1.07                   | -                      | -                      |
| Income tax                                                                                                                                 |                        |                        |                        |
| - for financial year 2017 - 2018 (including interest and penalty)                                                                          | -                      | -                      | 0.02                   |
| - for financial year 2019 - 2020 (including interest and penalty)                                                                          | 19.62                  | -                      | 0.11                   |
| - for financial year 2020 - 2021 (including interest and penalty)                                                                          | 0.01                   | -                      | -                      |
| - for financial year 2021 - 2022 (including interest and penalty)                                                                          | 4.36                   | 3.34                   | -                      |
| Central Excise Act (Jammu & Kashmir)*                                                                                                      | 60.84                  | 60.84                  | 60.84                  |

\* In respect of this matter, Rs. 6.08 million has been paid under protest. Further the liability in respect of interest that may devolve upon the Holding Company cannot be ascertained at this stage.

(ii) On the basis of current status of individual case and as per legal advice obtained, wherever applicable, the individual entities in the group are confident of winning the above cases as mentioned in (i) above and is of the view that no provision is required in respect of these cases.

Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities. The individual entities in the group does not expect any reimbursements in respect of the above contingent liabilities.

(iii) Provident fund related matters

In February 2019, the Hon'ble Supreme Court of India, in its judgement, has clarified the applicability of allowances that should be considered within the expression of 'basic wages' to measure the provident fund contribution under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 ('EPF Act'). The Group has been legally advised that there are interpretative challenges on the application of judgement retrospectively and as such the Group does not believe that there is any probable obligation for the past periods.

The Group is directly or indirectly involved in other lawsuits, claim and proceedings, which arise in the ordinary course of business. The Group has challenged these litigations with respective authorities. Based on the facts currently available, management believes that likelihood of outflow of resources is remote and hence the Group has not disclosed these litigations under contingent liability as well.

(b) Commitments

| Particulars                                                                                                                                                                                                       | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| (i) Estimated amount of contracts remaining to be executed on capital account and not provided for [net of advance of Rs. 13.48 million ((31 March 2024 : Rs. 13.48 million ; 31 March 2023 : Rs. 13.48 million)] | 1.27                   | 1.27                   | 1.27                   |
| (ii) Expenditure to be incurred on Remediation plan and Corporate Environment Responsibility #                                                                                                                    | 7.99                   | 11.64                  | 1.64                   |
| (iii) Capital Expenditure to be incurred on capital work in progress at Norwich Site                                                                                                                              | 48.24                  | 76.74                  | 79.04                  |

# In accordance with the order of Ministry of Environment, Forest and Climate Change of India ("MOEF") dated 23 September 2020, a subsidiary has been directed to spend Rs. 7.71 million on Remediation plan and Natural and Community Resource Augmentation plan and Rs. 3.20 million on Corporate Environment Responsibility within a span of three years. One of the subsidiary company namely Shogun Organics Limited has recorded provision in its books of account on a straight line basis over a three year period. Further, based on directions of MOEF, the subsidiary company has also furnished a bank guarantee of Rs. 7.71 million for this matter.

Further, in accordance to minutes of the 30th expert appraisal committee meeting held on 26 and 27 April 2022, a subsidiary has been directed to allocate Rs 14.60 million @ 0.75 % of the proposed expansion cost i.e. Rs. 1,944.20 million towards CER. The Group has already spent Rs. 6.61 million upto 31 March 2025, accordingly Rs. 7.99 million is considered as a commitment.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

39 Hedging activities and Derivatives

Derivatives designated as Hedging instruments

Derivative financial instruments – Interest rate swaps

During the year ended 31 March 2023, a Subsidiary Company (Safex Holdings UK Limited) has entered into an interest rate swap to receive interest at SONIA and pay interest at a fixed rate of 4.30%. The swap is based on a principal amount of Rs. 3,569.65 million (GBP 38,930,000), the principal amount of the Subsidiary Company's sterling loan facilities, with original maturity in the year ended 31 March 2027 both for the derivatives and loan. However the Subsidiary company has made part prepayment of the loan amounting to Rs 3,170.71 million (GBP 29,354,041.47) and also squared off the hedge instrument during the year.

The instrument is used to hedge the Subsidiary Company's exposure to interest rate movements on the loan facility. The hedging arrangement fixes the total interest payable on the sterling loan to 8.00%. The fair value of the interest rate swap at 31 March 2025 is Rs. Nil, (31 March 2024 is Rs. 22.17 million (GBP 2,10,585) ; 31 March 2023: Rs. 81.48 million (GBP 7,99,805)).

Cash flows on account of both, the loan and the interest rate swaps are paid quarterly until 2027. During the period ended 31 March 2025, a hedging gain of Rs. Nil, (31 March 2024 : Rs. 59.40 million (GBP 5,73,458.37) ; 31 March 2023 : Rs. 75.19 million (GBP 7,78,410.22)) was recognised in other comprehensive income for changes in the fair value of the interest rate swap and gain amounting to Rs. Nil, (31 March 2024 : loss amounting to Rs. 1.63 million (GBP 15,761.63) ; 31 March 2023 : loss amounting to Rs. 2.07 million (GBP 21,394.78)) was reclassified from the hedge reserve to profit and loss.

The risk management objective of the hedge arrangement is to reduce the variability in payment of foreign currency equivalent cash flows arising from repayment of principal and interest components. During the year ended 31 March 2024 and 31 March 2023, the group had tested the effectiveness of the hedge relationship and the hedge was effective.

Derivative Financial Instruments

The Group enters into derivative for hedging interest rate risks. Derivative held for risk management purposes include hedge that are either designated as effective hedges under the hedge accounting requirements. The table below shows the fair values of derivative financial instrument recorded as assets or liabilities together with their notional amounts.

As at 31 March 2025

| Particulars                                | Notional Amounts * | Fair Value - Liabilities |
|--------------------------------------------|--------------------|--------------------------|
| Interest Rate Derivatives (Rs. In million) | -                  | -                        |
| Interest Rate Derivatives (In GBP)         | -                  | -                        |

As at 31 March 2024

| Particulars                                | Notional Amounts * | Fair Value - Liabilities |
|--------------------------------------------|--------------------|--------------------------|
| Interest Rate Derivatives (Rs. In million) | 4,211.74           | 22.17                    |
| Interest Rate Derivatives (In GBP)         | 4,00,00,000.00     | 2,10,585.00              |

As at 31 March 2023

| Particulars                                | Notional Amounts * | Fair Value - Liabilities |
|--------------------------------------------|--------------------|--------------------------|
| Interest Rate Derivatives (Rs. In million) | 4,074.91           | 81.48                    |
| Interest Rate Derivatives (In GBP)         | 4,00,00,000.00     | 7,99,805.00              |

\* Notional amount being used to calculate payments made on hedge instrument.

Derivative financial instrument are measured at fair value at each reporting date. The changes in the fair value of derivative designated as hedging instruments in effective cash flow hedges are recognised in Consolidated Other Comprehensive Income. For undesignated derivatives, the changes in the fair value are recognised in the Consolidated Statement of Profit & Loss.

Hedge effectiveness

The Group designates certain derivative as hedging instrument in respect of interest rate risk in cash flow hedges. For option contracts, the Group designates only the intrinsic value of option contracts as a hedged item by excluding the time value of the option. The changes in the fair value of the aligned time value of the option are recognised in Consolidated Other Comprehensive Income and accumulated in the cost of hedging reserve. The time value of the options at the inception of the hedging relationship is reclassified to Profit or Loss on a straight-line basis.

The Group documented each hedging relationship and hedge ineffectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Group applies the following effectiveness testing strategies:

**Notes to the Restated Consolidated Financial Information**

(All amounts are in Rs. million, unless otherwise stated)

(i) For interest rate swaps that exactly match the terms of the terms of the hedged item, the economic relationship and hedge effectiveness are based on the qualitative factors using critical terms match method.

(ii) For other interest rate swaps, the Group uses dollar offset method using a hypothetical derivatives, dollar offset method is a quantitative method that consists of comparing the change in fair value or cash flows of the hedging instrument with the change in fair value or cash flows of the hedged item attributable to the hedged risk.

(iii) For option structures, the Group analyses the behaviour of the hedging instrument and hedged item using regression analysis based dollar offset method.

The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk and notional amount of the hedging instruments are identical to the hedged items.

**The impact of the hedging instruments on the balance sheet is, as follows:**

| Particulars                                            | Nominal amount | Carrying amount | Line item in the consolidated balance sheet where hedging instrument is disclosed | Change in fair value used for measuring hedge ineffectiveness for the period |
|--------------------------------------------------------|----------------|-----------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| <b>At 31 March 2025</b>                                |                |                 |                                                                                   |                                                                              |
| Interest Rate Swaps (Cash Flow Hedge) (Rs. In million) | -              | -               | Derivative instruments under other financial assets                               | -                                                                            |
| Interest Rate Swaps (Cash Flow Hedge) (In GBP)         | -              | -               |                                                                                   | -                                                                            |
| <b>At 31 March 2024</b>                                |                |                 |                                                                                   |                                                                              |
| Interest Rate Swaps (Cash Flow Hedge) (Rs. In million) | 4,211.74       | 22.17           | Derivative instruments under other financial assets                               | (1.63)                                                                       |
| Interest Rate Swaps (Cash Flow Hedge) (In GBP)         | 4,00,00,000.00 | 2,10,585.00     |                                                                                   | (1,576.16)                                                                   |
| <b>At 31 March 2023</b>                                |                |                 |                                                                                   |                                                                              |
| Interest Rate Swaps (Cash Flow Hedge) (Rs. In million) | 4,074.91       | 81.48           | Derivative instruments under other financial assets                               | 2.07                                                                         |
| Interest Rate Swaps (Cash Flow Hedge) (In GBP)         | 4,00,00,000.00 | 7,99,805.00     |                                                                                   | 21,394.78                                                                    |

**The impact of hedged items on the balance sheet is, as follows:**

**As at 31 March 2025**

| Particulars                                             | Change in fair value used for measuring ineffectiveness (Consolidated Statement of Profit & Loss A/c) | Effective portion of cash flow hedges (consolidated other comprehensive income) | Cost of cash flow hedges (consolidated other comprehensive income) |
|---------------------------------------------------------|-------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------------------------------------------------------|
| Loan having variable interest payments (Rs. In million) | -                                                                                                     | -                                                                               | -                                                                  |
| Loan having variable interest payments (In GBP)         | -                                                                                                     | -                                                                               | -                                                                  |

**As at 31 March 2024**

| Particulars                                              | Change in fair value used for measuring ineffectiveness (Consolidated Statement of Profit & Loss A/c) | Effective portion of cash flow hedges (consolidated other comprehensive income) | Cost of cash flow hedges (consolidated other comprehensive income) |
|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------------------------------------------------------|
| Loan having variable interest payments (Rs. In million)* | (1.63)                                                                                                | (7.39)                                                                          | (52.01)                                                            |
| Loan having variable interest payments (In GBP)          | (15,761.63)                                                                                           | (71,386.82)                                                                     | (5,02,071.55)                                                      |

\* Includes foreign currency translation reserve amounting to Rs.3.87 million

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

As at 31 March 2023

| Particulars                                             | Change in fair value used for measuring ineffectiveness (Consolidated Statement of Profit & Loss A/c) | Effective portion of cash flow hedges (consolidated other comprehensive income) | Cost of cash flow hedges (consolidated other comprehensive income) |
|---------------------------------------------------------|-------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------------------------------------------------------|
| Loan having variable interest payments (Rs. In million) | 2.07                                                                                                  | 9.23                                                                            | 65.96                                                              |
| Loan having variable interest payments (In GBP)         | 21,394.78                                                                                             | 95,579.47                                                                       | 6,82,830.74                                                        |

Details of impact of Cash Flow Hedge on the statement of profit and loss is, as follows:

| Particulars                             | Total hedging gain/(loss) recognised in consolidated other comprehensive income | Ineffectiveness recognised in consolidated statement of profit or loss | Line item in the consolidated statement of profit and loss | Cost of hedging recognise in consolidated other comprehensive income | Gain/(Loss) reclassified from consolidated other comprehensive income to consolidated statement of profit or loss | Line item in the consolidated statement of profit and loss |
|-----------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|
| <b>For the year ended 31 March 2025</b> |                                                                                 |                                                                        |                                                            |                                                                      |                                                                                                                   |                                                            |
| Cash Flow Hedge (Rs. In million)        | (22.13)                                                                         | -                                                                      | Finance Cost                                               | (0.61)                                                               | 22.74                                                                                                             | 9.66                                                       |
| Cash Flow Hedge (In GBP)                | (2,04,951.85)                                                                   | -                                                                      | Finance Cost                                               | (5,633.15)                                                           | 2,10,585.00                                                                                                       | 89,415.00                                                  |
| <b>For the year ended 31 March 2024</b> |                                                                                 |                                                                        |                                                            |                                                                      |                                                                                                                   |                                                            |
| Cash Flow Hedge (Rs. In million)        | (59.40)                                                                         | (1.63)                                                                 | Finance Cost                                               | (52.01)                                                              | -                                                                                                                 | -                                                          |
| Cash Flow Hedge (In GBP)                | (5,73,458.37)                                                                   | (15,761.63)                                                            | Finance Cost                                               | (5,02,071.55)                                                        | -                                                                                                                 | -                                                          |
| <b>For the year ended 31 March 2023</b> |                                                                                 |                                                                        |                                                            |                                                                      |                                                                                                                   |                                                            |
| Cash Flow Hedge (Rs. In million)        | 75.19                                                                           | 2.07                                                                   | Finance Cost                                               | 65.96                                                                | -                                                                                                                 | -                                                          |
| Cash Flow Hedge (In GBP)                | 7,78,410.21                                                                     | 21,394.78                                                              | Finance Cost                                               | 6,82,830.74                                                          | -                                                                                                                 | -                                                          |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

40 Earnings per share

| Particulars                                                        |                | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|--------------------------------------------------------------------|----------------|-------------------------------------|-------------------------------------|-------------------------------------|
| a. (Loss) for the year                                             | Rs. in million | (142.86)                            | (227.88)                            | (10.17)                             |
| b. Number of equity shares at the beginning of the year            |                | 16,05,85,503                        | 16,05,85,503                        | 13,39,64,880                        |
| Number of shares issued during the year (refer note 17(a))         |                | -                                   | -                                   | 2,66,20,623                         |
| <b>Number of equity shares at the end of the year</b>              |                | <b>16,05,85,503</b>                 | <b>16,05,85,503</b>                 | <b>16,05,85,503</b>                 |
| c. Weighted average number of equity shares                        |                | 16,05,85,503                        | 16,05,85,503                        | 14,89,30,412                        |
| d. <b>Basic earnings/ (loss) per share of Re. 1 each</b>           | Rs.            | <b>(0.89)</b>                       | <b>(1.42)</b>                       | <b>(0.07)</b>                       |
| e. <b>Diluted earnings/ (loss) per share of Re. 1 each</b>         | Rs.            | <b>(0.89)</b>                       | <b>(1.42)</b>                       | <b>(0.07)</b>                       |
| f. <b>Calculation of effect of dilution</b>                        |                |                                     |                                     |                                     |
| Profit/ (loss) attributable to equity shareholders                 | Rs. in million | (142.86)                            | (227.88)                            | (10.17)                             |
| <b>Adjusted profit/ (loss) attributable to equity shareholders</b> | Rs. in million | <b>(142.86)</b>                     | <b>(227.88)</b>                     | <b>(10.17)</b>                      |
| Weighted average number of equity shares                           |                | 16,05,85,503                        | 16,05,85,503                        | 14,89,30,412                        |
| <b>Diluted earnings/ (loss) per share of Re. 1 each</b>            | Rs.            | <b>(0.89)</b>                       | <b>(1.42)</b>                       | <b>(0.07)</b>                       |

41 Leases

As a lessee :

This note provides information for leases where the Group is a lessee. The Group has taken land and premises on lease, which are being used as manufacturing facilities and sale depots/ office premises. Lease contracts are entered for a term of 2 years to 99 years.

Information about leases for which the Group is a lessee is presented below:

(i) Lease liability

| Particulars                           | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|---------------------------------------|------------------------|------------------------|------------------------|
| Opening balance                       | 234.14                 | 93.46                  | 90.06                  |
| Acquired through business combination | -                      | -                      | 13.08                  |
| <b>Non cash items:</b>                |                        |                        |                        |
| Additions                             | 213.50                 | 149.87                 | 5.58                   |
| Interest accrued (refer note 34)      | 19.99                  | 13.61                  | 7.89                   |
| Termination/end of lease contracts    | (0.55)                 | -                      | -                      |
| Foreign currency translation reserve  | 7.62                   | 2.67                   | -                      |
| <b>Cash item:</b>                     |                        |                        |                        |
| Payments                              | (46.17)                | (25.47)                | (23.15)                |
| <b>Closing balance</b>                | <b>428.53</b>          | <b>234.14</b>          | <b>93.46</b>           |

(ii) Maturity profile of lease liabilities

| Particulars  | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------|------------------------|------------------------|------------------------|
| Non-current  | 369.62                 | 208.97                 | 80.21                  |
| Current      | 58.91                  | 25.17                  | 13.25                  |
| <b>Total</b> | <b>428.53</b>          | <b>234.14</b>          | <b>93.46</b>           |

(iii) Contractual maturities of lease liabilities on as undiscounted basis are as given below:

| Particulars                                       | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|---------------------------------------------------|------------------------|------------------------|------------------------|
| Not later than one year                           | 88.79                  | 36.58                  | 19.41                  |
| Later than one year and not later than two years  | 90.21                  | 35.35                  | 15.52                  |
| Later than two year and not later than five years | 273.32                 | 109.00                 | 43.77                  |
| Later than five years                             | 4,766.34               | 4,798.26               | 4,738.41               |
| <b>Total</b>                                      | <b>5,218.66</b>        | <b>4,979.19</b>        | <b>4,817.11</b>        |

(iv) Amounts recognised in the consolidated statement of profit and loss

| Particulars                                                                       | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|-----------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Depreciation charge on right-of-use assets (refer note 4(c) and note 35))         | 46.81                               | 33.05                               | 24.80                               |
| Interest expense on lease liabilities (included in finance costs) (refer note 34) | 19.99                               | 13.61                               | 7.89                                |
| Rent expense relating to short-term lease (refer note 36(a))                      | 42.32                               | 41.68                               | 38.25                               |
| <b>Total</b>                                                                      | <b>109.12</b>                       | <b>88.34</b>                        | <b>70.94</b>                        |

**(v) Amounts recognised in consolidated statement of cash flows (including short term leases)**

| Particulars             | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|-------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Cash outflow for leases | 88.49                               | 67.15                               | 61.40                               |
| <b>Total</b>            | <b>88.49</b>                        | <b>67.15</b>                        | <b>61.40</b>                        |

The operating lease payment relating to short-term leases recognised under the other expenses amounts to Rs. 42.32 million (31 March 2024 : Rs. 41.68 million ; 31 March 2023 : Rs. 38.25 million)

Lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate.

**As a lessor :**

The Group has earned lease income of Rs. 3.53 million (31 March 2024 : Rs. 6.09 million ; 31 March 2023: Rs. 6.63 million) during the year.

The following table sets out a maturity analysis of lease receivables, showing the undiscounted lease payments to be received after the end of the financial year:

| Particulars                                       | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|---------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Not later than one year                           | 2.19                                | 3.87                                | 7.49                                |
| Later than one year and not later than two years  | 1.67                                | 2.14                                | 7.80                                |
| Later than two year and not later than five years | 5.21                                | 27.90                               | 25.23                               |
| <b>Total</b>                                      | <b>9.07</b>                         | <b>33.91</b>                        | <b>40.52</b>                        |

The Holding Company has given certain portion of its building under an operating lease arrangement and Briar Chemicals Limited has given solar panel on lease at its facility.

42 Operating segment

**General information**

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the other components of the Group, and for which discrete financial information is available.

The results of the Group are reviewed regularly by the Board of Directors of the Holding Company (Chief Operating Decision Maker) to assess the performance of the Group and to make decisions accordingly. The Group is engaged in the production and distribution of pesticides and agro chemicals including insecticides, herbicides, fungicides, fertilisers, plant growth regulators, micro-nutrient fertilisers, speciality chemicals (like technicals, intermediates etc.) for pesticides, insecticides and others. The performance is reviewed for pesticides & agro chemicals, speciality chemicals and CDMO business as a whole by Chief Operating decision maker. Hence, separate disclosure under Ind AS 108, "Operating Segments" is required to be made in the restated consolidated financial information of the Group.

**(i) Information about products & services**

| Particulars                                                                             | For the year ended 31 March 2025 |                      |                   |              |                   |                  |
|-----------------------------------------------------------------------------------------|----------------------------------|----------------------|-------------------|--------------|-------------------|------------------|
|                                                                                         | Branded formulation*             | Speciality chemicals | CDMO              | Others       | Inter-Segment     | Total            |
| External revenue                                                                        | 9,899.94                         | 1,666.72             | 4,281.14          | -            | -                 | 15,847.80        |
| Inter segment revenue                                                                   | 882.10                           | 1,074.75             | -                 | 22.50        | (1,979.35)        | -                |
| <b>Segment revenue</b>                                                                  | <b>10,782.04</b>                 | <b>2,741.47</b>      | <b>4,281.14</b>   | <b>22.50</b> | <b>(1,979.35)</b> | <b>15,847.80</b> |
| Other income                                                                            | 342.87                           | 61.47                | 12.29             | 0.09         | (206.33)          | 210.39           |
| <b>Total revenue</b>                                                                    | <b>11,124.91</b>                 | <b>2,802.94</b>      | <b>4,293.43</b>   | <b>22.59</b> | <b>(2,185.68)</b> | <b>16,058.19</b> |
| <b>Segment results</b>                                                                  | <b>2,064.89</b>                  | <b>509.47</b>        | <b>(1,409.93)</b> | <b>0.13</b>  | <b>(485.70)</b>   | <b>678.86</b>    |
| Less: Unallocated corporate (income) / expense (net)                                    |                                  |                      |                   |              |                   | -                |
| <b>Segment results (net)</b>                                                            |                                  |                      |                   |              |                   | <b>678.86</b>    |
| <b>Reconciliation of segment results with profit/(loss) for the year:</b>               |                                  |                      |                   |              |                   |                  |
| <b>Profit before exceptional items and tax</b>                                          |                                  |                      |                   |              |                   | <b>678.86</b>    |
| <b>Exceptional items (refer note 36(b))</b>                                             |                                  |                      |                   |              |                   | <b>(539.86)</b>  |
| <b>Profit/ (loss) before tax</b>                                                        |                                  |                      |                   |              |                   | <b>139.00</b>    |
| Tax expense                                                                             |                                  |                      |                   |              |                   | 281.86           |
| <b>Profit/ (loss) for the year</b>                                                      |                                  |                      |                   |              |                   | <b>(142.86)</b>  |
| <b>Non-cash items</b>                                                                   |                                  |                      |                   |              |                   |                  |
| Interest income under the effective interest method on security deposits #              | 0.34                             | 0.00                 | -                 | -            | -                 | <b>0.34</b>      |
| Allowance for expected credit loss (including bad debts written off) (refer note 36(a)) | 73.86                            | -                    | -                 | -            | -                 | <b>73.86</b>     |
| Provision for environmental remediation (refer note 36(a))                              | -                                | -                    | 96.69             | -            | -                 | <b>96.69</b>     |
| Interest expense (refer note 34)                                                        | 13.86                            | -                    | 6.13              | -            | -                 | <b>19.99</b>     |
| Depreciation and amortisation expense (refer note 35)                                   | 103.09                           | 54.64                | 716.83            | -            | -                 | <b>874.56</b>    |

# Below rounding off norms adopted by the Group.

| Particulars                                                                             | For the year ended 31 March 2024 |                      |                   |              |                   |                  |
|-----------------------------------------------------------------------------------------|----------------------------------|----------------------|-------------------|--------------|-------------------|------------------|
|                                                                                         | Branded formulation*             | Speciality chemicals | CDMO              | Others       | Inter-Segment     | Total            |
| External revenue                                                                        | 8,253.35                         | 810.38               | 4,982.18          | -            | -                 | 14,045.91        |
| Inter segment revenue                                                                   | 256.48                           | 680.48               | -                 | 14.30        | (951.26)          | -                |
| <b>Segment revenue</b>                                                                  | <b>8,509.83</b>                  | <b>1,490.86</b>      | <b>4,982.18</b>   | <b>14.30</b> | <b>(951.26)</b>   | <b>14,045.91</b> |
| Other income                                                                            | 229.91                           | 35.25                | 14.41             | 0.06         | (148.98)          | 130.65           |
| <b>Total revenue</b>                                                                    | <b>8,739.74</b>                  | <b>1,526.11</b>      | <b>4,996.59</b>   | <b>14.36</b> | <b>(1,100.24)</b> | <b>14,176.56</b> |
| <b>Segment results</b>                                                                  | <b>1,478.01</b>                  | <b>109.91</b>        | <b>(1,357.72)</b> | <b>0.81</b>  | <b>(369.08)</b>   | <b>(138.07)</b>  |
| Less: Unallocated corporate (income) / expense (net)                                    |                                  |                      |                   |              |                   | -                |
| <b>Segment results (net)</b>                                                            |                                  |                      |                   |              |                   | <b>(138.07)</b>  |
| <b>Reconciliation of segment results with profit/(loss) for the year:</b>               |                                  |                      |                   |              |                   |                  |
| <b>Profit before exceptional items and tax</b>                                          |                                  |                      |                   |              |                   | <b>(138.07)</b>  |
| <b>Exceptional items (refer note 36(b))</b>                                             |                                  |                      |                   |              |                   | <b>-</b>         |
| <b>Profit/ (loss) before tax</b>                                                        |                                  |                      |                   |              |                   | <b>(138.07)</b>  |
| Tax expense                                                                             |                                  |                      |                   |              |                   | 89.81            |
| <b>Profit/ (loss) for the year</b>                                                      |                                  |                      |                   |              |                   | <b>(227.88)</b>  |
| <b>Non-cash items</b>                                                                   |                                  |                      |                   |              |                   |                  |
| Interest income under the effective interest method on security deposits                | 0.18                             | 0.19                 | -                 | -            | -                 | <b>0.37</b>      |
| Allowance for expected credit loss (including bad debts written off) (refer note 36(a)) | 51.20                            | -                    | -                 | -            | -                 | <b>51.20</b>     |
| Fair value changes on investment in 10% optionally convertible debentures               | -                                | 0.86                 | -                 | -            | (0.86)            | -                |
| Interest expense (refer note 34)                                                        | 7.34                             | -                    | 6.27              | -            | -                 | <b>13.61</b>     |
| Depreciation and amortisation expense (refer note 35)                                   | 89.26                            | 47.47                | 574.90            | -            | -                 | <b>711.63</b>    |

| Particulars                                                                             | For the year ended 31 March 2023 |                      |                 |             |                 |                  |
|-----------------------------------------------------------------------------------------|----------------------------------|----------------------|-----------------|-------------|-----------------|------------------|
|                                                                                         | Branded formulation*             | Speciality chemicals | CDMO            | Others      | Inter-Segment   | Total            |
| External revenue                                                                        | 7,631.69                         | 478.80               | 3,499.69        | -           | -               | 11,610.18        |
| Inter segment revenue                                                                   | 457.39                           | 308.39               | -               | 7.20        | (772.98)        | -                |
| <b>Segment revenue</b>                                                                  | <b>8,089.08</b>                  | <b>787.19</b>        | <b>3,499.69</b> | <b>7.20</b> | <b>(772.98)</b> | <b>11,610.18</b> |
| Other income                                                                            | 78.05                            | 27.36                | 16.31           | -           | (57.21)         | 64.51            |
| <b>Total revenue</b>                                                                    | <b>8,167.13</b>                  | <b>814.55</b>        | <b>3,516.00</b> | <b>7.20</b> | <b>(830.19)</b> | <b>11,674.69</b> |
| <b>Segment results</b>                                                                  | 1,055.73                         | (15.21)              | (95.17)         | 0.08        | (177.73)        | 767.70           |
| Less: Unallocated corporate (income) / expense (net)                                    |                                  |                      |                 |             |                 | -                |
| <b>Segment results (net)</b>                                                            |                                  |                      |                 |             |                 | <b>767.70</b>    |
| <b>Reconciliation of segment results with profit/(loss) for the year:</b>               |                                  |                      |                 |             |                 |                  |
| <b>Profit before exceptional items and tax</b>                                          |                                  |                      |                 |             |                 | <b>767.70</b>    |
| <b>Exceptional items (refer note 36 (b))</b>                                            |                                  |                      |                 |             |                 | <b>560.49</b>    |
| <b>Profit/ (loss) before tax</b>                                                        |                                  |                      |                 |             |                 | <b>207.21</b>    |
| Tax expense                                                                             |                                  |                      |                 |             |                 | 217.38           |
| <b>Profit/ (loss) for the year</b>                                                      |                                  |                      |                 |             |                 | <b>(10.17)</b>   |
| <b>Non-cash items</b>                                                                   |                                  |                      |                 |             |                 |                  |
| Interest income under the effective interest method on security deposits                | 0.22                             | 0.02                 | -               | -           | -               | <b>0.24</b>      |
| Allowance for expected credit loss (including bad debts written off) (refer note 36(a)) | 49.50                            | -                    | -               | -           | -               | <b>49.50</b>     |
| Fair value changes on investment in 10% optionally convertible debentures               | -                                | 16.50                | -               | -           | (16.50)         | -                |
| Provision for environmental remediation (refer note 36(a))                              | -                                | -                    | 18.01           | -           | -               | <b>18.01</b>     |
| Interest expense (refer note 34)                                                        | 7.87                             | 0.02                 | -               | -           | -               | <b>7.89</b>      |
| Depreciation and amortisation expense (refer note 35)                                   | 99.11                            | 30.17                | 258.43          | -           | -               | <b>387.71</b>    |

| Particulars                             | For the year ended 31 March 2025 |                      |                 |              |                   |                  |
|-----------------------------------------|----------------------------------|----------------------|-----------------|--------------|-------------------|------------------|
|                                         | Branded formulation*             | Speciality chemicals | CDMO            | Others       | Inter-Segment     | Total            |
| <b>Segment assets and liabilities</b>   |                                  |                      |                 |              |                   |                  |
| Segment assets                          | 17,343.91                        | 3,448.32             | 9,375.11        | 47.62        | (9,371.41)        | 20,843.55        |
| Unallocated corporate assets            | -                                | -                    | -               | -            | -                 | -                |
| <b>Total assets</b>                     | <b>17,343.91</b>                 | <b>3,448.32</b>      | <b>9,375.11</b> | <b>47.62</b> | <b>(9,371.41)</b> | <b>20,843.55</b> |
| Segment liabilities                     | 9,775.51                         | 2,067.27             | 5,479.39        | 44.24        | (3,248.16)        | 14,118.25        |
| Unallocated corporate liabilities       | -                                | -                    | -               | -            | -                 | -                |
| <b>Total liabilities</b>                | <b>9,775.51</b>                  | <b>2,067.27</b>      | <b>5,479.39</b> | <b>44.24</b> | <b>(3,248.16)</b> | <b>14,118.25</b> |
| <b>Addition to non-current assets**</b> | <b>349.17</b>                    | <b>52.30</b>         | <b>159.30</b>   | <b>20.55</b> | <b>-</b>          | <b>581.32</b>    |

| Particulars                             | For the year ended 31 March 2024 |                      |                  |              |                   |                  |
|-----------------------------------------|----------------------------------|----------------------|------------------|--------------|-------------------|------------------|
|                                         | Branded formulation*             | Speciality chemicals | CDMO             | Others       | Inter-Segment     | Total            |
| <b>Segment assets and liabilities</b>   |                                  |                      |                  |              |                   |                  |
| Segment assets                          | 12,359.65                        | 1,963.74             | 10,328.10        | 24.24        | (5,441.47)        | 19,234.26        |
| Unallocated corporate assets            | -                                | -                    | -                | -            | -                 | -                |
| <b>Total assets</b>                     | <b>12,359.65</b>                 | <b>1,963.74</b>      | <b>10,328.10</b> | <b>24.24</b> | <b>(5,441.47)</b> | <b>19,234.26</b> |
| Segment liabilities                     | 5,683.71                         | 753.17               | 8,311.34         | 23.47        | (2,276.37)        | 12,495.32        |
| Unallocated corporate liabilities       | -                                | -                    | -                | -            | -                 | -                |
| <b>Total liabilities</b>                | <b>5,683.71</b>                  | <b>753.17</b>        | <b>8,311.34</b>  | <b>23.47</b> | <b>(2,276.37)</b> | <b>12,495.32</b> |
| <b>Addition to non-current assets**</b> | <b>90.55</b>                     | <b>94.87</b>         | <b>738.09</b>    | <b>6.55</b>  | <b>-</b>          | <b>930.06</b>    |



| Particulars                             | For the year ended 31 March 2023 |                      |                  |              |                   |                  |
|-----------------------------------------|----------------------------------|----------------------|------------------|--------------|-------------------|------------------|
|                                         | Branded formulation*             | Speciality chemicals | CDMO             | Others       | Inter-Segment     | Total            |
| <b>Segment assets and liabilities</b>   |                                  |                      |                  |              |                   |                  |
| Segment assets                          | 11,003.48                        | 2,051.61             | 10,608.58        | 21.11        | (4,633.06)        | 19,051.72        |
| Unallocated corporate assets            | -                                | -                    | -                | -            | -                 | -                |
| <b>Total assets</b>                     | <b>11,003.48</b>                 | <b>2,051.61</b>      | <b>10,608.58</b> | <b>21.11</b> | <b>(4,633.06)</b> | <b>19,051.72</b> |
| Segment liabilities                     | 5,167.37                         | 958.84               | 7,412.44         | 20.97        | (1,316.95)        | 12,242.67        |
| Unallocated corporate liabilities       | -                                | -                    | -                | -            | -                 | -                |
| <b>Total liabilities</b>                | <b>5,167.37</b>                  | <b>958.84</b>        | <b>7,412.44</b>  | <b>20.97</b> | <b>(1,316.95)</b> | <b>12,242.67</b> |
| <b>Addition to non-current assets**</b> | <b>5,652.88</b>                  | <b>250.68</b>        | <b>2,228.17</b>  | <b>-</b>     | <b>-</b>          | <b>8,131.73</b>  |

\* During the year ended 31 March 2025, the Group has renamed one of its reportable segments from "Pesticides and Agrochemicals" to "Branded formulation". This is a change in nomenclature only and has been made to align with the Group's strategic focus and branding approach.

There is no change in the nature of the underlying business activities or in the composition of the products within the segment. Further, the manner in which the Chief Operating Decision Maker (CODM) reviews performance and allocates resources remains unchanged and accordingly does not result in any change to the segment information previously reported.

\*\* It consist of non-current assets other than financial assets, deferred tax assets and income tax assets.

**(ii) Information about geographical areas**

| Revenue from external customers | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year<br>ended<br>31 March 2023 |
|---------------------------------|-------------------------------------|-------------------------------------|----------------------------------------|
| Within India                    | 11,235.06                           | 8,965.00                            | 8,185.47                               |
| Outside India                   | 4,612.74                            | 5,080.91                            | 3,424.71                               |
| <b>Total revenue</b>            | <b>15,847.80</b>                    | <b>14,045.91</b>                    | <b>11,610.18</b>                       |

The basis for attributing revenues from external customer is based on the country of domicile of the respective customers.

| Non-current assets* | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year<br>ended<br>31 March 2023 |
|---------------------|-------------------------------------|-------------------------------------|----------------------------------------|
| Within India        | 1,915.02                            | 1,697.16                            | 4,904.73                               |
| Outside India       | 8,023.22                            | 8,655.66                            | 4,972.41                               |
| <b>Total</b>        | <b>9,938.24</b>                     | <b>10,352.82</b>                    | <b>9,877.14</b>                        |

\* Non-current assets excludes financial assets, investments, deferred tax assets and tax assets amounting Rs. 232.65 million (31 March 2024 : Rs. 281.57 million ; 31 March 2023: Rs. 133.28 million)

**(iii) Information about major customers**

Customers that account for more than 10% of the Group's revenues are as follows:

| Name of the customer | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year<br>ended<br>31 March 2023 |
|----------------------|-------------------------------------|-------------------------------------|----------------------------------------|
| One Customer*        | 3,747.87                            | 3,813.59                            | 2,422.74                               |

\* Indicates more than 10% of the consolidated revenue of Safex Chemicals (India) Limited. It pertains to CDMO segment.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

43 Employee benefits

A. Defined contribution plan

The Group excluding foreign subsidiaries makes contributions towards provident fund to Government administered provident fund scheme and employees' state insurance scheme for qualifying employees. Under the plan, the Group is required to contribute a specified percentage of payroll cost to the fund. The Group has recognised the following amounts in the Consolidated Statement of Profit and Loss:

| Particulars                                            | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|--------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| - Contribution to employees' provident fund scheme     | 24.11                               | 21.67                               | 18.65                               |
| - Contribution to employees' state insurance scheme    | 1.20                                | 0.98                                | 0.64                                |
| - Contribution to employees' pension fund scheme       | 106.46                              | 104.59                              | 44.06                               |
| - Contribution to employees' national insurance scheme | 127.71                              | 125.48                              | 53.36                               |
| <b>Total</b>                                           | <b>259.48</b>                       | <b>252.72</b>                       | <b>116.71</b>                       |

B. Defined benefit obligations

The Group excluding foreign subsidiaries operates a gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days basic salary last drawn for each completed year of service, subject to a maximum of Rs. 2.00 million, as per Payment of Gratuity Act, 1972. The benefit vests after 5 years of continuous service except in case of death where no vesting conditions apply. The present value of obligation is determined based on an actuarial valuation using the Projected Unit Credit Method. The scheme is managed on unfunded basis, except for one of the Subsidiary Company's in India (refer note 43(B)(b)).

(a) A reconciliation of opening and closing balances of the present value of the defined benefit obligation (DBO):

| Particulars                                               | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|-----------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Present value of the obligation at the beginning of year  | 77.76                               | 67.06                               | 64.31                               |
| Current service cost                                      | 12.28                               | 10.60                               | 9.79                                |
| Interest cost                                             | 5.55                                | 4.88                                | 4.03                                |
| Actuarial (gain)/ loss arising from:                      |                                     |                                     |                                     |
| - Changes in demographic assumptions                      | 1.10                                | (0.44)                              | 0.24                                |
| - Changes in financial assumptions                        | 4.23                                | 1.75                                | (3.79)                              |
| - Changes in experience adjustment                        | 0.01                                | (2.19)                              | (3.73)                              |
| Benefits paid                                             | (4.07)                              | (3.90)                              | (3.79)                              |
| <b>Present value of the obligation at the end of year</b> | <b>96.86</b>                        | <b>77.76</b>                        | <b>67.06</b>                        |

(b) Changes in the fair value of plan assets are as follows (Shogun Organics Limited):

| Particulars                                         | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|-----------------------------------------------------|------------------------|------------------------|------------------------|
| Fair value of plan assets at the beginning of year  | 7.95                   | 8.75                   | 7.77                   |
| Interest income                                     | 0.56                   | 0.64                   | 0.56                   |
| Contributions by the employer                       | -                      | -                      | 0.76                   |
| Benefits paid                                       | (1.61)                 | (1.33)                 | (0.26)                 |
| Actuarial (gain)/ loss arising from:                |                        |                        |                        |
| - Return on plan assets, excluding interest income  | (0.05)                 | (0.11)                 | (0.08)                 |
| <b>Fair value of plan assets at the end of year</b> | <b>6.85</b>            | <b>7.95</b>            | <b>8.75</b>            |

(c) Amount recognised in Restated Consolidated Statement of Assets and Liabilities:

| Particulars                                 | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|---------------------------------------------|------------------------|------------------------|------------------------|
| Present value of defined benefit obligation | 96.86                  | 77.76                  | 67.06                  |
| Fair value of plan assets                   | 6.85                   | 7.95                   | 8.75                   |
| <b>Plan (asset)/ liability</b>              | <b>90.01</b>           | <b>69.81</b>           | <b>58.31</b>           |
| - Non-current provision (refer note 22)     | 68.67                  | 51.68                  | 42.54                  |
| - Current provision (refer note 27)         | 21.34                  | 18.13                  | 15.77                  |
| <b>Total</b>                                | <b>90.01</b>           | <b>69.81</b>           | <b>58.31</b>           |

(d) Expense recognised in the Restated Consolidated Statement of Profit and Loss:

| Particulars                                                          | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|----------------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Current service cost                                                 | 12.28                               | 10.60                               | 9.79                                |
| Net interest cost                                                    | 4.99                                | 4.25                                | 3.47                                |
| <b>Total (recognised in "Employee benefits expenses" in note 33)</b> | <b>17.27</b>                        | <b>14.85</b>                        | <b>13.26</b>                        |

| Particulars                                                    | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|----------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Actuarial (gain)/ loss arising from:                           |                                     |                                     |                                     |
| - Changes in demographic assumptions                           | 1.10                                | (0.44)                              | 0.24                                |
| - Changes in financial assumptions                             | 4.23                                | 1.75                                | (3.79)                              |
| - Changes in experience adjustment                             | 0.01                                | (2.19)                              | (3.73)                              |
| - Return on plan assets, excluding interest income             | 0.05                                | 0.11                                | 0.08                                |
| <b>Total gain (recognised in "Other comprehensive income")</b> | <b>5.39</b>                         | <b>(0.77)</b>                       | <b>(7.20)</b>                       |

| Particulars                             | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|-----------------------------------------|------------------------|------------------------|------------------------|
| Investment in Life Corporation of India | 100%                   | 100%                   | 100%                   |

| Particulars                                             | As at<br>31 March 2025                                            | As at<br>31 March 2024                                            | As at<br>31 March 2023                                            |
|---------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| Discount rate                                           | 6.50% to 6.85%                                                    | 7.10% to 7.15%                                                    | 7.25% to 7.50%                                                    |
| Salary escalation rate                                  | 10% for first three years<br>and 7% thereafter                    | 10% for first three years<br>and 7% thereafter                    | 10% for first three years<br>and 7% thereafter                    |
| Retirement age                                          | 58 years except 60 years in<br>case of Shogun Organics<br>Limited | 58 years except 60 years in<br>case of Shogun Organics<br>Limited | 58 years except 60 years in<br>case of Shogun Organics<br>Limited |
| Average remaining working life of the employees (years) | 16.15 years to 20.75 years                                        | 16.15 years to 20.75 years                                        | 16.47 years to 26.75 years                                        |
| Mortality rate                                          | 100% of IALM 2012-2014                                            | 100% of IALM 2012-2014                                            | 100% of IALM 2012-2014                                            |
| Withdrawal rates                                        |                                                                   |                                                                   |                                                                   |
| - upto 30 years                                         | 3.00% to 31.00%                                                   | 3.00% to 32.00%                                                   | 3.00% to 39.00%                                                   |
| - 31 to 44 years                                        | 2.00% to 22.00%                                                   | 2.00% to 25.00%                                                   | 2.00% to 26.00%                                                   |
| - above 44 years                                        | 1.00% to 36.00%                                                   | 1.00% to 46.00%                                                   | 1.00% to 41.00%                                                   |

The estimates of the future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors. The discount rate is based on prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligation.

### (h) Sensitivity analysis

- (i) Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

| Particular                                        | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|---------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Effect of change in discount rate - 1% increase   | (4.63)                              | (3.39)                              | (2.88)                              |
| Effect of change in discount rate - 1% decrease   | 5.31                                | 3.65                                | 3.15                                |
| Effect of change in salary increase - 1% increase | 4.83                                | 3.41                                | 2.82                                |
| Effect of change in salary increase - 1% decrease | (4.33)                              | (3.08)                              | (2.62)                              |

- (ii) Sensitivities due to mortality and withdrawals are insignificant, hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

| Particulars               | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|---------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Within next twelve months | 19.96                               | 18.96                               | 17.49                               |
| Between one to five years | 51.15                               | 42.93                               | 36.36                               |
| Beyond five years         | 73.77                               | 53.12                               | 45.82                               |
| <b>Total</b>              | <b>144.88</b>                       | <b>115.01</b>                       | <b>99.67</b>                        |

- |                                                |                     |                     |                     |
|------------------------------------------------|---------------------|---------------------|---------------------|
| (j) Weighed average duration of the obligation | 4 years to 16 years | 3 years to 17 years | 3 years to 18 years |
|------------------------------------------------|---------------------|---------------------|---------------------|

**C. Other long term employee benefits**

The Group excluding foreign subsidiaries provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilized accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. The Group records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. During the year ended 31 March 2025, the Group has incurred an expense on compensated absences amounting to Rs. 12.39 million (31 March 2024 : Rs. 12.21 million ; 31 March 2023 : Rs. 13.14 million). The Group determines the expense for compensated absences basis the actuarial valuation of the present value of the obligation, using the Projected Unit Credit Method. The entire amount of the provision is presented as current since the entities in the Group do not have an unconditional right to defer settlement for atleast 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

**Notes to the Restated Consolidated Financial Information**

(All amounts are in Rs. million, unless otherwise stated)

**44 Related parties**

- I.** In accordance with Ind AS-24 on related party disclosures where control exist and where transactions have taken place and description of the relationships as identified and certified by the management are as follows:

**A Holding Company**

Safex Chemicals (India) Limited, India

**B Wholly owned subsidiaries**

Indo Swiss Chemicals Limited, India  
Smith N Smith Chemicals Limited, India  
Shogun Organics Limited, India  
Shogun Lifesciences Private Limited, India  
Agcare Technologies Private Limited, India  
JayCee Lifesciences, India (partnership firm)  
Him Bio Agro, India (partnership firm)  
Safex Chemicals Australia Pty. Limited, Australia [with effect from 25 May 2023]  
Safex Foundation (with effect from 22 March 2025)

**C Enterprise which is able to exercise significant influence over the Company**

Sarcoline Limited, Mauritius  
PKJ Advisors Private Limited, India  
Jindal Brothers (Partnership firm), India

**D Step-down subsidiary**

Briar Chemicals Limited, United Kingdom [with effect from 10 October 2022]

**E Subsidiary**

Safex Holdings UK Limited, United Kingdom [with effect from 05 August 2022]

**II. Related parties and nature of related party relationships with whom transactions have taken place**

**A Key managerial personnel ('KMP')**

Mr. Surinder Kumar Chaudhary (Whole Time Director)  
Mr. Rajesh Kumar Jindal (Whole Time Director)  
Mr. Neeraj Kumar Jindal (Managing Director w.e.f 01 January 2025)  
Mr. Piyush Jindal (Joint Managing Director w.e.f 01 January 2025)  
Mrs. Manju Pathak Khulbe (Company Secretary)  
Mr. Kamal Kumar Gupta (Chief Financial Officer) [appointed with effect from 29 August 2024 till 31 March 2025]  
Mr. Rakesh Bhargava (Independent Director)  
Mrs. Brinda Jagirdar (Independent Director) [retired with effect from 05 April 2023]  
Ms. Vandana Sahni (Independent Director) [resigned with effect from 26 March 2025]  
Mr. Raghav Ramdev (Nominee Director)  
Mr. Raghunathan Hariharan (Nominee Director)  
Mr. Yogesh Kapur (Independent Director) [with effect from 13 March 2025]  
Mr. Prem Chand (Independent Director) [with effect from 13 March 2025]  
Mr. Bipinchandra Solanki (Independent Director) [with effect from 13 March 2025]  
Mrs. Manisha Raghunath Kadagathur (Independent Director) [with effect from 13 March 2025]  
Mr. Savan Rashmikant Godiawala (Independent Director) [with effect from 13 March 2025]

**B Relatives of key managerial personnel**

Mr. Sahil Chaudhary  
Mrs. Garima Chaudhary  
Mrs. Mehak Chaudhary  
Mrs. Kiran Jindal  
Mr. Ishaan Jindal  
Mrs. Mishika Jindal  
Mrs. Shipra Jindal  
Mrs. Nivedita Jindal  
Mrs. Veena Jindal  
Mrs. Karishma Jindal  
Mrs. Mehak Singla

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

III. The Following is the summary of transactions with related parties for the year ended 31 March 2025, 31 March 2024 and 31 March 2023

A Transactions with related parties during the year

(i) With key managerial personnel (KMP)

| Particulars                                      | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|--------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| <b>Short-term employee benefits paid</b>         |                                     |                                     |                                     |
| Mr. Surinder Kumar Chaudhary                     | 43.62                               | 24.96                               | 19.98                               |
| Mr. Rajesh Kumar Jindal                          | 32.50                               | 17.52                               | 13.80                               |
| Mr. Neeraj Kumar Jindal                          | 32.50                               | 17.52                               | 13.78                               |
| Mr. Piyush Jindal                                | 32.50                               | 17.52                               | 13.78                               |
| Mrs. Manju Pathak Khulbe                         | 2.33                                | 2.10                                | 1.84                                |
| Mr. Kamal Kumar Gupta                            | 8.83                                | -                                   | -                                   |
| <b>Post-employment benefits</b>                  |                                     |                                     |                                     |
| Mr. Surinder Kumar Chaudhary*                    | 0.01                                | 0.00                                | -                                   |
| Mr. Rajesh Kumar Jindal*                         | 0.01                                | 0.00                                | -                                   |
| Mr. Neeraj Kumar Jindal*                         | -                                   | 0.00                                | -                                   |
| Mr. Piyush Jindal                                | -                                   | 0.02                                | -                                   |
| Mrs. Manju Pathak Khulbe                         | 0.10                                | 0.05                                | 0.04                                |
| <b>Other long-term employee benefits</b>         |                                     |                                     |                                     |
| Mr. Surinder Kumar Chaudhary                     | -                                   | -                                   | 0.25                                |
| Mr. Rajesh Kumar Jindal                          | -                                   | -                                   | 0.10                                |
| Mr. Neeraj Kumar Jindal                          | -                                   | -                                   | 0.17                                |
| Mr. Piyush Jindal                                | -                                   | -                                   | 0.23                                |
| Mrs. Manju Pathak Khulbe                         | 0.06                                | 0.10                                | 0.10                                |
| <b>Director sitting fees</b>                     |                                     |                                     |                                     |
| Mr. Rakesh Bhargava                              | 0.44                                | 0.42                                | 0.54                                |
| Mrs. Brinda Jagirdar                             | -                                   | 0.04                                | 0.76                                |
| Mr. Piyush Jindal                                | 0.65                                | 1.24                                | 1.16                                |
| Ms. Vandana Sahni                                | 0.38                                | 0.28                                | -                                   |
| Mr. Yogesh Kapur                                 | 0.10                                | -                                   | -                                   |
| Mr. Prem Chand                                   | 0.10                                | -                                   | -                                   |
| Mr. Bipinchandra Solanki                         | 0.10                                | -                                   | -                                   |
| Mr. Manisha Raghunath Kadagathur                 | 0.10                                | -                                   | -                                   |
| Mr. Savan Rashmikanth Godiawala                  | 0.10                                | -                                   | -                                   |
| Mr. Neeraj Kumar Jindal                          | 0.11                                | -                                   | -                                   |
| <b>Consultancy fees</b>                          |                                     |                                     |                                     |
| Mr. Raghunathan Hariharan                        | 0.85                                | 0.83                                | 3.73                                |
| <b>Loan given</b>                                |                                     |                                     |                                     |
| Mr. Piyush Jindal                                | -                                   | 20.00                               | -                                   |
| <b>Loan received back</b>                        |                                     |                                     |                                     |
| Mr. Piyush Jindal                                | -                                   | 20.00                               | -                                   |
| <b>Personal guarantees received<sup>^*</sup></b> |                                     |                                     |                                     |
| Mr. Surinder Kumar Chaudhary                     | 3,957.55                            | 3,747.71                            | 6,052.40                            |
| Mr. Rajesh Kumar Jindal                          | 3,957.55                            | 3,747.71                            | 6,052.40                            |
| Mr. Neeraj Kumar Jindal                          | 3,957.55                            | 3,747.71                            | 6,052.40                            |
| Mr. Piyush Jindal                                | 3,957.55                            | 3,747.71                            | 6,052.40                            |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

| Particulars                                                                     | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|---------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| <b>Personal guarantees released (received)*</b>                                 |                                     |                                     |                                     |
| Mr. Surinder Kumar Chaudhary                                                    | 3,838.15                            | 750.00                              | 230.00                              |
| Mr. Rajesh Kumar Jindal                                                         | 3,838.15                            | 750.00                              | 230.00                              |
| Mr. Neeraj Kumar Jindal                                                         | 3,838.15                            | 750.00                              | 230.00                              |
| Mr. Piyush Jindal                                                               | 3,838.15                            | 750.00                              | 230.00                              |
| <b>Professional Fees (included in Legal &amp; Professional expenses)</b>        |                                     |                                     |                                     |
| Mr. Surinder Kumar Chaudhary                                                    | 6.71                                | 4.80                                | 4.80                                |
| Mr. Rajesh Kumar Jindal                                                         | 6.50                                | 4.80                                | 4.80                                |
| Mr. Neeraj Kumar Jindal                                                         | 6.50                                | 4.80                                | 4.80                                |
| Mr. Piyush Jindal                                                               | 6.50                                | 4.80                                | 4.80                                |
| <b>Reimbursement of expenses incurred by related party on behalf of company</b> |                                     |                                     |                                     |
| Mr. Piyush Jindal                                                               | -                                   | -                                   | 0.01                                |

\* Below rounding off norms adopted by the Group.

(ii) **With relatives of key managerial personnel**

| Particulars                                                              | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|--------------------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| <b>Short-term employee benefits paid</b>                                 |                                     |                                     |                                     |
| Mr. Sahil Chaudhary                                                      | 2.44                                | 2.19                                | 1.99                                |
| Mrs. Garima Chaudhary                                                    | 2.98                                | 2.68                                | 2.44                                |
| Mrs. Kiran Jindal                                                        | 1.09                                | 0.94                                | 0.85                                |
| Mr. Ishaan Jindal                                                        | 3.21                                | 3.05                                | 2.78                                |
| Mrs. Shipra Jindal                                                       | 1.98                                | 1.80                                | -                                   |
| Ms. Mishika Jindal                                                       | 1.25                                | 1.08                                | 0.98                                |
| Mrs. Nivedita Jindal                                                     | 1.58                                | 1.36                                | 1.23                                |
| Mrs. Karishma Jindal                                                     | 1.58                                | 1.36                                | 1.23                                |
| Mrs. Veena Jindal                                                        | 3.99                                | 3.43                                | 3.12                                |
| <b>Post-employment benefits</b>                                          |                                     |                                     |                                     |
| Mr. Sahil Chaudhary                                                      | 0.11                                | 0.08                                | 0.06                                |
| Mrs. Garima Chaudhary                                                    | 0.13                                | 0.10                                | 0.07                                |
| Mr. Ishaan Jindal                                                        | 0.14                                | 0.11                                | 0.08                                |
| Mrs. Nivedita Jindal                                                     | 0.08                                | 0.06                                | 0.05                                |
| Mrs. Karishma Jindal                                                     | 0.08                                | 0.06                                | 0.05                                |
| Mrs. Kiran Jindal                                                        | 0.00                                | -                                   | -                                   |
| Ms. Mishika Jindal                                                       | 0.05                                | -                                   | -                                   |
| Mrs. Shipra Jindal                                                       | 0.10                                | -                                   | -                                   |
| <b>Other long-term employee benefits</b>                                 |                                     |                                     |                                     |
| Mr. Sahil Chaudhary                                                      | 0.12                                | -                                   | 0.02                                |
| Mrs. Garima Chaudhary                                                    | 0.15                                | -                                   | 0.03                                |
| Mr. Ishaan Jindal                                                        | 0.17                                | -                                   | 0.03                                |
| Mrs. Nivedita Jindal                                                     | 0.08                                | -                                   | 0.04                                |
| Mrs. Karishma Jindal                                                     | 0.08                                | -                                   | 0.02                                |
| Mrs. Kiran Jindal                                                        | -                                   | 0.05                                | -                                   |
| Mrs. Mishika Jindal                                                      | -                                   | 0.06                                | -                                   |
| Mrs. Shipra Jindal                                                       | 0.13                                | 0.02                                | -                                   |
| <b>Professional Fees (included in Legal &amp; Professional expenses)</b> |                                     |                                     |                                     |
| Mrs. Mehak Singla                                                        | 1.14                                | 1.14                                | 1.14                                |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

(iii) Enterprise which is able to exercise significant influence over the Holding Company

| Particulars                    | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|--------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| <b>Advance from customer</b>   |                                     |                                     |                                     |
| - PKJ Advisors Private Limited | -                                   | 276.00                              | -                                   |
| <b>Advance to supplier</b>     |                                     |                                     |                                     |
| - Jindal Brothers              | -                                   | 0.30                                | -                                   |
| <b>Repayment of Advance</b>    |                                     |                                     |                                     |
| - PKJ Advisors Private Limited | 276.00                              | -                                   | -                                   |
| <b>Advance received back</b>   |                                     |                                     |                                     |
| - Jindal Brothers              | 0.30                                | -                                   | -                                   |

IV. Outstanding balances as at year end

(i) Key managerial personnel (KMP)

| Particulars                  | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|------------------------------|------------------------|------------------------|------------------------|
| <b>Remuneration payable</b>  |                        |                        |                        |
| Mr. Surinder Kumar Chaudhary | 1.88                   | 2.13                   | 1.27                   |
| Mr. Rajesh Kumar Jindal      | 0.94                   | 0.93                   | 1.12                   |
| Mr. Neeraj Kumar Jindal      | 1.74                   | 1.81                   | 0.84                   |
| Mr. Piyush Jindal            | 2.65                   | 1.94                   | 1.45                   |
| Mrs. Manju Pathak Khulbe     | 0.15                   | 0.16                   | 0.10                   |
| Mr. Kamal Kumar Gupta        | 0.40                   | -                      | -                      |

| Particulars                          | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------|------------------------|------------------------|------------------------|
| <b>Director sitting fees payable</b> |                        |                        |                        |
| Mr. Rakesh Bhargava                  | 0.14                   | 0.14                   | 0.18                   |
| Mrs. Brinda Jagirdar                 | -                      | -                      | 0.14                   |
| Ms. Vandana Sahn                     | 0.09                   | 0.09                   | -                      |
| Mr. Yogesh Kapur                     | 0.09                   | -                      | -                      |
| Mr. Prem Chand                       | 0.09                   | -                      | -                      |
| Mr. Bipinchandra Solanki             | 0.09                   | -                      | -                      |
| Mrs. Manisha Raghunath Kadagathur    | 0.09                   | -                      | -                      |
| Mr. Savan Rashmikan Godiawala        | 0.09                   | -                      | -                      |

**Personal guarantees received<sup>^</sup>**

|                              |           |           |          |
|------------------------------|-----------|-----------|----------|
| Mr. Surinder Kumar Chaudhary | 11,357.09 | 11,237.69 | 8,239.98 |
| Mr. Rajesh Kumar Jindal      | 11,357.09 | 11,237.69 | 8,239.98 |
| Mr. Neeraj Kumar Jindal      | 11,357.09 | 11,237.69 | 8,239.98 |
| Mr. Piyush Jindal            | 11,357.09 | 11,237.69 | 8,239.98 |

**Fees payable**

|                              |      |      |      |
|------------------------------|------|------|------|
| Mr. Surinder Kumar Chaudhary |      |      |      |
| Mr. Rajesh Kumar Jindal      | 0.16 | 0.37 | 0.36 |
| Mr. Neeraj Kumar Jindal      | 0.16 | 0.36 | 0.36 |
| Mr. Piyush Jindal            | 0.16 | 0.40 | 0.36 |
|                              | 0.16 | 0.45 | 0.43 |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

(ii) Relatives of directors

| Particulars                 | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|-----------------------------|------------------------|------------------------|------------------------|
| <b>Remuneration payable</b> |                        |                        |                        |
| Mr. Sahil Chaudhary         | 0.12                   | 0.19                   | 0.08                   |
| Mrs. Garima Chaudhary       | 0.15                   | 0.17                   | 0.18                   |
| Mrs. Kiran Jindal           | 0.05                   | 0.08                   | 0.07                   |
| Mr. Ishaan Jindal           | 0.39                   | 0.45                   | 0.20                   |
| Ms. Mishika Jindal          | 0.06                   | 0.09                   | 0.08                   |
| Mrs. Nivedita Jindal        | 0.10                   | 0.21                   | 0.10                   |
| Mrs. Karishma Jindal        | 0.10                   | 0.21                   | 0.10                   |
| Mrs. Shipra Jindal          | 0.01                   | 0.10                   | -                      |
| Mrs. Veena Jindal           | 0.09                   | 0.23                   | 0.21                   |
| <b>Fees payable</b>         |                        |                        |                        |
| Mrs. Mehak Singla           | 0.09                   | 0.09                   | 0.09                   |

(iii) Enterprise which is able to exercise significant influence over the Holding Company

| Particulars                    | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------|------------------------|------------------------|------------------------|
| <b>Advance from customer</b>   |                        |                        |                        |
| - PKJ Advisors Private Limited | -                      | 276.00                 | -                      |
| <b>Advance to supplier</b>     |                        |                        |                        |
| - Jindal Brothers              | -                      | 0.30                   | -                      |

**Note:** All the current year transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured. The Group has not recorded any impairment of receivables relating to amounts owed by related parties as at 31 March 2025, 31 March 2024 and 31 March 2023.

^ KMP's has given corporate guarantee in foreign currency (GBP).

\* 31 March 2025 : In case of Safex Holdings UK Limited and Briar Chemicals Limited amount of Rs.62.62 million and Rs.44.93 million respectively pertains to foreign currency translation.

31 March 2024 : In case of Safex Holdings UK Limited Rs.150.51 million pertains to foreign currency translation.

31 March 2023 : Nil



IV. Summary of related party transactions

A Name of Related parties and details of the transactions and balances eliminated in the Restated Consolidated Financial Information

| Reporting Entity                | Nature                                                                            | Transacting Party                   | For the year ended 31 March 2025 | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---------------------------------|-----------------------------------------------------------------------------------|-------------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Safex Chemicals (India) Limited | Sale of goods                                                                     | Indo Swiss Chemicals Limited        | 785.68                           | 501.17                           | 460.59                           |
|                                 |                                                                                   | Smith N Smith Chemicals Limited     | 515.10                           | 368.24                           | 322.87                           |
|                                 |                                                                                   | Shogun Organics Limited             | 882.07                           | 256.48                           | 457.39                           |
|                                 |                                                                                   | Shogun Lifesciences Private Limited | 14.32                            | 2.50                             | -                                |
|                                 |                                                                                   | Him Bio Agro                        | 1.24                             | 1.12                             | 5.85                             |
|                                 |                                                                                   | JayCee Lifesciences                 | 1,367.53                         | 1,373.38                         | 1,191.33                         |
|                                 | Expenditure incurred by the Company on behalf of related parties                  | Indo Swiss Chemicals Limited        | 5.99                             | 2.05                             | 7.74                             |
|                                 |                                                                                   | Smith N Smith Chemicals Limited     | 4.05                             | 1.62                             | 3.86                             |
|                                 |                                                                                   | Shogun Lifesciences Private Limited | -                                | 0.02                             | -                                |
|                                 |                                                                                   | Him Bio Agro                        | 0.09                             | 0.04                             | -                                |
|                                 |                                                                                   | JayCee Lifesciences                 | 0.32                             | 0.08                             | -                                |
|                                 | Purchase of goods                                                                 | Indo Swiss Chemicals Limited        | 49.82                            | 50.84                            | 94.33                            |
|                                 |                                                                                   | Smith N Smith Chemicals Limited     | 39.11                            | 35.95                            | 47.26                            |
|                                 |                                                                                   | Shogun Organics Limited             | 867.96                           | 664.50                           | 296.78                           |
|                                 |                                                                                   | Shogun Lifesciences Private Limited | 106.82                           | 46.89                            | 39.22                            |
|                                 |                                                                                   | Him Bio Agro                        | 82.32                            | 106.29                           | 88.71                            |
|                                 |                                                                                   | JayCee Lifesciences                 | 689.36                           | 517.08                           | 247.55                           |
|                                 | Rent received                                                                     | Indo Swiss Chemicals Limited        | 0.34                             | 0.28                             | 0.28                             |
|                                 |                                                                                   | Smith N Smith Chemicals Limited     | 0.34                             | 0.28                             | 0.28                             |
|                                 |                                                                                   | Shogun Organics Limited             | 0.18                             | 0.18                             | 0.18                             |
|                                 |                                                                                   | Shogun Lifesciences Private Limited | 0.18                             | 0.18                             | 0.18                             |
|                                 |                                                                                   | Agcare Technologies Private Limited | 0.18                             | 0.18                             | 0.18                             |
|                                 |                                                                                   | Him Bio Agro                        | 0.18                             | 0.18                             | 0.18                             |
|                                 |                                                                                   | JayCee Lifesciences                 | 0.18                             | 0.18                             | 0.18                             |
|                                 | Expenditure incurred by related parties on behalf of the Company                  | Indo Swiss Chemicals Limited        | 0.67                             | 0.55                             | 1.26                             |
|                                 |                                                                                   | Smith N Smith Chemicals Limited     | 0.45                             | 0.42                             | 0.37                             |
|                                 |                                                                                   | JayCee Lifesciences                 | 0.24                             | -                                | -                                |
|                                 | Recovered from subsidiaries                                                       | Indo Swiss Chemicals Limited        | 38.67                            | 35.81                            | 30.46                            |
|                                 |                                                                                   | Smith N Smith Chemicals Limited     | 26.84                            | 21.95                            | 19.27                            |
|                                 |                                                                                   | Shogun Organics Limited             | 21.70                            | 5.77                             | 5.66                             |
|                                 |                                                                                   | Shogun Lifesciences Private Limited | 2.68                             | 1.34                             | 0.34                             |
|                                 |                                                                                   | Agcare Technologies Private Limited | 0.21                             | 0.18                             | 0.14                             |
|                                 |                                                                                   | Him Bio Agro                        | 3.33                             | 3.67                             | 2.85                             |
|                                 |                                                                                   | JayCee Lifesciences                 | 45.39                            | 33.31                            | 28.56                            |
|                                 | Service charges                                                                   | Indo Swiss Chemicals Limited        | 3.95                             | 3.30                             | 3.17                             |
|                                 |                                                                                   | Smith N Smith Chemicals Limited     | 1.55                             | 1.42                             | 1.26                             |
|                                 | Rent expense                                                                      | Indo Swiss Chemicals Limited        | 0.10                             | 0.09                             | -                                |
|                                 | Sale of property, plant & equipment                                               | JayCee Lifesciences                 | -                                | 0.04                             | 0.02                             |
|                                 | Purchase of property, plant & equipment                                           | JayCee Lifesciences                 | -                                | 0.08                             | -                                |
|                                 |                                                                                   | Indo Swiss Chemicals Limited        | 0.07                             | -                                | -                                |
|                                 | Loan given                                                                        | Indo Swiss Chemicals Limited        | 35.76                            | 52.25                            | 149.73                           |
|                                 |                                                                                   | Smith N Smith Chemicals Limited     | 23.98                            | 143.24                           | 88.90                            |
|                                 |                                                                                   | Shogun Organics Limited             | 56.70                            | 22.46                            | 74.31                            |
|                                 |                                                                                   | Shogun Lifesciences Private Limited | 44.53                            | 19.73                            | 54.65                            |
|                                 |                                                                                   | Agcare Technologies Private Limited | 22.70                            | 14.54                            | 18.94                            |
|                                 |                                                                                   | Him Bio Agro                        | 15.87                            | 20.63                            | 10.43                            |
|                                 |                                                                                   | JayCee Lifesciences                 | 327.78                           | 233.05                           | 114.20                           |
|                                 |                                                                                   | Safex Holdings UK Limited           | 268.40                           | 1,124.14                         | 795.01                           |
|                                 | Loan received back                                                                | Indo Swiss Chemicals Limited        | 35.76                            | 52.25                            | 149.73                           |
|                                 |                                                                                   | Smith N Smith Chemicals Limited     | 103.98                           | 33.24                            | 88.90                            |
|                                 |                                                                                   | Shogun Organics Limited             | 56.70                            | 52.46                            | 44.31                            |
|                                 |                                                                                   | Shogun Lifesciences Private Limited | 8.53                             | 67.73                            | 47.68                            |
|                                 |                                                                                   | Agcare Technologies Private Limited | 5.40                             | 14.15                            | 1.84                             |
|                                 |                                                                                   | Him Bio Agro                        | 15.87                            | 20.63                            | 10.43                            |
|                                 |                                                                                   | JayCee Lifesciences                 | 327.78                           | 233.05                           | 114.20                           |
|                                 |                                                                                   | Safex Holdings UK Limited           | -                                | -                                | 183.81                           |
|                                 | Interest income under the effective interest method on loan given to subsidiaries | Indo Swiss Chemicals Limited        | 0.40                             | 0.21                             | 0.64                             |
|                                 |                                                                                   | Smith N Smith Chemicals Limited     | 3.51                             | 0.24                             | 0.40                             |
|                                 |                                                                                   | Shogun Organics Limited             | 0.33                             | 0.24                             | 1.43                             |
|                                 |                                                                                   | Shogun Lifesciences Private Limited | 1.30                             | 2.66                             | 3.26                             |
|                                 |                                                                                   | Agcare Technologies Private Limited | 2.69                             | 1.83                             | 0.82                             |
|                                 |                                                                                   | Safex Holdings UK Limited           | 162.87                           | 117.50                           | 26.80                            |
|                                 | Other borrowing costs                                                             | Indo Swiss Chemicals Limited        | 4.11                             | 5.92                             | 1.75                             |
|                                 |                                                                                   | Smith N Smith Chemicals Limited     | 4.10                             | 5.92                             | 1.75                             |
|                                 |                                                                                   | Shogun Organics Limited             | 4.15                             | 0.67                             | 0.50                             |
|                                 |                                                                                   | Shogun Lifesciences Private Limited | 3.38                             | 1.58                             | 0.46                             |
|                                 |                                                                                   | Briar Chemicals Limited             | 0.91                             | -                                | -                                |

| Reporting Entity             | Nature                                                           | Transacting Party                       | For the year ended 31 March 2025 | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|------------------------------|------------------------------------------------------------------|-----------------------------------------|----------------------------------|----------------------------------|----------------------------------|
|                              |                                                                  | Indo Swiss Chemicals Limited            | 3.50                             | 3.50                             | 0.75                             |
|                              |                                                                  | Smith N Smith Chemicals Limited         | 2.97                             | 3.11                             | 0.70                             |
|                              |                                                                  | Shogun Organics Limited                 | 2.19                             | 1.33                             | 0.67                             |
|                              |                                                                  | Shogun Lifesciences Private Limited     | 1.00                             | 1.00                             | -                                |
|                              |                                                                  | Him Bio Agro                            | 0.10                             | 0.10                             | 0.05                             |
|                              |                                                                  | JayCee Lifesciences                     | 3.75                             | 3.42                             | 0.96                             |
|                              |                                                                  | Safex Holdings UK Limited               | 5.14                             | 8.50                             | 4.00                             |
|                              |                                                                  | Briar Chemicals Limited                 | 0.64                             | 0.31                             | -                                |
|                              | Corporate guarantee income                                       |                                         |                                  |                                  |                                  |
|                              |                                                                  | Him Bio Agro                            | -                                | -                                | 10.00                            |
|                              |                                                                  | JayCee Lifesciences                     | 410.00                           | 255.00                           | 150.00                           |
|                              | Partner's capital withdrawn                                      |                                         |                                  |                                  |                                  |
|                              |                                                                  | JayCee Lifesciences                     | -                                | 140.00                           | -                                |
|                              | Addition to partner's capital                                    |                                         |                                  |                                  |                                  |
|                              |                                                                  | Him Bio Agro                            | 7.73                             | 5.13                             | 3.02                             |
|                              |                                                                  | JayCee Lifesciences                     | 10.33                            | 19.31                            | 13.86                            |
|                              | Interest income on partner's capital earned by the Company       |                                         |                                  |                                  |                                  |
|                              |                                                                  | Him Bio Agro                            | (4.75)                           | 20.83                            | 14.93                            |
|                              |                                                                  | JayCee Lifesciences                     | 317.21                           | 225.57                           | 148.13                           |
|                              | Income from investment in partnership firms                      |                                         |                                  |                                  |                                  |
|                              |                                                                  | Safex Holdings UK Limited <sup>8</sup>  | 2,183.01                         | -                                | 3,233.91                         |
|                              |                                                                  | Safex Australia Pty. Limited, Australia | 2.80                             | -                                | -                                |
|                              | Investment in subsidiaries                                       |                                         |                                  |                                  |                                  |
|                              |                                                                  | Agcare Technologies Private Limited     | 22.50                            | 14.30                            | 7.20                             |
|                              | Information technology expenses                                  |                                         |                                  |                                  |                                  |
|                              |                                                                  | Indo Swiss Chemicals Limited            | -                                | 200.00                           | 50.00                            |
|                              |                                                                  | Smith N Smith Chemicals Limited         | -                                | 170.00                           | 70.00                            |
|                              |                                                                  | Shogun Organics Limited                 | 1,200.00                         | -                                | -                                |
|                              |                                                                  | Shogun Lifesciences Private Limited     | -                                | 100.00                           | -                                |
|                              |                                                                  | JayCee Lifesciences                     | 100.00                           | 300.00                           | 100.00                           |
|                              |                                                                  | Safex Holdings UK Limited               | -                                | 368.53                           | 4,482.40                         |
|                              |                                                                  | Briar Chemicals Limited                 | 44.93                            | 868.67                           | -                                |
|                              | Corporate guarantee given                                        |                                         |                                  |                                  |                                  |
|                              |                                                                  | Indo Swiss Chemicals Limited            | 2,500.00                         | 550.00                           | 650.00                           |
|                              |                                                                  | Smith N Smith Chemicals Limited         | 2,500.00                         | 550.00                           | 650.00                           |
|                              |                                                                  | Shogun Organics Limited                 | 3,550.00                         | -                                | 150.00                           |
|                              |                                                                  | Shogun Lifesciences Private Limited     | 1,350.00                         | -                                | 158.02                           |
|                              |                                                                  | Safex Holdings UK Limited               | 2,200.00                         | -                                | -                                |
|                              |                                                                  | Briar Chemicals Limited                 | 2,200.00                         | -                                | -                                |
|                              | Corporate guarantee received                                     |                                         |                                  |                                  |                                  |
|                              |                                                                  | Indo Swiss Chemicals Limited            | -                                | 100.00                           | -                                |
|                              |                                                                  | Smith N Smith Chemicals Limited         | -                                | 100.00                           | -                                |
|                              |                                                                  | Shogun Organics Limited                 | -                                | 100.00                           | -                                |
|                              |                                                                  | Shogun Lifesciences Private Limited     | 158.02                           | -                                | -                                |
|                              | Corporate guarantee released (received)                          |                                         |                                  |                                  |                                  |
|                              |                                                                  | Smith N Smith Chemicals Limited         | 14.00                            | -                                | 70.00                            |
|                              |                                                                  | JayCee Lifesciences                     | 33.58                            | -                                | -                                |
|                              |                                                                  | Safex Holdings UK Limited <sup>A</sup>  | 3,727.94                         | -                                | -                                |
|                              | Corporate guarantee released (given)                             |                                         |                                  |                                  |                                  |
| Indo Swiss Chemicals Limited |                                                                  | Safex Chemicals (India) Limited         | 49.82                            | 50.84                            | 94.33                            |
|                              |                                                                  | Smith N Smith Chemicals Limited         | 21.90                            | 12.76                            | 9.14                             |
|                              |                                                                  | Shogun Lifesciences Private Limited     | 0.02                             | 0.06                             | -                                |
|                              |                                                                  | JayCee Lifesciences                     | 7.02                             | 14.23                            | 20.70                            |
|                              | Sale of goods                                                    |                                         |                                  |                                  |                                  |
|                              |                                                                  | Safex Chemicals (India) Limited         | 0.67                             | 0.55                             | 1.26                             |
|                              |                                                                  | Smith N Smith Chemicals Limited         | 0.40                             | 0.43                             | 0.80                             |
|                              | Expenditure incurred by the Company on behalf of related parties |                                         |                                  |                                  |                                  |
|                              |                                                                  | Safex Chemicals (India) Limited         | 785.68                           | 501.17                           | 460.59                           |
|                              |                                                                  | Smith N Smith Chemicals Limited         | 20.17                            | 12.95                            | 15.60                            |
|                              |                                                                  | Shogun Lifesciences Private Limited     | 20.54                            | 45.86                            | 33.05                            |
|                              |                                                                  | Him Bio Agro                            | 58.94                            | 68.97                            | 81.56                            |
|                              |                                                                  | JayCee Lifesciences                     | 1,437.31                         | 1,217.97                         | 1,096.12                         |
|                              | Purchase of goods                                                |                                         |                                  |                                  |                                  |
|                              |                                                                  | Safex Chemicals (India) Limited         | 0.10                             | 0.09                             | -                                |
|                              | Rent received                                                    |                                         |                                  |                                  |                                  |
|                              |                                                                  | Safex Chemicals (India) Limited         | 5.99                             | 2.05                             | 7.74                             |
|                              |                                                                  | Smith N Smith Chemicals Limited         | 1.04                             | 0.67                             | 0.24                             |
|                              | Expenditure incurred by related parties on behalf of the Company |                                         |                                  |                                  |                                  |
|                              |                                                                  | Safex Chemicals (India) Limited         | 0.07                             | -                                | -                                |
|                              | Sale of property, plant & equipment                              |                                         |                                  |                                  |                                  |
|                              |                                                                  | Safex Chemicals (India) Limited         | 3.95                             | 3.30                             | 3.17                             |
|                              |                                                                  | Smith N Smith Chemicals Limited         | 0.86                             | 0.91                             | 0.88                             |
|                              |                                                                  | Him Bio Agro                            | -                                | -                                | 0.00                             |
|                              |                                                                  | JayCee Lifesciences                     | -                                | -                                | 0.02                             |
|                              | Recovered from subsidiaries                                      |                                         |                                  |                                  |                                  |
|                              |                                                                  | Safex Chemicals (India) Limited         | 38.67                            | 35.81                            | 30.46                            |
|                              |                                                                  | Smith N Smith Chemicals Limited         | 0.56                             | 0.48                             | 0.44                             |
|                              | Service charges                                                  |                                         |                                  |                                  |                                  |
|                              |                                                                  | Safex Chemicals (India) Limited         | 0.34                             | 0.28                             | 0.28                             |
|                              |                                                                  | Shogun Lifesciences Private Limited     | 1.20                             | 1.20                             | 1.20                             |
|                              | Rent expense                                                     |                                         |                                  |                                  |                                  |

| Reporting Entity                | Nature                                                                                    | Transacting Party                    | For the year ended 31 March 2025 | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---------------------------------|-------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|----------------------------------|----------------------------------|
|                                 | Loan given                                                                                | Safex Chemicals (India) Limited      | -                                | -                                | -                                |
|                                 |                                                                                           | Smith N Smith Chemicals Limited      | 0.77                             | 0.87                             | 1.61                             |
|                                 |                                                                                           | Shogun Organics Limited              | -                                | 28.00                            | 65.00                            |
|                                 |                                                                                           | Shogun Lifesciences Private Limited  | 45.00                            | 100.01                           | -                                |
|                                 |                                                                                           | Agcare Technologies Private Limited  | -                                | 0.00                             | 0.02                             |
|                                 |                                                                                           | Him Bio Agro*                        | 0.01                             | -                                | 0.00                             |
|                                 |                                                                                           | JayCee Lifesciences                  | -                                | -                                | 0.40                             |
|                                 | Loan received back                                                                        | Safex Chemicals (India) Limited      | -                                | -                                | -                                |
|                                 |                                                                                           | Smith N Smith Chemicals Limited      | 0.77                             | 0.87                             | 1.61                             |
|                                 |                                                                                           | Shogun Organics Limited              | -                                | 93.00                            | -                                |
|                                 |                                                                                           | Shogun Lifesciences Private Limited  | -                                | 0.01                             | -                                |
|                                 |                                                                                           | Agcare Technologies Private Limited  | -                                | 0.00                             | 0.02                             |
|                                 |                                                                                           | Him Bio Agro*                        | 0.01                             | -                                | 0.00                             |
|                                 |                                                                                           | JayCee Lifesciences                  | -                                | -                                | 0.40                             |
|                                 | Loan received                                                                             | Safex Chemicals (India) Limited      | 35.76                            | 52.25                            | 149.73                           |
|                                 |                                                                                           | Smith N Smith Chemicals Limited      | 0.00                             | 0.02                             | -                                |
|                                 |                                                                                           | Shogun Organics Limited              | 200.00                           | 72.00                            | -                                |
|                                 |                                                                                           | JayCee Lifesciences                  | -                                | 0.01                             | -                                |
|                                 | Loan repaid                                                                               | Safex Chemicals (India) Limited      | 35.76                            | 52.25                            | 149.73                           |
|                                 |                                                                                           | Smith N Smith Chemicals Limited      | 0.00                             | 0.02                             | -                                |
|                                 |                                                                                           | Shogun Organics Limited              | 72.00                            | -                                | 40.00                            |
|                                 |                                                                                           | JayCee Lifesciences                  | -                                | 0.01                             | -                                |
|                                 | Interest expense on financial liabilities not measured at FVTPL on non current borrowings | Safex Chemicals (India) Limited      | 0.40                             | 0.21                             | 0.64                             |
|                                 |                                                                                           | Shogun Organics Limited              | 3.34                             | 0.04                             | 0.28                             |
|                                 |                                                                                           | Smith N Smith Chemicals Limited*     | -                                | -                                | -                                |
|                                 | Interest income under the effective interest method on loan given to subsidiaries         | Safex Chemicals (India) Limited      | -                                | -                                | -                                |
|                                 |                                                                                           | Smith N Smith Chemicals Limited*     | 0.01                             | 0.00                             | 0.01                             |
|                                 |                                                                                           | Shogun Organics Limited              | -                                | 2.34                             | 3.23                             |
|                                 |                                                                                           | Shogun Lifesciences Private Limited  | 13.18                            | 9.53                             | -                                |
|                                 | Other borrowing costs                                                                     | Agcare Technologies Private Limited* | -                                | -                                | 0.00                             |
|                                 |                                                                                           | Safex Chemicals (India) Limited      | 3.50                             | 3.50                             | 0.75                             |
|                                 |                                                                                           | Smith N Smith Chemicals Limited      | 1.00                             | 1.00                             | 0.50                             |
|                                 | Corporate guarantee income                                                                | Shogun Organics Limited              | 1.00                             | 1.00                             | 0.50                             |
|                                 |                                                                                           | Safex Chemicals (India) Limited      | 4.11                             | 5.92                             | 1.75                             |
|                                 |                                                                                           | Smith N Smith Chemicals Limited      | 0.57                             | 0.57                             | 0.28                             |
|                                 |                                                                                           | Shogun Organics Limited              | 2.02                             | 1.33                             | 0.67                             |
|                                 |                                                                                           | Him Bio Agro                         | 0.10                             | 0.10                             | 0.05                             |
|                                 | Share in profit of partnership firm measured at amortised cost                            | JayCee Lifesciences                  | 3.75                             | 3.42                             | 0.96                             |
|                                 |                                                                                           | Him Bio Agro                         | (0.20)                           | 0.87                             | 0.62                             |
|                                 | Interest income on partner's capital earned by the Company                                | JayCee Lifesciences                  | 13.22                            | 9.40                             | 6.17                             |
|                                 |                                                                                           | Him Bio Agro                         | 1.59                             | 1.37                             | 1.02                             |
|                                 | Corporate guarantee released (given)                                                      | JayCee Lifesciences                  | 2.34                             | 1.27                             | 0.51                             |
|                                 |                                                                                           | Safex Chemicals (India) Limited      | -                                | 100.00                           | -                                |
|                                 | Corporate guarantee given                                                                 | JayCee Lifesciences                  | 33.58                            | -                                | -                                |
|                                 |                                                                                           | Safex Chemicals (India) Limited      | 2,500.00                         | 550.00                           | 650.00                           |
|                                 |                                                                                           | JayCee Lifesciences                  | 100.00                           | 300.00                           | 100.00                           |
|                                 | Corporate guarantee received                                                              | Shogun Organics Limited              | 1,200.00                         | -                                | -                                |
|                                 |                                                                                           | Safex Chemicals (India) Limited      | -                                | 200.00                           | 50.00                            |
| Smith N Smith Chemicals Limited | Sale of goods                                                                             | Safex Chemicals (India) Limited      | 39.11                            | 35.95                            | 47.26                            |
|                                 |                                                                                           | Indo Swiss Chemicals Limited         | 20.17                            | 12.95                            | 15.60                            |
|                                 |                                                                                           | Shogun Lifesciences Private Limited  | 0.11                             | 1.46                             | -                                |
|                                 |                                                                                           | Him Bio Agro                         | -                                | -                                | 0.78                             |
|                                 |                                                                                           | JayCee Lifesciences                  | 3.12                             | 2.45                             | 2.38                             |
|                                 | Expenditure incurred by the Company on behalf of related parties                          | Safex Chemicals (India) Limited      | 0.45                             | 0.42                             | 0.37                             |
|                                 |                                                                                           | Indo Swiss Chemicals Limited         | 1.04                             | 0.67                             | 0.24                             |
|                                 | Purchase of goods                                                                         | Safex Chemicals (India) Limited      | 515.10                           | 368.24                           | 322.87                           |
|                                 |                                                                                           | Indo Swiss Chemicals Limited         | 21.90                            | 12.76                            | 9.14                             |
|                                 |                                                                                           | Shogun Organics Limited              | -                                | -                                | -                                |
|                                 |                                                                                           | Shogun Lifesciences Private Limited  | 13.04                            | 34.28                            | 24.24                            |
|                                 |                                                                                           | Him Bio Agro                         | 45.49                            | 49.44                            | 59.34                            |
|                                 |                                                                                           | JayCee Lifesciences                  | 979.39                           | 840.71                           | 752.21                           |
|                                 | Expenditure incurred by related parties on behalf of the Company                          | Safex Chemicals (India) Limited      | 4.05                             | 1.62                             | 3.86                             |
|                                 |                                                                                           | Indo Swiss Chemicals Limited         | 0.40                             | 0.43                             | 0.80                             |
|                                 | Recovered from subsidiaries                                                               | Safex Chemicals (India) Limited      | 1.55                             | 1.42                             | 1.26                             |
|                                 |                                                                                           | Indo Swiss Chemicals Limited         | 0.56                             | 0.48                             | 0.44                             |
|                                 |                                                                                           | Him Bio Agro                         | 0.05                             | 0.05                             | 0.05                             |
|                                 |                                                                                           | JayCee Lifesciences                  | 0.59                             | 0.45                             | 0.36                             |
|                                 | Service charges                                                                           | Safex Chemicals (India) Limited      | 26.84                            | 21.95                            | 19.27                            |
|                                 |                                                                                           | Indo Swiss Chemicals Limited         | 0.86                             | 0.91                             | 0.88                             |

| Reporting Entity    | Nature                                                                                    | Transacting Party                                                                                                       | For the year ended 31 March 2025     | For the year ended 31 March 2024      | For the year ended 31 March 2023  |
|---------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------------|-----------------------------------|
|                     | Rent expense                                                                              | Safex Chemicals (India) Limited                                                                                         | 0.34                                 | 0.28                                  | 0.28                              |
|                     | Loan given                                                                                | Indo Swiss Chemicals Limited<br>Shogun Lifesciences Private Limited                                                     | 0.00<br>-                            | 0.02<br>85.01                         | -<br>-                            |
|                     | Loan received back                                                                        | Indo Swiss Chemicals Limited<br>Shogun Lifesciences Private Limited                                                     | 0.00<br>-                            | 0.02<br>0.01                          | -<br>-                            |
|                     | Loan received                                                                             | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Shogun Organics Limited                              | 23.98<br>0.77<br>180.00              | 143.24<br>0.87<br>245.00              | 88.91<br>1.61<br>-                |
|                     | Loan repaid                                                                               | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Shogun Organics Limited                              | 103.98<br>0.77<br>90.00              | 33.24<br>0.87<br>135.00               | 88.91<br>1.61<br>22.50            |
|                     | Interest expense on financial liabilities not measured at FVTPL on non current borrowings | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited*<br>Shogun Organics Limited                             | 3.51<br>0.01<br>14.47                | 0.24<br>0.00<br>10.91                 | 0.40<br>0.01<br>2.51              |
|                     | Interest income under the effective interest method on loan given to subsidiaries         | Shogun Lifesciences Private Limited<br>Indo Swiss Chemicals Limited*                                                    | 8.50<br>-                            | 8.10<br>-                             | -<br>-                            |
|                     | Other borrowing costs                                                                     | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Shogun Organics Limited                              | 2.97<br>0.57<br>0.57                 | 3.11<br>0.57<br>0.57                  | 0.70<br>0.28<br>0.28              |
|                     | Corporate guarantee income                                                                | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Shogun Organics Limited                              | 4.10<br>1.00<br>2.01                 | 5.92<br>1.00<br>1.33                  | 1.75<br>0.50<br>0.67              |
|                     | Corporate guarantee released (given)                                                      | Safex Chemicals (India) Limited                                                                                         | -                                    | 100.00                                | -                                 |
|                     | Corporate guarantee given                                                                 | Safex Chemicals (India) Limited<br>Shogun Organics Limited                                                              | 2,500.00<br>1,200.00                 | 550.00<br>-                           | 650.00<br>-                       |
|                     | Corporate guarantee released (received)                                                   | Safex Chemicals (India) Limited                                                                                         | 14.00                                | -                                     | 70.00                             |
|                     | Corporate guarantee received                                                              | Safex Chemicals (India) Limited                                                                                         | -                                    | 170.00                                | 70.00                             |
| Him Bio Agro        | Sale of goods                                                                             | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Ltd.                         | 82.32<br>58.94<br>45.49              | 106.29<br>68.97<br>49.44              | 88.71<br>81.56<br>59.34           |
|                     | Rent expenses                                                                             | Safex Chemicals (India) Limited                                                                                         | 0.18                                 | 0.18                                  | 0.18                              |
|                     | Purchase of goods                                                                         | Safex Chemicals (India) Limited<br>Smith N Smith Chemicals Ltd.<br>Shogun Organics Ltd                                  | 1.24<br>-<br>14.32                   | 1.12<br>-<br>18.20                    | 5.85<br>0.78<br>11.61             |
|                     | Purchase of gift item                                                                     | Safex Chemicals (India) Limited                                                                                         | 0.09                                 | 0.04                                  | -                                 |
|                     | Loan taken                                                                                | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited*                                                        | 15.87<br>0.01                        | 20.63<br>-                            | 10.43<br>0.00                     |
|                     | Loan repaid                                                                               | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited*                                                        | 15.87<br>0.01                        | 20.63<br>-                            | 10.43<br>0.00                     |
|                     | Loan given                                                                                | JayCee Lifesciences                                                                                                     | -                                    | -                                     | 0.02                              |
|                     | Loan received                                                                             | JayCee Lifesciences                                                                                                     | -                                    | -                                     | 0.02                              |
|                     | Service charges                                                                           | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited*<br>Smith N Smith Chemicals Ltd.                        | 3.33<br>-<br>0.05                    | 3.67<br>-<br>0.05                     | 2.85<br>0.00<br>0.05              |
|                     | Interest on partner capital                                                               | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                         | 7.73<br>1.59                         | 5.13<br>1.37                          | 3.02<br>1.02                      |
|                     | Share of profit in partnership Firm                                                       | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                         | (4.75)<br>(0.20)                     | 20.83<br>0.87                         | 14.93<br>0.62                     |
|                     | Capital withdrawn                                                                         | Safex Chemicals (India) Limited                                                                                         | -                                    | -                                     | 10.00                             |
|                     | Corporate guarantee expense                                                               | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                         | 0.10<br>0.10                         | 0.10<br>0.10                          | 0.05<br>0.05                      |
| JayCee Lifesciences | Sale of goods                                                                             | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Ltd.<br>Shogun Organics Ltd. | 689.36<br>1,437.31<br>979.39<br>0.03 | 517.08<br>1,217.97<br>840.71<br>11.40 | 247.55<br>1,096.12<br>752.21<br>- |
|                     | Expenditure incurred by the Company on behalf of related parties                          | Safex Chemicals (India) Limited                                                                                         | 0.24                                 | -                                     | -                                 |
|                     | Rent expenses                                                                             | Safex Chemicals (India) Limited                                                                                         | 0.18                                 | 0.18                                  | 0.18                              |

| Reporting Entity                    | Nature                                                                          | Transacting Party                                                                                                              | For the year ended 31 March 2025   | For the year ended 31 March 2024  | For the year ended 31 March 2023 |
|-------------------------------------|---------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-----------------------------------|----------------------------------|
|                                     | Purchase of goods                                                               | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Ltd.<br>Shogun Organics Ltd         | 1,367.53<br>7.02<br>3.12<br>192.47 | 1,373.38<br>14.23<br>2.45         | 1,191.33<br>20.70<br>2.38        |
|                                     | Expenditure incurred by related parties on behalf of the Company                | Safex Chemicals (India) Limited                                                                                                | 0.32                               | 0.08                              | -                                |
|                                     | Service charges                                                                 | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Ltd.                                | 45.39<br>-<br>0.59                 | 33.31<br>-<br>0.45                | 28.56<br>0.02<br>0.36            |
|                                     | Service income                                                                  | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                                | -<br>-                             | -<br>-                            | -<br>0.02                        |
|                                     | Purchase of fixed assets                                                        | Safex Chemicals (India) Limited                                                                                                | -                                  | 0.04                              | 0.02                             |
|                                     | Sale of fixed assets                                                            | Safex Chemicals (India) Limited                                                                                                | -                                  | 0.08                              | -                                |
|                                     | Loan taken                                                                      | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                                | 327.78<br>-                        | 233.05<br>-                       | 114.20<br>0.40                   |
|                                     | Loan repaid                                                                     | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                                | 327.78<br>-                        | 233.05<br>-                       | 114.20<br>0.40                   |
|                                     | Loan given                                                                      | Indo Swiss Chemicals Limited<br>Him Bio Agro                                                                                   | -<br>-                             | 0.01<br>-                         | -<br>0.02                        |
|                                     | Loan received back                                                              | Indo Swiss Chemicals Limited<br>Him Bio Agro                                                                                   | -<br>-                             | 0.01<br>-                         | -<br>0.02                        |
|                                     | Advance Received                                                                | PKJ Advisors Pvt Ltd.                                                                                                          | -                                  | 276.00                            | -                                |
|                                     | Corporate guarantee expense                                                     | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                                | 3.75<br>3.75                       | 3.42<br>3.42                      | 0.96<br>0.96                     |
|                                     | Corporate guarantee received                                                    | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                                | 100.00<br>100.00                   | 300.00<br>300.00                  | 100.00<br>100.00                 |
|                                     | Corporate guarantee released (Received)                                         | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                                | 33.58<br>33.58                     | -<br>-                            | -<br>-                           |
|                                     | Capital Contribution                                                            | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                                | -<br>-                             | 140.00<br>-                       | -<br>-                           |
|                                     | Capital withdrawn                                                               | Safex Chemicals (India) Limited                                                                                                | 410.00                             | 255.00                            | 150.00                           |
|                                     | Interest on partner capital                                                     | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                                | 10.33<br>2.34                      | 19.31<br>1.27                     | 13.86<br>0.51                    |
|                                     | Share of profit in partnership Firm                                             | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                                | 317.21<br>13.22                    | 225.57<br>9.40                    | 148.13<br>6.17                   |
| Shogun Lifesciences Private Limited | Sale of goods                                                                   | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Ltd.                                | 106.82<br>20.54<br>13.04           | 46.89<br>45.86<br>34.28           | 39.22<br>33.05<br>24.24          |
|                                     | Purchase of goods                                                               | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Ltd.<br>JayCee Lifesciences         | 14.32<br>0.02<br>0.11<br>-         | 2.50<br>0.06<br>1.46<br>11.40     | -<br>-<br>-<br>-                 |
|                                     | Rent expense                                                                    | Safex Chemicals (India) Limited                                                                                                | 0.18                               | 0.18                              | 0.18                             |
|                                     | Loan received                                                                   | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Limited<br>Shogun Organics Limited  | 44.53<br>45.00<br>-<br>30.00       | 19.73<br>100.01<br>85.01<br>70.00 | 54.65<br>-<br>-<br>53.88         |
|                                     | Loan repaid                                                                     | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Limited<br>Shogun Organics Limited* | 8.53<br>-<br>-<br>27.20            | 67.73<br>0.01<br>0.01<br>0.00     | 47.68<br>-<br>-<br>5.00          |
|                                     | Repayment of 10% optionally convertible debentures (including accrued interest) | Shogun Organics Limited                                                                                                        | -                                  | 179.85                            | -                                |
|                                     | Interest expense on loan                                                        | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Limited<br>Shogun Organics Limited  | 1.30<br>13.18<br>8.50<br>14.16     | 2.66<br>9.53<br>8.10<br>9.28      | 3.26<br>-<br>-<br>5.86           |
|                                     | Interest expense on debentures                                                  | Shogun Organics Limited                                                                                                        | -                                  | 0.86                              | 16.50                            |
|                                     | Service Income                                                                  | Indo Swiss Chemicals Limited                                                                                                   | 1.20                               | 1.20                              | 1.20                             |
|                                     | Corporate Guarantee given                                                       | Safex Chemicals (India) Limited                                                                                                | 1,350.00                           | -                                 | 158.02                           |
|                                     | Corporate Guarantee received                                                    | Safex Chemicals (India) Limited                                                                                                | -                                  | 100.00                            | -                                |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

| Reporting Entity                    | Nature                                                                        | Transacting Party                                                                                                                                          | For the year ended 31 March 2025                         | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|-------------------------------------|-------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------|----------------------------------|
|                                     | Corporate Guarantee released (given)                                          | Safex Chemicals (India) Limited                                                                                                                            | 158.02                                                   | -                                | -                                |
|                                     | Corporate Guarantee Income                                                    | Safex Chemicals (India) Limited                                                                                                                            | 3.38                                                     | 1.58                             | 0.46                             |
|                                     | Corporate Guarantee expense                                                   | Safex Chemicals (India) Limited                                                                                                                            | 1.00                                                     | 1.00                             | -                                |
|                                     | Service Expense                                                               | Safex Chemicals (India) Limited                                                                                                                            | 2.68                                                     | 1.34                             | 0.34                             |
|                                     | Expenditure incurred by related parties on behalf of the company              | Safex Chemicals (India) Limited                                                                                                                            | -                                                        | 0.02                             | -                                |
| Shogun Organics Limited             | Sale of goods                                                                 | Safex Chemicals (India) Limited<br>Him Bio Agro<br>JayCee Lifesciences                                                                                     | 867.96<br>14.32<br>192.47                                | 664.50<br>15.98<br>-             | 296.78<br>11.61<br>-             |
|                                     | Rent expense                                                                  | Safex Chemicals (India) Limited                                                                                                                            | 0.18                                                     | 0.18                             | 0.18                             |
|                                     | Purchase of goods                                                             | Safex Chemicals (India) Limited<br>JayCee Lifesciences                                                                                                     | 882.07<br>0.03                                           | 256.48<br>-                      | 457.39<br>-                      |
|                                     | Service charge expenses                                                       | Safex Chemicals (India) Limited                                                                                                                            | 21.70                                                    | 5.77                             | 5.66                             |
|                                     | Loan received                                                                 | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                                                            | 56.70<br>-                                               | 22.46<br>28.00                   | 74.31<br>65.00                   |
|                                     | Loan repaid                                                                   | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                                                            | 56.70<br>-                                               | 52.46<br>93.00                   | 44.31<br>-                       |
|                                     | Loan given                                                                    | Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Limited<br>Shogun Lifesciences Private Limited                                                     | 200.00<br>180.00<br>30.00                                | 72.00<br>245.00<br>70.00         | -<br>-<br>53.88                  |
|                                     | Loan received back                                                            | Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Limited<br>Shogun Lifesciences Private Limited*                                                    | 72.00<br>90.00<br>27.20                                  | -<br>135.00<br>0.00              | 40.00<br>22.50<br>5.00           |
|                                     | Other borrowing costs                                                         | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Limited<br>Briar Chemicals Limited                              | 2.19<br>2.02<br>2.01<br>0.20                             | 1.33<br>1.33<br>1.33<br>-        | 0.67<br>0.67<br>0.67<br>-        |
|                                     | Corporate guarantee income                                                    | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Limited                                                         | 4.15<br>1.00<br>0.57                                     | 0.67<br>1.00<br>0.57             | 0.50<br>0.50<br>0.28             |
|                                     | Corporate guarantee given                                                     | Safex Chemicals (India) Limited                                                                                                                            | 3,550.00                                                 | -                                | 150.00                           |
|                                     | Corporate guarantee released                                                  | Safex Chemicals (India) Limited                                                                                                                            | -                                                        | 100.00                           | -                                |
|                                     | Corporate guarantee received                                                  | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Limited<br>Safex Holdings UK Limited<br>Briar Chemicals Limited | 1,200.00<br>1,200.00<br>1,200.00<br>1,000.00<br>1,000.00 | -<br>-<br>-<br>-<br>-            | -<br>-<br>-<br>-<br>-            |
|                                     | Interest income under the effective interest method on intercorporate loans   | Indo Swiss Chemicals Limited<br>Smith N Smith Chemicals Limited<br>Shogun Lifesciences Private Limited                                                     | 3.34<br>14.47<br>14.16                                   | 0.04<br>10.91<br>9.28            | 0.28<br>2.51<br>5.86             |
|                                     | Interest income on 10% optionally convertible debentures                      | Shogun Lifesciences Private Limited                                                                                                                        | -                                                        | 0.86                             | 16.50                            |
|                                     | Interest expense under the effective interest method on intercorporate loans  | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited                                                                                            | 0.33<br>-                                                | 0.24<br>2.34                     | 1.43<br>3.23                     |
|                                     | Receipt of 10% optionally convertible debentures (including accrued interest) | Shogun Lifesciences Private Limited                                                                                                                        | -                                                        | 179.85                           | -                                |
|                                     | Investment in equity shares                                                   | Safex Holdings UK Limited <sup>9</sup>                                                                                                                     | 1,001.13                                                 | -                                | -                                |
| Agcare Technologies Private Limited | Sale of services                                                              | Safex Chemicals (India) Limited                                                                                                                            | 22.50                                                    | 14.30                            | 7.20                             |
|                                     | Rent expense                                                                  | Safex Chemicals (India) Limited                                                                                                                            | 0.18                                                     | 0.18                             | 0.18                             |
|                                     | Loan received                                                                 | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited*                                                                                           | 22.70<br>-                                               | 14.54<br>0.00                    | 18.94<br>0.02                    |
|                                     | Loan repaid                                                                   | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited*                                                                                           | 5.40<br>-                                                | 14.15<br>0.00                    | 1.84<br>0.02                     |
|                                     | Interest expense on loan                                                      | Safex Chemicals (India) Limited<br>Indo Swiss Chemicals Limited*                                                                                           | 2.69<br>-                                                | 1.83<br>-                        | 0.82<br>0.00                     |
|                                     | Service Charge                                                                | Safex Chemicals (India) Limited                                                                                                                            | 0.21                                                     | 0.18                             | 0.14                             |
| Safex Holdings UK Limited           | Loan received                                                                 | Safex Chemicals (India) Limited                                                                                                                            | 268.40                                                   | 1,124.14                         | 795.01                           |
|                                     | Loan repaid                                                                   | Safex Chemicals (India) Limited                                                                                                                            | -                                                        | -                                | 183.81                           |
|                                     | Loan Given                                                                    | Briar Chemicals Limited                                                                                                                                    | -                                                        | 894.99                           | 305.62                           |

| Reporting Entity                       | Nature                                                                      | Transacting Party                                           | For the year ended 31 March 2025 | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|----------------------------------------|-----------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------|----------------------------------|----------------------------------|
|                                        | Loan Received back                                                          | Briar Chemicals Limited                                     | -                                | 477.08                           | -                                |
|                                        | Interest income under the effective interest method on intercorporate loans | Briar Chemicals Limited                                     | 63.59                            | 74.27                            | 9.14                             |
|                                        | Interest expense on loan                                                    | Safex Chemicals (India) Limited                             | 162.87                           | 117.50                           | 26.80                            |
|                                        | Corporate Guarantee expense                                                 | Safex Chemicals (India) Limited                             | 5.14                             | 8.50                             | 4.00                             |
|                                        | Issue of equity share capital                                               | Safex Chemicals (India) Limited<br>Shogun Organics Limited  | 2,183.01<br>1,001.13             | -<br>-                           | 3,233.91<br>-                    |
|                                        | Corporate guarantee received                                                | Safex Chemicals (India) Limited^                            | -                                | 368.53                           | 4,482.40                         |
|                                        | Corporate guarantee Given                                                   | Safex Chemicals (India) Limited<br>Shogun Organics Limited  | 2,200.00<br>1,000.00             | -<br>-                           | -<br>-                           |
|                                        | Corporate guarantee released (Received)                                     | Safex Chemicals (India) Limited^                            | 3,727.94                         |                                  |                                  |
| Briar Chemicals Limited                | Corporate Guarantee expense                                                 | Safex Chemicals (India) Limited<br>Shogun Organics Limited  | 0.64<br>0.20                     | 0.31<br>-                        | -<br>-                           |
|                                        | Corporate guarantee income                                                  | Safex Chemicals (India) Limited                             | 0.91                             | -                                | -                                |
|                                        | Corporate guarantee received                                                | Safex Chemicals (India) Limited^                            | 44.93                            | 868.67                           | -                                |
|                                        | Loan received                                                               | Safex Holdings UK Limited                                   | -                                | 894.99                           | 305.62                           |
|                                        | Loan Repaid                                                                 | Safex Holdings UK Limited                                   | -                                | 477.08                           | -                                |
|                                        | Interest expense on loan                                                    | Safex Holdings UK Limited                                   | 63.59                            | 74.27                            | 9.14                             |
|                                        | Corporate guarantee Given                                                   | Safex Chemicals (India) Limited^<br>Shogun Organics Limited | 2,200.00<br>1,000.00             | -<br>-                           | -<br>-                           |
| Safex Chemicals Australia Pty. Limited | Investment in equity shares                                                 | Safex Chemicals (India) Limited                             | 2.80                             | -                                | -                                |

B. Balances outstanding at the year end

| Reporting Entity                | Nature                                | Transacting Party                       | As at 31 March 2025 | As at 31 March 2024 | As at 31 March 2023 |
|---------------------------------|---------------------------------------|-----------------------------------------|---------------------|---------------------|---------------------|
| Safex Chemicals (India) Limited |                                       | Indo Swiss Chemicals Limited            | 67.24               | 216.36              | 134.81              |
|                                 |                                       | Smith N Smith Chemicals Limited         | 51.93               | 144.85              | 195.52              |
|                                 | Trade receivables                     | Shogun Organics Limited                 | 392.85              | 78.27               | 303.32              |
|                                 |                                       | Him Bio Agro                            | -                   | 5.09                | -                   |
|                                 |                                       | JayCee Lifesciences                     | 40.32               | 211.87              | 85.41               |
|                                 |                                       | Shogun Lifesciences Private Limited     | 34.14               | 8.92                | -                   |
|                                 | Trade payables                        | Agcare Technologies Private Limited     | 1.15                | -                   | 7.31                |
|                                 |                                       | Him Bio Agro                            | 25.28               | -                   | 9.55                |
|                                 |                                       | Shogun Lifesciences Private Limited     | -                   | -                   | 14.31               |
|                                 | Advance to suppliers                  | Agcare Technologies Private Limited     | -                   | 2.27                | -                   |
|                                 |                                       | Smith N Smith Chemicals Limited         | 30.00               | 110.08              | -                   |
|                                 |                                       | Shogun Organics Limited                 | -                   | -                   | 30.24               |
|                                 | Loan / other receivable               | Shogun Lifesciences Private Limited     | 36.00               | -                   | 48.25               |
|                                 |                                       | Agcare Technologies Private Limited     | 35.90               | 18.73               | 18.22               |
|                                 |                                       | Safex Holdings UK Limited               | 2,294.56            | 1,854.38            | 638.00              |
|                                 |                                       | Indo Swiss Chemicals Limited            | 4.85                | 6.98                | 4.57                |
|                                 | Corporate guarantee expense payable   | Smith N Smith Chemicals Limited         | 4.84                | 6.98                | 4.57                |
|                                 |                                       | Shogun Organics Limited                 | 4.89                | 0.79                | 0.84                |
|                                 |                                       | Shogun Lifesciences Private Limited     | 3.98                | 1.86                | 0.54                |
|                                 |                                       | Briar Chemicals Limited                 | 0.58                | -                   | -                   |
|                                 |                                       | Indo Swiss Chemicals Limited            | 4.13                | 4.13                | 3.44                |
|                                 |                                       | Smith N Smith Chemicals Limited         | 3.50                | 3.67                | 2.73                |
|                                 |                                       | Shogun Organics Limited                 | 2.58                | 1.57                | 1.45                |
|                                 | Corporate guarantee income receivable | Shogun Lifesciences Private Limited     | 1.18                | 1.18                | -                   |
|                                 |                                       | Him Bio Agro                            | 0.12                | 0.12                | 0.11                |
|                                 |                                       | JayCee Lifesciences                     | 4.43                | 4.03                | 1.84                |
|                                 |                                       | Safex Holdings UK Limited               | 5.14                | 8.50                | 4.00                |
|                                 |                                       | Briar Chemicals Limited                 | 0.64                | 0.31                | -                   |
|                                 |                                       | Indo Swiss Chemicals Limited            | 12.83               | 12.83               | 12.83               |
|                                 |                                       | Smith N Smith Chemicals Limited         | 3.50                | 3.50                | 3.50                |
|                                 |                                       | Shogun Organics Limited                 | 1,081.04            | 1,081.04            | 1,081.04            |
|                                 | Investment in subsidiaries            | Shogun Lifesciences Private Limited     | 4.00                | 4.00                | 4.00                |
|                                 |                                       | Agcare Technologies Private Limited     | 0.10                | 0.10                | 0.10                |
|                                 |                                       | Him Bio Agro                            | 28.39               | 28.39               | 28.39               |
|                                 |                                       | JayCee Lifesciences                     | 20.00               | 20.00               | 20.00               |
|                                 |                                       | Safex Holdings UK Limited #             | 5,416.92            | 3,233.91            | 3,233.91            |
|                                 |                                       | Safex Australia Pty. Limited, Australia | 2.80                | -                   | -                   |
|                                 |                                       | Indo Swiss Chemicals Limited            | 12.83               | 12.83               | 12.83               |
|                                 |                                       | Smith N Smith Chemicals Limited         | 3.50                | 3.50                | 3.50                |
|                                 |                                       | Shogun Organics Limited                 | 1,081.04            | 1,081.04            | 1,081.04            |
|                                 |                                       | Shogun Lifesciences Private Limited     | 4.00                | 4.00                | 4.00                |
|                                 |                                       | Agcare Technologies Private Limited     | 0.10                | 0.10                | 0.10                |
|                                 |                                       | Him Bio Agro                            | 28.39               | 28.39               | 28.39               |
|                                 |                                       | JayCee Lifesciences                     | 20.00               | 20.00               | 20.00               |
|                                 |                                       | Safex Holdings UK Limited #             | 5,416.92            | 3,233.91            | 3,233.91            |
|                                 |                                       | Safex Australia Pty. Limited, Australia | 2.80                | -                   | -                   |
|                                 | Receivable from partnership firms     | Him Bio Agro                            | 51.89               | 48.92               | 22.96               |
|                                 |                                       | JayCee Lifesciences                     | 292.44              | 374.89              | 245.01              |

| Reporting Entity                | Nature                                | Transacting Party                   | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|---------------------------------|---------------------------------------|-------------------------------------|------------------------|------------------------|------------------------|
|                                 | Corporate guarantee given             | Indo Swiss Chemicals Limited        | 550.00                 | 550.00                 | 350.00                 |
|                                 |                                       | Smith N Smith Chemicals Limited     | 410.00                 | 424.00                 | 254.00                 |
|                                 |                                       | Shogun Organics Limited             | 1,600.00               | 400.00                 | 400.00                 |
|                                 |                                       | Shogun Lifesciences Private Limited | 100.00                 | 100.00                 | -                      |
|                                 |                                       | Him Bio Agro                        | 20.00                  | 20.00                  | 20.00                  |
|                                 |                                       | JayCee Lifesciences                 | 750.00                 | 683.58                 | 383.58                 |
|                                 |                                       | Safex Holdings UK Limited           | 1,273.50               | 5,001.44               | 4,482.40               |
|                                 |                                       | Briar Chemicals Limited             | 913.60                 | 868.67                 | -                      |
|                                 | Corporate guarantee received          | Indo Swiss Chemicals Limited        | 3,750.00               | 1,250.00               | 800.00                 |
|                                 |                                       | Smith N Smith Chemicals Limited     | 3,750.00               | 1,250.00               | 800.00                 |
|                                 |                                       | Shogun Organics Limited             | 3,750.00               | 200.00                 | 300.00                 |
|                                 |                                       | Shogun Lifesciences Private Limited | 1,350.00               | 158.02                 | 158.02                 |
|                                 |                                       | Safex Holdings UK Limited           | 2,200.00               | -                      | -                      |
|                                 |                                       | Briar Chemicals Limited             | 2,200.00               | -                      | -                      |
| Indo Swiss Chemicals Limited    | Trade payable                         | Safex Chemicals (India) Limited     | 67.24                  | 216.36                 | 134.81                 |
|                                 |                                       | Smith n Smith Chemicals Limited     | 1.91                   | 3.54                   | 3.60                   |
|                                 |                                       | Shogun Lifesciences Private Limited | 1.27                   | 8.10                   | 2.65                   |
|                                 |                                       | Him Bio Agro                        | 14.79                  | -                      | 8.10                   |
|                                 |                                       | JayCee Lifesciences                 | 401.02                 | 437.63                 | 297.20                 |
|                                 |                                       |                                     |                        |                        |                        |
|                                 | Corporate guarantee expense payable   | Safex Chemicals (India) Limited     | 4.13                   | 4.13                   | 3.44                   |
|                                 |                                       | Smith n Smith Chemicals Limited     | 1.18                   | 1.18                   | 1.84                   |
|                                 |                                       | Shogun Organics Limited             | 1.18                   | 1.18                   | 1.09                   |
|                                 | Corporate guarantee income receivable | Safex Chemicals (India) Limited     | 4.85                   | 6.98                   | 4.57                   |
|                                 |                                       | Smith n Smith Chemicals Limited     | 0.67                   | 0.67                   | 1.04                   |
|                                 |                                       | Shogun Organics Limited             | 2.38                   | 1.57                   | 1.45                   |
|                                 |                                       | Him Bio Agro                        | 0.12                   | 0.12                   | 0.11                   |
|                                 |                                       | JayCee Lifesciences                 | 4.43                   | 4.03                   | 1.84                   |
|                                 |                                       |                                     |                        |                        |                        |
|                                 | Corporate guarantee given             | Safex Chemicals (India) Limited     | 3,750.00               | 1,250.00               | 800.00                 |
|                                 |                                       | Smith n Smith Chemicals Limited     | 170.00                 | 170.00                 | 170.00                 |
|                                 |                                       | Shogun Organics Limited             | 1,600.00               | 400.00                 | 400.00                 |
|                                 |                                       | Him Bio Agro                        | 20.00                  | 20.00                  | 20.00                  |
|                                 |                                       | JayCee Lifesciences                 | 750.00                 | 683.58                 | 383.58                 |
|                                 | Corporate guarantee received          | Safex Chemicals (India) Limited     | 550.00                 | 550.00                 | 350.00                 |
|                                 |                                       | Smith n Smith Chemicals Limited     | 300.00                 | 300.00                 | 300.00                 |
|                                 |                                       | Shogun Organics Limited             | 300.00                 | 300.00                 | 300.00                 |
|                                 | Loan payable                          | Shogun Organics Limited             | 200.00                 | 72.03                  | -                      |
|                                 | Loan receivable                       | Shogun Organics Limited             | -                      | 0.21                   | 65.42                  |
|                                 |                                       | Shogun Lifesciences Private Limited | 145.00                 | 100.76                 | -                      |
|                                 | Trade receivable                      | Shogun Organics Limited             | -                      | -                      | 0.03                   |
|                                 |                                       | Him Bio Agro                        | -                      | 0.53                   | -                      |
|                                 | Issue of Equity share capital         | Safex Chemicals (India) Limited     | 12.83                  | 12.83                  | 12.83                  |
|                                 | Investment in partnership firm        | Him Bio Agro                        | 17.28                  | 15.89                  | 13.65                  |
|                                 |                                       | JayCee Lifesciences                 | 38.93                  | 23.37                  | 12.70                  |
| Smith N Smith Chemicals Limited | Trade payable                         | Safex Chemicals (India) Limited     | 51.93                  | 144.85                 | 195.52                 |
|                                 |                                       | Shogun Lifesciences Private Limited | -                      | 6.21                   | -                      |
|                                 |                                       | Him Bio Agro                        | 9.07                   | 11.18                  | 2.87                   |
|                                 |                                       | JayCee Lifesciences                 | 320.58                 | 268.91                 | 238.55                 |
|                                 | Trade receivable                      | Indo Swiss Chemicals Limited        | 1.91                   | 3.54                   | 3.60                   |
|                                 |                                       | Shogun Organics Limited             | -                      | -                      | 0.35                   |
|                                 |                                       | Shogun Lifesciences Private Limited | 6.64                   | -                      | -                      |
|                                 | Advance to supplier                   | Shogun Lifesciences Private Limited | -                      | -                      | 0.59                   |
|                                 | Loan payable                          | Safex Chemicals (India) Limited     | 30.00                  | 110.08                 | -                      |
|                                 |                                       | Shogun Organics Limited             | 222.50                 | 133.10                 | 22.65                  |
|                                 | Loan receivable                       | Shogun Lifesciences Private Limited | 85.00                  | 85.65                  | -                      |
|                                 | Corporate guarantee expense payable   | Safex Chemicals (India) Limited     | 3.50                   | 3.67                   | 2.73                   |
|                                 |                                       | Indo Swiss Chemicals Limited        | 0.67                   | 0.67                   | 1.04                   |
|                                 |                                       | Shogun Organics Limited             | 0.67                   | 0.67                   | 0.90                   |
|                                 | Corporate guarantee income receivable | Safex Chemicals (India) Limited     | 4.84                   | 6.98                   | 4.57                   |
|                                 |                                       | Indo Swiss Chemicals Limited        | 1.18                   | 1.18                   | 1.84                   |
|                                 |                                       | Shogun Organics Limited             | 2.37                   | 1.57                   | 1.45                   |
|                                 | Corporate guarantee given             | Safex Chemicals (India) Limited     | 3,750.00               | 1,250.00               | 800.00                 |
|                                 |                                       | Indo Swiss Chemicals Limited        | 300.00                 | 300.00                 | 300.00                 |
|                                 |                                       | Shogun Organics Limited             | 1,600.00               | 400.00                 | 400.00                 |
|                                 | Corporate guarantee received          | Safex Chemicals (India) Limited     | 410.00                 | 424.00                 | 254.00                 |
|                                 |                                       | Indo Swiss Chemicals Limited        | 170.00                 | 170.00                 | 170.00                 |
|                                 |                                       | Shogun Organics Limited             | 170.00                 | 170.00                 | 170.00                 |
|                                 | Issue of Equity share capital         | Safex Chemicals (India) Limited     | 3.50                   | 3.50                   | 3.50                   |



| Reporting Entity                           | Nature                                                               | Transacting Party               | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------------|----------------------------------------------------------------------|---------------------------------|------------------------|------------------------|------------------------|
| Him Bio Agro                               | Trade receivable                                                     | Safex Chemicals (India) Ltd.    | 25.28                  | -                      | 9.56                   |
|                                            |                                                                      | Indo Swiss chemicals Ltd        | 14.79                  | -                      | 8.10                   |
|                                            |                                                                      | Smith N Smith Chemicals Ltd.    | 9.07                   | 11.18                  | 2.87                   |
|                                            | Advance to Vendor                                                    | Shogun Organics Ltd             | 0.34                   | -                      | -                      |
|                                            | Trade payable                                                        | Safex Chemicals (India) Ltd.    | -                      | 5.09                   | -                      |
|                                            |                                                                      | Indo Swiss chemicals Ltd        | -                      | 0.53                   | -                      |
|                                            |                                                                      | Shogun Organics Ltd             | -                      | 2.20                   | 13.75                  |
|                                            |                                                                      | JayCee Lifesciences             | 0.02                   | 0.02                   | 0.02                   |
|                                            | Corporate guarantee expense payable                                  | Safex Chemicals (India) Ltd.    | 0.12                   | 0.12                   | 0.11                   |
|                                            |                                                                      | Indo Swiss chemicals Ltd        | 0.12                   | 0.12                   | 0.11                   |
|                                            | Corporate guarantee received                                         | Safex Chemicals (India) Ltd.    | 20.00                  | 20.00                  | 20.00                  |
|                                            |                                                                      | Indo Swiss chemicals Ltd        | 20.00                  | 20.00                  | 20.00                  |
|                                            | Partner capital                                                      | Safex Chemicals (India) Ltd.    | 80.29                  | 77.31                  | 51.35                  |
|                                            |                                                                      | Indo Swiss chemicals Ltd        | 17.28                  | 15.89                  | 13.65                  |
| M/S JayCee Lifesciences (Partnership Firm) | Trade receivable                                                     | Indo Swiss chemicals Ltd.       | 401.02                 | 437.63                 | 297.20                 |
|                                            |                                                                      | Smith N Smith Chemicals Ltd.    | 320.58                 | 268.91                 | 238.55                 |
|                                            |                                                                      | Him Bio Agro                    | 0.02                   | 0.02                   | 0.02                   |
|                                            |                                                                      | Shogun Lifescience Pvt. Ltd.    | 13.44                  | 13.46                  | -                      |
|                                            | Trade payable                                                        | Safex Chemicals (India) Ltd.    | 40.32                  | 211.87                 | 85.41                  |
|                                            |                                                                      | Indo Swiss chemicals Ltd.       | -                      | -                      | -                      |
|                                            |                                                                      | Shogun Organics Ltd             | 9.00                   | -                      | -                      |
|                                            | Corporate guarantee expense payable                                  | Safex Chemicals (India) Ltd.    | 4.43                   | 4.03                   | 1.84                   |
|                                            |                                                                      | Indo Swiss chemicals Ltd.       | 4.43                   | 4.03                   | 1.84                   |
|                                            | Corporate guarantee receivable                                       | Safex Chemicals (India) Ltd.    | 750.00                 | 683.58                 | 383.58                 |
|                                            |                                                                      | Indo Swiss chemicals Ltd.       | 750.00                 | 683.58                 | 383.58                 |
|                                            | Partner capital                                                      | Safex Chemicals (India) Ltd.    | 312.44                 | 394.89                 | 265.01                 |
|                                            |                                                                      | Indo Swiss chemicals Ltd.       | 38.93                  | 23.37                  | 12.70                  |
| Shogun Lifesciences Private Limited        | Loan payable                                                         | Safex Chemicals (India) Limited | 36.00                  | -                      | 48.25                  |
|                                            |                                                                      | Indo Swiss Chemicals Limited    | 145.00                 | 100.76                 | -                      |
|                                            |                                                                      | Smith N Smith Chemicals Limited | 85.00                  | 85.65                  | -                      |
|                                            |                                                                      | Shogun Organics Limited         | 148.88                 | 147.10                 | 76.57                  |
|                                            | Advance from customer                                                | Safex Chemicals (India) Limited | -                      | -                      | 14.31                  |
|                                            |                                                                      | Smith N Smith Chemicals Limited | -                      | -                      | 0.58                   |
|                                            | Trade receivable                                                     | Indo Swiss Chemicals Limited    | 1.27                   | 8.10                   | 2.65                   |
|                                            |                                                                      | Safex Chemicals (India) Limited | 34.14                  | 8.92                   | -                      |
|                                            |                                                                      | Smith N Smith Chemicals Ltd.    | -                      | 6.21                   | -                      |
|                                            | Trade Payables                                                       | JayCee Lifesciences             | 13.44                  | 13.46                  | -                      |
|                                            |                                                                      | Smith N Smith Chemicals Ltd.    | 6.64                   | -                      | -                      |
|                                            | Optionally convertible debentures ("OCD") including accrued interest | Shogun Organics Limited         | -                      | -                      | 179.85                 |
|                                            | Corporate guarantee given                                            | Safex Chemicals (India) Limited | 1,350.00               | 158.02                 | 158.02                 |
|                                            | Corporate guarantee income receivable                                | Safex Chemicals (India) Limited | 3.98                   | 1.86                   | 0.54                   |
|                                            | Corporate guarantee received                                         | Safex Chemicals (India) Limited | 100.00                 | 100.00                 | -                      |
|                                            | Corporate guarantee commission payable                               | Safex Chemicals (India) Limited | 1.18                   | 1.18                   | -                      |
|                                            | Issue of Equity share capital                                        | Safex Chemicals (India) Limited | 4.00                   | 4.00                   | 4.00                   |
| Shogun Organics Limited                    | Advances from customer                                               | Him Bio Agro                    | 0.34                   | 0.02                   | -                      |
|                                            | Trade payable                                                        | Safex Chemicals (India) Limited | 392.85                 | 78.27                  | 303.32                 |
|                                            |                                                                      | Indo Swiss Chemicals Limited    | -                      | -                      | 0.03                   |
|                                            |                                                                      | Smith n Smith Chemicals Limited | -                      | -                      | 0.35                   |
|                                            | Trade receivables                                                    | Him Bio Agro                    | -                      | 2.20                   | 13.75                  |
|                                            |                                                                      | JayCee Lifesciences             | 9.00                   | -                      | -                      |
|                                            | Corporate guarantee income receivable                                | Safex Chemicals (India) Limited | 4.89                   | 0.79                   | 0.84                   |
|                                            |                                                                      | Indo Swiss Chemicals Limited    | 1.18                   | 1.18                   | 1.09                   |
|                                            |                                                                      | Smith n Smith Chemicals Limited | 0.67                   | 0.67                   | 0.90                   |
|                                            | Corporate guarantee expense payable                                  | Safex Chemicals (India) Limited | 2.58                   | 1.57                   | 1.45                   |
|                                            |                                                                      | Indo Swiss Chemicals Limited    | 2.38                   | 1.57                   | 1.45                   |
|                                            |                                                                      | Smith n Smith Chemicals Limited | 2.37                   | 1.57                   | 1.45                   |
|                                            |                                                                      | Briar Chemicals Limited         | 0.13                   | -                      | -                      |
|                                            | Corporate guarantee given                                            | Safex Chemicals (India) Limited | 3,750.00               | 200.00                 | 300.00                 |
|                                            |                                                                      | Indo Swiss Chemicals Limited    | 300.00                 | 300.00                 | 300.00                 |
|                                            |                                                                      | Smith n Smith Chemicals Limited | 170.00                 | 170.00                 | 170.00                 |

| Reporting Entity                       | Nature                                              | Transacting Party                   | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|----------------------------------------|-----------------------------------------------------|-------------------------------------|------------------------|------------------------|------------------------|
|                                        | Corporate guarantee received                        | Safex Chemicals (India) Limited     | 1,600.00               | 400.00                 | 400.00                 |
|                                        |                                                     | Indo Swiss Chemicals Limited        | 1,600.00               | 400.00                 | 400.00                 |
|                                        |                                                     | Smith n Smith Chemicals Limited     | 1,600.00               | 400.00                 | 400.00                 |
|                                        |                                                     | Safex Holdings UK Limited           | 1,000.00               | -                      | -                      |
|                                        |                                                     | Briar Chemicals Limited             | 1,000.00               | -                      | -                      |
|                                        | Investment in 10% optionally convertible debentures | Shogun Lifesciences Private Limited | -                      | -                      | 179.85                 |
|                                        | Loan payable                                        | Safex Chemicals (India) Limited     | -                      | -                      | 30.24                  |
|                                        |                                                     | Indo Swiss Chemicals Limited        | -                      | 0.21                   | 65.42                  |
|                                        | Loan receivable                                     | Indo Swiss Chemicals Limited        | 200.00                 | 72.03                  | -                      |
|                                        |                                                     | Smith n Smith Chemicals Limited     | 222.50                 | 133.10                 | 22.65                  |
| Shogun Lifesciences Private Limited    |                                                     | 148.88                              | 147.10                 | 76.58                  |                        |
| Issue of Equity share capital          | Safex Chemicals (India) Limited                     | 1,081.04                            | 1,081.04               | 1,081.04               |                        |
| Investment in Equity Share Capital     | Safex Holdings UK Limited <sup>#</sup>              | 1,001.13                            | -                      | -                      |                        |
| Agcare Technologies Private Limited    | Loan payable                                        | Safex Chemicals (India) Limited     | 35.90                  | 18.73                  | 18.22                  |
|                                        | Outstanding from customer                           | Safex Chemicals (India) Limited     | 1.15                   | -                      | 7.31                   |
|                                        | Advance from customer                               | Safex Chemicals (India) Limited     | -                      | 2.27                   | -                      |
|                                        | Issue of Equity share capital                       | Safex Chemicals (India) Limited     | 0.10                   | 0.10                   | 0.10                   |
| Safex Holdings UK Limited              | Loan payable                                        | Safex Chemicals (India) Limited     | 2,294.56               | 1,854.38               | 638.00                 |
|                                        | Loan receivable                                     | Briar Chemicals Limited             | 787.12                 | 797.80                 | 314.76                 |
|                                        | Corporate guarantee expense payable                 | Safex Chemicals (India) Limited     | 5.14                   | 8.50                   | 4.00                   |
|                                        | Issue of Equity share capital                       | Safex Chemicals (India) Limited     | 5,416.92               | 3,233.91               | 3,233.91               |
|                                        |                                                     | Shogun Organics Limited             | 1,001.13               | -                      | -                      |
|                                        | Corporate guarantee received                        | Safex Chemicals (India) Limited^    | 1,273.50               | 5,001.44               | 4,482.40               |
|                                        | Corporate guarantee given                           | Safex Chemicals (India) Limited^    | 2,200.00               | -                      | -                      |
|                                        |                                                     | Shogun Organics Limited             | 1,000.00               | -                      | -                      |
| Briar Chemicals Limited                | Loan payable                                        | Safex Holdings UK Limited           | 787.12                 | 797.80                 | 314.76                 |
|                                        | Corporate guarantee expense payable                 | Safex Chemicals (India) Limited     | 0.64                   | 0.31                   | -                      |
|                                        | Corporate guarantee income receivable               | Safex Chemicals (India) Limited     | 0.58                   | -                      | -                      |
|                                        |                                                     | Shogun Organics Limited             | 0.13                   | -                      | -                      |
|                                        | Corporate guarantee received                        | Safex Chemicals (India) Limited^    | 913.60                 | 868.67                 | -                      |
|                                        | Corporate guarantee given                           | Safex Chemicals (India) Limited^    | 2,200.00               | -                      | -                      |
|                                        |                                                     | Shogun Organics Limited             | 1,000.00               | -                      | -                      |
| Safex Chemicals Australia Pty. Limited | Issue of Equity share capital                       | Safex Chemicals (India) Limited     | 2.80                   | -                      | -                      |

\* Below rounding off norms adopted by the Company.

<sup>#</sup> During the financial year ended 31 March 2025, Safex Chemicals (India) Limited has made the provision for impairment of investment in Safex Holding UK Limited amounting to Rs. 649.19 million (31 March 2024 : Rs. 192.60 million ; 31 March 2023 : Nil) in its standalone financial statement, and subsidiary namely, Shogun Organics Limited has made the provision for impairment of investment in Safex Holding UK Limited amounting to Rs. 185.76 million (31 March 2024 : Nil ; 31 March 2023 : Nil).

<sup>^</sup> Safex Chemicals (India) Limited has given corporate guarantee in foreign currency (GBP).

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

45 Financial instruments

A. Financial instruments by category

As at 31 March 2025

| Particulars                  | Financial assets/<br>liabilities at fair<br>value through<br>profit & loss | Financial assets at<br>fair value through<br>other<br>comprehensive<br>income | Amortised cost | Total carrying<br>value |
|------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------------------|----------------|-------------------------|
| <b>Financial assets</b>      |                                                                            |                                                                               |                |                         |
| Trade receivables            | -                                                                          | -                                                                             | 3,900.11       | 3,900.11                |
| Cash and cash equivalents    | -                                                                          | -                                                                             | 929.75         | 929.75                  |
| Other bank balances          | -                                                                          | -                                                                             | 963.37         | 963.37                  |
| Loans                        | -                                                                          | -                                                                             | 7.25           | 7.25                    |
| Other financial assets       | -                                                                          | -                                                                             | 71.46          | 71.46                   |
| <b>Financial liabilities</b> |                                                                            |                                                                               |                |                         |
| Borrowings                   | -                                                                          | -                                                                             | 8,303.94       | 8,303.94                |
| Lease liabilities            | -                                                                          | -                                                                             | 428.53         | 428.53                  |
| Trade payables               | -                                                                          | -                                                                             | 2,614.87       | 2,614.87                |
| Other financial liabilities  | -                                                                          | -                                                                             | 220.64         | 220.64                  |

As at 31 March 2024

| Particulars                  | Financial assets/<br>liabilities at fair<br>value through<br>profit & loss | Financial assets at<br>fair value through<br>other<br>comprehensive<br>income | Amortised cost | Total carrying<br>value |
|------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------------------|----------------|-------------------------|
| <b>Financial assets</b>      |                                                                            |                                                                               |                |                         |
| Trade receivables            | -                                                                          | -                                                                             | 3,113.69       | 3,113.69                |
| Cash and cash equivalents    | -                                                                          | -                                                                             | 626.81         | 626.81                  |
| Other bank balances          | -                                                                          | -                                                                             | 713.21         | 713.21                  |
| Loans                        | -                                                                          | -                                                                             | 7.40           | 7.40                    |
| Other financial assets       | -                                                                          | -                                                                             | 70.56          | 70.56                   |
| <b>Financial liabilities</b> |                                                                            |                                                                               |                |                         |
| Borrowings                   | -                                                                          | -                                                                             | 6,770.90       | 6,770.90                |
| Lease liabilities            | -                                                                          | -                                                                             | 234.14         | 234.14                  |
| Trade payables               | -                                                                          | -                                                                             | 2,568.58       | 2,568.58                |
| Other financial liabilities  | -                                                                          | 22.17                                                                         | 186.36         | 208.53                  |

As at 31 March 2023

| Particulars                  | Financial assets/<br>liabilities at fair<br>value through<br>profit & loss | Financial assets at<br>fair value through<br>other<br>comprehensive<br>income | Amortised cost | Total carrying<br>value |
|------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------------------|----------------|-------------------------|
| <b>Financial assets</b>      |                                                                            |                                                                               |                |                         |
| Trade receivables            | -                                                                          | -                                                                             | 3,590.18       | 3,590.18                |
| Cash and cash equivalents    | -                                                                          | -                                                                             | 932.36         | 932.36                  |
| Other bank balances          | -                                                                          | -                                                                             | 502.11         | 502.11                  |
| Loans                        | -                                                                          | -                                                                             | 6.78           | 6.78                    |
| Other financial assets       | -                                                                          | -                                                                             | 79.54          | 79.54                   |
| <b>Financial liabilities</b> |                                                                            |                                                                               |                |                         |
| Borrowings                   | -                                                                          | -                                                                             | 6,802.18       | 6,802.18                |
| Lease liabilities            | -                                                                          | -                                                                             | 93.46          | 93.46                   |
| Trade payables               | -                                                                          | -                                                                             | 2,415.58       | 2,415.58                |
| Other financial liabilities  | -                                                                          | 81.48                                                                         | 200.19         | 281.67                  |

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

**B. Fair Value Hierarchy**

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:

- recognised and measured at fair value and
- measured at amortised cost and for which fair values are disclosed in the consolidated financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the Indian Accounting Standard 113 (fair value measurement).

**Level 1** : Level 1 hierarchy includes financial instruments measured using quoted prices.

**Level 2** : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3** : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**(i) Financial assets and liabilities measured at fair value - fair value measurement**

| Particulars                  | As at<br>31 March 2025 | Fair value measurement as at the end of the<br>31 March 2025* |         |         |
|------------------------------|------------------------|---------------------------------------------------------------|---------|---------|
|                              |                        | Level 1                                                       | Level 2 | Level 3 |
| <b>Financial assets</b>      |                        |                                                               |         |         |
| Trade receivables            | 3,900.11               | -                                                             | -       | -       |
| Loans                        | 7.25                   | -                                                             | -       | -       |
| Cash and cash equivalents    | 929.75                 | -                                                             | -       | -       |
| Other bank balances          | 963.37                 | -                                                             | -       | -       |
| Other financial assets       | 71.46                  | -                                                             | -       | -       |
|                              |                        |                                                               |         |         |
| <b>Financial liabilities</b> |                        |                                                               |         |         |
| Borrowings                   | 8,303.94               | -                                                             | -       | -       |
| Trade payables               | 2,614.87               | -                                                             | -       | -       |
| Lease liabilities            | 428.53                 | -                                                             | -       | -       |
| Other financial liabilities  | 220.64                 | -                                                             | -       | -       |

\*There are no transfers between level 1, level 2 and level 3 during the year.

| Particulars                  | As at<br>31 March 2024 | Fair value measurement as at the end of the<br>31 March 2024* |         |         |
|------------------------------|------------------------|---------------------------------------------------------------|---------|---------|
|                              |                        | Level 1                                                       | Level 2 | Level 3 |
| <b>Financial assets</b>      |                        |                                                               |         |         |
| Trade receivables            | 3,113.69               | -                                                             | -       | -       |
| Loans                        | 7.40                   | -                                                             | -       | -       |
| Cash and cash equivalents    | 626.81                 | -                                                             | -       | -       |
| Other bank balances          | 713.21                 | -                                                             | -       | -       |
| Other financial assets       | 70.56                  | -                                                             | -       | -       |
|                              |                        |                                                               |         |         |
| <b>Financial liabilities</b> |                        |                                                               |         |         |
| Borrowings                   | 6,770.90               | -                                                             | -       | -       |
| Trade payables               | 2,568.58               | -                                                             | -       | -       |
| Lease liabilities            | 234.14                 |                                                               |         |         |
| Other financial liabilities  | 208.53                 | -                                                             | 22.17   | -       |

\*There are no transfers between level 1, level 2 and level 3 during the year.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

| Particulars                  | As at<br>31 March 2023 | Fair value measurement as at the end of the<br>31 March 2023* |         |         |
|------------------------------|------------------------|---------------------------------------------------------------|---------|---------|
|                              |                        | Level 1                                                       | Level 2 | Level 3 |
| <b>Financial assets</b>      |                        |                                                               |         |         |
| Trade receivables            | 3,590.18               | -                                                             | -       | -       |
| Loans                        | 6.78                   | -                                                             | -       | -       |
| Cash and cash equivalents    | 932.36                 | -                                                             | -       | -       |
| Other bank balances          | 502.11                 | -                                                             | -       | -       |
| Other financial assets       | 79.54                  | -                                                             | -       | -       |
|                              |                        |                                                               |         |         |
| <b>Financial liabilities</b> |                        |                                                               |         |         |
| Borrowings                   | 6,802.18               | -                                                             | -       | -       |
| Trade payables               | 2,415.58               | -                                                             | -       | -       |
| Lease liabilities            | 93.46                  |                                                               |         |         |
| Other financial liabilities  | 281.67                 | -                                                             | 81.48   | -       |

\*There are no transfers between level 1, level 2 and level 3 during the year.

**Valuation technique and significant unobservable inputs used to determine fair value**

- Fair value of cash and bank balances, trade receivables, short-term borrowings, trade payables, loans, and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- Fair value of non current borrowings are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.

#### 46 Financial risk management

##### Risk management framework

The Holding Company's risk management committee has the overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors have established the processes to ensure that the executive management controls risks through a defined framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Group's activities.

The Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

##### 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 resulting in a financial loss to the Group. Credit risk arises principally from the Group's receivables from customers, loans, advances, security deposits, cash and cash equivalents and bank deposits. The carrying amount of financial assets represents the maximum credit exposure. The Group monitors credit risk very closely. The management's impact analysis shows credit risk and impact assessment as low.

##### Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry in which customers operate.

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes market check, industry feedback, past financial information and external ratings, if they are available. Sale limits are established for each customer and reviewed annually.

The Group establishes an allowance for impairment that represents its allowance for expected credit losses in respect of external trade and other receivables. The management uses a simplified approach for the purpose of computation of allowance for expected credit loss for trade receivables.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Roll rates are calculated separately for exposures in different segments based on the following common credit risk characteristics – age of customer relationship and type of customer (group and non group). Loss rates are based on actual credit loss experience over the past three years.

In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties, past history of collections, etc.

During the year, the Group has made write-offs of trade receivables of Rs. 58.47 million (31 March 2024 : Rs. 38.66 million ; 31 March 2023: Rs. 34.19 million) and it does not expect to receive future cash flows or recoveries from collection of cash flows previously written off. The Group's management pursues all legal option for recovery of dues, wherever necessary, based on its internal assessment.

##### Movement in allowance for expected credit loss

| Particulars                                                     | For the year ended 31 March 2025 | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|-----------------------------------------------------------------|----------------------------------|----------------------------------|----------------------------------|
| <b>Balance at the beginning of the year</b>                     | 134.43                           | 121.89                           | 106.58                           |
| Add: Provided during the year (including bad debts written off) | 73.86                            | 51.20                            | 49.50                            |
| Less: Utilisation during the year                               | (58.47)                          | (38.66)                          | (34.19)                          |
| <b>Balance at the end of the year</b>                           | <b>149.82</b>                    | <b>134.43</b>                    | <b>121.89</b>                    |

The following table gives the age-wise outstanding and allowance for expected credit loss on external trade receivables:

| Particulars                | Gross carrying amount | Weighted-average loss rate | Loss allowance |
|----------------------------|-----------------------|----------------------------|----------------|
| <b>As at 31 March 2025</b> |                       |                            |                |
| Not due                    | 1,439.78              | 0.68%                      | 9.84           |
| 1-90 days                  | 1,192.65              | 1.04%                      | 12.35          |
| 91-180 days                | 1,102.03              | 3.17%                      | 34.98          |
| 181-270 days               | 185.94                | 9.07%                      | 16.87          |
| 271-365 days               | 14.41                 | 20.24%                     | 2.92           |
| 366-455 days               | 23.27                 | 32.79%                     | 7.63           |
| 456-545 days               | 34.06                 | 41.27%                     | 14.06          |
| 546-635 days               | 8.69                  | 48.04%                     | 4.17           |
| 636-730 days               | 4.36                  | 52.31%                     | 2.28           |
| more than 730 days         | 44.74                 | 99.96%                     | 44.72          |
| <b>Total</b>               | <b>4,049.93</b>       |                            | <b>149.82</b>  |

| Particulars                | Gross carrying amount | Weighted-average loss rate | Loss allowance |
|----------------------------|-----------------------|----------------------------|----------------|
| <b>As at 31 March 2024</b> |                       |                            |                |
| Not due                    | 1,247.62              | 0.69%                      | 8.64           |
| 1-90 days                  | 908.81                | 1.34%                      | 12.22          |
| 91-180 days                | 844.38                | 3.32%                      | 28.05          |
| 181-270 days               | 110.08                | 9.32%                      | 10.26          |
| 271-365 days               | 11.55                 | 19.30%                     | 2.23           |
| 366-455 days               | 21.24                 | 31.42%                     | 6.67           |
| 456-545 days               | 30.04                 | 40.82%                     | 12.26          |
| 546-635 days               | 10.35                 | 46.76%                     | 4.84           |
| 636-730 days               | 7.25                  | 50.51%                     | 3.66           |
| more than 730 days         | 56.80                 | 80.28%                     | 45.60          |
| <b>Total</b>               | <b>3,248.12</b>       |                            | <b>134.43</b>  |

| Particulars                | Gross carrying amount | Weighted-average loss rate | Loss allowance |
|----------------------------|-----------------------|----------------------------|----------------|
| <b>As at 31 March 2023</b> |                       |                            |                |
| Not due                    | 1,780.47              | 0.50%                      | 8.98           |
| 1-90 days                  | 908.95                | 1.26%                      | 11.43          |
| 91-180 days                | 776.77                | 3.17%                      | 24.62          |
| 181-270 days               | 101.08                | 9.23%                      | 9.33           |
| 271-365 days               | 18.98                 | 18.77%                     | 3.56           |
| 366-455 days               | 31.25                 | 31.61%                     | 9.88           |
| 456-545 days               | 38.34                 | 41.21%                     | 15.80          |
| 546-635 days               | 10.96                 | 46.67%                     | 5.11           |
| 636-730 days               | 9.47                  | 53.00%                     | 5.02           |
| more than 730 days         | 35.80                 | 78.66%                     | 28.16          |
| <b>Total</b>               | <b>3,712.07</b>       |                            | <b>121.89</b>  |

#### Financial guarantees

The Holding Company and its subsidiaries provides financial guarantees to banks in respect of credit facilities availed by the group entities from banks to cover the loss on the credit extended to group entities.

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

The Holding Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual entities within the group, and by monitoring exposures in relation to such limits. It is the responsibility of the Board of directors to review and manage credit risk.

The Holding Company has, based on current available information and based on the policy approved by the Board of Directors, calculated impairment loss allowance using the Expected Credit Loss (ECL) model to cover the guarantees provided to banks.

The Group has assessed the credit risk associated with its financial guarantee contracts for allowance for Expected Credit Loss (ECL) as at the respective year end. The Group makes use of various reasonable supportive forward-looking parameters which are both qualitative as well as quantitative while determining the change in credit risk and the probability of default.

- I. Probability of Default (PD): represents the likelihood of default over a defined time horizon. The definition of PD is taken as 90 days past due for all loans.
- II. Exposure at Default (EAD): represents what is the user's likely borrowing at the time of default.
- III. Loss Given Default (LGD): represents expected losses on EAD given the event of default.

Each financial guarantee contract is classified into (a) Stage 1, (b) Stage 2 and (c) Stage 3 (Default or Credit Impaired). Delinquency buckets have been considered as the basis for the staging of all credit exposure under the guarantee contract in the following manner:

| Category | Description                                                                                                                                    | Basis for recognising ECL          |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|
| Stage 1  | The group entity has a low risk of default and does not have any past due amounts                                                              | 12-month ECL                       |
| Stage 2  | Amount is greater than 30 days past due or there has been a significant increase in credit risk since initial recognition                      | Lifetime ECL - not credit impaired |
| Stage 3  | Amount is greater than 90 days past due or there has been significant increase in credit risk since initial recognition and is credit impaired | Lifetime ECL - credit impaired     |

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(All amounts are in Rs. million, unless otherwise stated)

The Group's maximum exposure relating to financial guarantees is Rs. 29,527.10 million (31 March 2024 : Rs. 13,349.29 million ; 31 March 2023 : Rs. 10,091.58 million). In addition to this, the Holding Company has given exclusive charge over properties at Unit No. 409, 4th Floor, Plot no. 5, D-1, 2 & 3, Netaji Subhash place, Delhi-110034 to banks in respect of credit facilities obtained by its subsidiaries, viz. Indo Swiss Chemicals Limited and Smith N Smith Chemicals Limited. In addition to this, Shogun Organics Limited has given exclusive charge over industrial property at - plot No. D18, Kurkumbh, MIDC Area, Kurkumbh , Tal Daund , Dist. Pune, Maharashtra - 413 802 to banks in respect of credit facilities obtained by its fellow subsidiaries, viz. Indo Swiss Chemicals Limited and Smith N Smith Chemicals Limited.

Considering the creditworthiness of entities within the group in respect of which financial guarantees have been given to banks, the management believes that the group entities have a low risk of default and do not have any amounts past due. Accordingly, no allowance for expected credit loss needs to be recognised as at respective year end.

b **Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Group's treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Group's liquidity requirement to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities/ overdraft facilities at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

**Financing arrangement**

The Group had access to the following undrawn borrowing facilities at the end of the reporting year:

| Particulars  | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------|------------------------|------------------------|------------------------|
| From banks   | 2,187.65               | 2,715.33               | 1,344.09               |
| <b>Total</b> | <b>2,187.65</b>        | <b>2,715.33</b>        | <b>1,344.09</b>        |

**Maturity profile of financial liabilities**

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments (excluding transaction cost on borrowings).

| Financial liabilities       | Carrying amount  | Contractual cash flows |                 |                 |                 |                 |
|-----------------------------|------------------|------------------------|-----------------|-----------------|-----------------|-----------------|
|                             |                  | Total                  | 0-1 year        | 1-2 years       | 2-5 years       | Above 5 years   |
| <b>As at 31 March 2025</b>  |                  |                        |                 |                 |                 |                 |
| Lease liabilities           | 428.53           | 5,218.67               | 88.80           | 90.21           | 273.32          | 4,766.34        |
| Borrowings                  | 8,303.94         | 8,332.09               | 4,339.79        | 1,512.55        | 2,479.75        | -               |
| Trade payables              | 2,614.87         | 2,614.87               | 2,614.87        | -               | -               | -               |
| Other financial liabilities | 220.64           | 220.64                 | 220.34          | 0.10            | -               | 0.20            |
| <b>Total</b>                | <b>11,567.98</b> | <b>16,386.27</b>       | <b>7,263.80</b> | <b>1,602.86</b> | <b>2,753.07</b> | <b>4,766.54</b> |

| Financial liabilities       | Carrying amount | Contractual cash flows |                 |                 |                 |                 |
|-----------------------------|-----------------|------------------------|-----------------|-----------------|-----------------|-----------------|
|                             |                 | Total                  | 0-1 year        | 1-2 years       | 2-5 years       | Above 5 years   |
| <b>As at 31 March 2024</b>  |                 |                        |                 |                 |                 |                 |
| Lease liabilities           | 234.14          | 4,979.19               | 36.58           | 35.35           | 109.00          | 4,798.26        |
| Borrowings                  | 6,770.90        | 6,923.47               | 2,234.54        | 1,610.46        | 3,078.47        | -               |
| Trade payables              | 2,568.58        | 2,568.58               | 2,568.58        | -               | -               | -               |
| Other financial liabilities | 208.53          | 208.53                 | 207.77          | 0.36            | -               | 0.40            |
| <b>Total</b>                | <b>9,782.15</b> | <b>14,679.77</b>       | <b>5,047.47</b> | <b>1,646.17</b> | <b>3,187.47</b> | <b>4,798.66</b> |

| Financial liabilities       | Carrying amount | Contractual cash flows |                 |               |               |                 |
|-----------------------------|-----------------|------------------------|-----------------|---------------|---------------|-----------------|
|                             |                 | Total                  | 0-1 year        | 1-2 years     | 2-5 years     | Above 5 years   |
| <b>As at 31 March 2023</b>  |                 |                        |                 |               |               |                 |
| Lease liabilities           | 93.46           | 4,817.11               | 19.41           | 15.52         | 43.77         | 4,738.41        |
| Borrowings                  | 6,802.18        | 7,092.37               | 2,643.63        | 907.58        | 467.66        | 3,073.50        |
| Trade payables              | 2,415.58        | 2,537.32               | 2,537.29        | 0.03          | -             | -               |
| Other financial liabilities | 281.67          | 281.67                 | 280.24          | 0.67          | 0.36          | 0.40            |
| <b>Total</b>                | <b>9,592.89</b> | <b>14,728.47</b>       | <b>5,480.57</b> | <b>923.80</b> | <b>511.79</b> | <b>7,812.31</b> |



**Corporate guarantee given by the entities in the group to banks in respect of credit facilities availed:**

| Particulars                           | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|---------------------------------------|------------------------|------------------------|------------------------|
| - Safex Chemicals (India) Limited     | 5,617.09               | 8,047.69               | 5,889.98               |
| - Indo Swiss Chemicals Limited        | 6,290.00               | 2,523.58               | 1,773.58               |
| - Smith N Smith Chemicals Limited     | 5,650.00               | 1,950.00               | 1,500.00               |
| - Shogun Organics Limited             | 4,220.00               | 670.00                 | 770.00                 |
| - Shogun Lifesciences Private Limited | 1,350.00               | 158.02                 | 158.02                 |
| - Him Bio Agro                        | -                      | -                      | -                      |
| - JayCee Lifesciences                 | -                      | -                      | -                      |
| - Safex Holdings UK Limited*          | 3,200.00               | -                      | -                      |
| - Briar Chemicals Limited**           | 3,200.00               | -                      | -                      |
| <b>Total</b>                          | <b>29,527.10</b>       | <b>13,349.29</b>       | <b>10,091.58</b>       |

\* Corporate guarantee given by Safex Holdings UK Limited as at 31 March 2025 : GBP 11.50 million (31 March 2024 : GBP 47.50 million ; 31 March 2023 : GBP 44.00 million).

\*\* Corporate guarantee given by Briar Chemicals Limited as at 31 March 2025 : GBP 8.25 million (31 March 2024 : GBP 8.25 million ; 31 March 2023 : Nil).

**c Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include trade payables, trade receivables, borrowings, etc. The Group monitors the margins basis which prices are revised as and when considered necessary.

**(i) Foreign currency risk**

The Group is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency (Rs.). The risk is measured through a forecast of highly probable foreign currency cash flows.

The summary of quantitative data about the Group's exposure (Unhedged) to currency risk as reported to the management of the Group is as follows :

| (a) Particulars of unhedged foreign currency exposure as at the reporting date | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| Trade payables (Rs. In million) *                                              | 532.78                 | 237.31                 | 255.32                 |
| Trade payables (USD in million)                                                | 6.23                   | 1.33                   | 3.09                   |
| Trade payables (GBP in million)                                                | -                      | 1.52                   | 0.01                   |
| Trade receivables (Rs. In million) *                                           | 25.39                  | 13.38                  | 3.96                   |
| Trade receivables (USD in million)                                             | 0.30                   | 0.16                   | 0.05                   |
| Borrowing from a bank (Rs. In million)                                         | 346.04                 | 459.55                 | 502.66                 |
| Borrowing from a bank (GBP In million) including interest                      | 3.12                   | 4.65                   | 4.93                   |

\* Represents value in Indian currency against balance outstanding in foreign currency.

**(b) The following significant exchange rates have been applied**

| Particulars | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|-------------|------------------------|------------------------|------------------------|
| INR / USD   | 85.58                  | 83.37                  | 82.18                  |
| INR / GBP   | 110.74                 | 105.29                 | 101.87                 |

**(c) Sensitivity analysis**

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

| Particulars | %  | Year                | Profit/ (loss) |          | Equity (net of tax) |          |
|-------------|----|---------------------|----------------|----------|---------------------|----------|
|             |    |                     | Increase       | Decrease | Increase            | Decrease |
| USD         | 3% | As at 31 March 2025 | (10.15)        | 10.15    | (7.59)              | 7.59     |
| GBP         | 5% | As at 31 March 2025 | (10.38)        | 10.38    | (7.77)              | 7.77     |
| USD         | 9% | As at 31 March 2024 | (1.94)         | 1.94     | (1.46)              | 1.46     |
| GBP         | 2% | As at 31 March 2024 | (19.48)        | 19.48    | (14.58)             | 14.58    |
| USD         | 9% | As at 31 March 2023 | (21.00)        | 21.00    | (15.71)             | 15.71    |
| GBP         | 2% | As at 31 March 2023 | (22.84)        | 22.84    | (17.09)             | 17.09    |

(ii) **Interest rate risk**

Interest rate risk is the risk that future cash flows of financial instruments will fluctuate because of change in market interest risks. The interest rate profile of the Holding Company and a Subsidiary Company namely Shogun Organics Limited interest bearing financial instruments is as follows:

| Particulars                                                                           | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|---------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| - Term loan from Standard Chartered Bank                                              | 3,956.91               | 150.00                 | 200.00                 |
| - Cash Credit Facility from Standard Chartered Bank                                   | 88.17                  | -                      | 42.53                  |
| - External commercial borrowing from Hongkong and Shanghai Banking Corporation (HSBC) | 346.04                 | 459.55                 | 502.66                 |
| <b>Total</b>                                                                          | <b>4,391.12</b>        | <b>609.55</b>          | <b>745.19</b>          |

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Holding Company and a Subsidiary Company namely Shogun Organics Limited profit before tax and equity, net of tax is affected through the impact on floating rate borrowings, as follows.

| Particulars         | Increase/ decrease in basis points | Effect on profit<br>before tax | Effect on Equity,<br>net of tax |
|---------------------|------------------------------------|--------------------------------|---------------------------------|
| As at 31 March 2025 | 50 basis points                    | 21.96                          | 16.43                           |
| As at 31 March 2024 | 50 basis points                    | 0.75                           | 0.56                            |
| As at 31 March 2023 | 50 basis points                    | 1.21                           | 0.91                            |

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(All amounts are in Rs. million, unless otherwise stated)

47 Other statutory information

- i The Group does not have any transactions with companies struck off except as mentioned below:

| Name of struck off company                       | Nature of transactions with struck off company | Balance outstanding as at 31 March 2025 | Balance outstanding as at 31 March 2024 | Balance outstanding as at 31 March 2023 | Relationship with the Struck off company, if any, to be disclosed |
|--------------------------------------------------|------------------------------------------------|-----------------------------------------|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------------|
| Yousufina Crop & Fish Care (OPC) Private Limited | Trade receivable                               | -                                       | 0.01                                    | 0.32                                    | None                                                              |

- ii The Group has not traded or invested in Crypto currency or Virtual Currency during the year.
- iii The Group does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- iv The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- v The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- vi The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:  
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or  
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vii The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:  
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or  
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- viii The title deeds/legal ownership of immovable properties including the leased properties as disclosed in the consolidated financial statements are held in the name of the Group.
- ix No entity in the group has been declared a wilful defaulter by any bank or financial institution or government or government authority.
- x The Holding Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

- 48 The Chief Financial Officer (CFO) of the Holding Company resigned with effect from 31 March 2025. In accordance with Section 203(4) of the Companies Act, 2013, the resultant vacancy is required to be filled by the Holding Company within six months.

The Nomination and Remuneration Committee (NRC) of the Holding Company, at its meeting held on 23 May 2025, has recommended that Mr. Piyush Jindal, Joint Managing Director, be entrusted with the additional responsibility of Chief Financial Officer on an interim basis, until the appointment of a new CFO is finalised. The Holding Company is in the process of identifying a suitable candidate to fill the vacancy in compliance with applicable regulatory timelines.

49 **Capital management**

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The primary objective of the Group's capital management is to maximize the shareholder value. The Group's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Group's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Group also proposes to maintain an optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies or processes during the year ended 31 March 2025, 31 March 2024 and 31 March 2023.

For the purpose of the Group's capital management, capital includes issued capital, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings less cash and short term deposits. The Group monitors capital using gearing ratio, which is net debt divided by total capital as under:

The Group monitors capital using gearing ratio, which is net debt (total borrowings net of cash and cash equivalents) divided by total equity (as shown in the balance sheet) as under. The gearing ratio is as follows:

| Particulars                                      | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------------------|------------------------|------------------------|------------------------|
| Borrowings (refer note 19 and note 23)           | 8,303.94               | 6,770.90               | 6,802.18               |
| Less : Cash and cash equivalents (refer note 12) | 929.75                 | 626.81                 | 932.36                 |
| <b>Net debt (A)</b>                              | <b>7,374.19</b>        | <b>6,144.09</b>        | <b>5,869.82</b>        |
| Equity share capital (refer note 17)             | 160.59                 | 160.59                 | 160.59                 |
| Other equity (refer note 18)                     | 6,564.71               | 6,578.35               | 6,648.46               |
| <b>Total capital (B)</b>                         | <b>6,725.30</b>        | <b>6,738.94</b>        | <b>6,809.05</b>        |
| <b>Gearing ratio (A/B)</b>                       | <b>1.10</b>            | <b>0.91</b>            | <b>0.86</b>            |

- 50 In case of international transactions, the Group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. For this purpose, the Group has appointed an independent consultant for conducting a transfer pricing study for the assessment year 2025-26. The transfer pricing used by the Group's management is in line with study conducted by the consultant. Hence, the Group's management believes that its international transactions are at arm's length. So, the aforesaid legislation will not have any impact on the restated consolidated financial information, particularly on the amount of tax expense and that of provision for taxation.

In case of domestic transactions, the Group is not required to maintain information and documents as required by the transfer pricing legislation under the Income-tax Act, 1961. However, the Group has appointed an independent consultant for conducting a transfer pricing study for the assessment year 2025-26. The transfer pricing used by the Group's management is in line with study conducted by the consultant. Hence, the Group's management believes that its domestic transactions are also at arm's length.

Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

51 Additional information, as required under schedule III to the companies Act, 2013, of enterprises consolidated as subsidiaries :

| Name of the entity in the Group       | As at 31 March 2025                                |                 |                                     |                 |                                                 |               |                                                 |                |
|---------------------------------------|----------------------------------------------------|-----------------|-------------------------------------|-----------------|-------------------------------------------------|---------------|-------------------------------------------------|----------------|
|                                       | Net Assets i.e. Total Asset less Total Liabilities |                 | Share in Profit/ (Loss)             |                 | Share in Other Comprehensive Income             |               | Share in Total Comprehensive Income             |                |
|                                       | As % of Consolidated Net Assets                    | Amount          | As % of Consolidated Profit/ (Loss) | Amount          | As % of Consolidated Other comprehensive income | Amount        | As % of Consolidated Total comprehensive income | Amount         |
| <b>(a) Holding Company</b>            |                                                    |                 |                                     |                 |                                                 |               |                                                 |                |
| Safex Chemicals (India) Limited       | 108.67%                                            | 7,308.48        | 208.52%                             | 297.90          | -1.29%                                          | (1.66)        | 2171.64%                                        | 296.24         |
| <b>(b) Subsidiary Companies</b>       |                                                    |                 |                                     |                 |                                                 |               |                                                 |                |
| Indo Swiss Chemicals Limited          | 10.75%                                             | 723.16          | 123.84%                             | 176.92          | -1.32%                                          | (1.70)        | 1284.49%                                        | 175.22         |
| Smith N Smith Chemicals Limited       | 5.67%                                              | 381.26          | 76.22%                              | 108.90          | -0.11%                                          | (0.15)        | 797.20%                                         | 108.75         |
| Himbio Agro                           | 1.45%                                              | 97.57           | -3.42%                              | (4.89)          | -0.05%                                          | (0.07)        | -36.36%                                         | (4.96)         |
| JayCee LifeSciences                   | 5.17%                                              | 347.50          | 242.45%                             | 346.37          | -0.08%                                          | (0.10)        | 2538.39%                                        | 346.27         |
| Shogun Lifesciences Private Limited   | -2.27%                                             | (152.94)        | -31.17%                             | (44.53)         | 0.03%                                           | 0.04          | -326.13%                                        | (44.49)        |
| Shogun Organics Limited               | 15.60%                                             | 1,049.33        | 136.41%                             | 194.88          | -0.31%                                          | (0.41)        | 1425.60%                                        | 194.47         |
| Agcare Technologies Private Limited   | 0.02%                                              | 1.43            | 0.43%                               | 0.62            | 0.04%                                           | 0.05          | 4.89%                                           | 0.67           |
| Safex Holdings UK limited             | 80.15%                                             | 5,390.50        | -683.20%                            | (976.05)        | -19.04%                                         | (24.60)       | -7335.39%                                       | (1,000.65)     |
| Briar Chemicals Limited               | 23.15%                                             | 1,556.75        | -415.80%                            | (594.03)        | -11.59%                                         | (14.97)       | -4464.37%                                       | (609.00)       |
| Safex Chemicals Australia Pty Limited | 0.03%                                              | 1.94            | -0.51%                              | (0.73)          | -0.09%                                          | (0.11)        | -6.16%                                          | (0.84)         |
| Consolidation Adjustments             | -148.39%                                           | (9,979.68)      | 246.23%                             | 351.78          | 133.81%                                         | 172.90        | 3846.20%                                        | 524.68         |
| <b>Total</b>                          | <b>100.00%</b>                                     | <b>6,725.30</b> | <b>100.00%</b>                      | <b>(142.86)</b> | <b>100.00%</b>                                  | <b>129.22</b> | <b>100.00%</b>                                  | <b>(13.64)</b> |

| Name of the entity in the Group     | As at 31 March 2024                                |                 |                              |                 |                                     |               |                                     |                |
|-------------------------------------|----------------------------------------------------|-----------------|------------------------------|-----------------|-------------------------------------|---------------|-------------------------------------|----------------|
|                                     | Net Assets i.e. Total Asset less Total Liabilities |                 | Share in Profit/ (Loss)      |                 | Share in Other Comprehensive Income |               | Share in Total Comprehensive Income |                |
|                                     | As % of Consolidated                               | Amount          | As % of Consolidated Profit/ | Amount          | As % of Consolidated                | Amount        | As % of Consolidated Total          | Amount         |
| <b>(a) Holding Company</b>          |                                                    |                 |                              |                 |                                     |               |                                     |                |
| Safex Chemicals (India) Limited     | 104.06%                                            | 7,012.23        | 225.24%                      | 513.28          | 0.04%                               | 0.06          | 732.17%                             | 513.34         |
| <b>(b) Subsidiary Companies</b>     |                                                    |                 |                              |                 |                                     |               |                                     |                |
| Indo Swiss Chemicals Limited        | 8.13%                                              | 547.94          | 64.71%                       | 147.47          | 0.14%                               | 0.22          | 210.65%                             | 147.69         |
| Smith N Smith Chemicals Limited     | 4.04%                                              | 272.53          | 19.11%                       | 43.56           | -0.05%                              | (0.08)        | 62.01%                              | 43.48          |
| Himbio Agro                         | 1.38%                                              | 93.20           | 9.54%                        | 21.75           | -0.03%                              | (0.05)        | 30.95%                              | 21.70          |
| JayCee LifeSciences                 | 5.91%                                              | 398.57          | 102.70%                      | 234.02          | 0.05%                               | 0.08          | 333.89%                             | 234.10         |
| Shogun Lifesciences Private Limited | -1.61%                                             | (108.45)        | -16.24%                      | (37.01)         | -0.02%                              | (0.03)        | -52.83%                             | (37.04)        |
| Shogun Organics Limited             | 12.69%                                             | 854.85          | 35.98%                       | 81.98           | 0.22%                               | 0.35          | 117.43%                             | 82.33          |
| Agcare Technologies Private Limited | 0.01%                                              | 0.76            | 0.27%                        | 0.61            | 0.01%                               | 0.01          | 0.88%                               | 0.62           |
| Safex Holdings UK limited           | 45.13%                                             | 3,041.31        | -138.67%                     | (316.01)        | -3.31%                              | (5.22)        | -458.16%                            | (321.23)       |
| Briar Chemicals Limited             | 30.56%                                             | 2,059.26        | -247.91%                     | (564.94)        | -5.91%                              | (9.33)        | -819.07%                            | (574.27)       |
| Consolidation Adjustments           | -110.30%                                           | (7,433.26)      | -154.73%                     | (352.59)        | 108.86%                             | 171.76        | -257.92%                            | (180.83)       |
| <b>Total</b>                        | <b>100.00%</b>                                     | <b>6,738.94</b> | <b>100.00%</b>               | <b>(227.88)</b> | <b>100.00%</b>                      | <b>157.77</b> | <b>100.00%</b>                      | <b>(70.11)</b> |

| Name of the entity in the Group     | As at 31 March 2023                                |                 |                              |                |                                     |               |                                     |               |
|-------------------------------------|----------------------------------------------------|-----------------|------------------------------|----------------|-------------------------------------|---------------|-------------------------------------|---------------|
|                                     | Net Assets i.e. Total Asset less Total Liabilities |                 | Share in Profit/ (Loss)      |                | Share in Other Comprehensive Income |               | Share in Total Comprehensive Income |               |
|                                     | As % of Consolidated                               | Amount          | As % of Consolidated Profit/ | Amount         | As % of Consolidated                | Amount        | As % of Consolidated Total          | Amount        |
| <b>(a) Holding Company</b>          |                                                    |                 |                              |                |                                     |               |                                     |               |
| Safex Chemicals (India) Limited     | 95.44%                                             | 6,498.90        | 2273.03%                     | 231.11         | 1.08%                               | 2.73          | 96.32%                              | 233.84        |
| <b>(b) Subsidiary Companies</b>     |                                                    |                 |                              |                |                                     |               |                                     |               |
| Indo Swiss Chemicals Limited        | 5.88%                                              | 400.25          | 848.73%                      | 86.30          | 0.19%                               | 0.47          | 35.74%                              | 86.77         |
| Smith N Smith Chemicals Limited     | 3.36%                                              | 229.05          | 442.30%                      | 44.97          | 0.40%                               | 1.02          | 18.94%                              | 45.99         |
| Himbio Agro                         | 0.95%                                              | 65.01           | 153.80%                      | 15.64          | 0.01%                               | 0.02          | 6.45%                               | 15.66         |
| JayCee LifeSciences                 | 3.80%                                              | 258.88          | 1520.84%                     | 154.63         | 0.01%                               | 0.03          | 63.71%                              | 154.66        |
| Shogun Lifesciences Private Limited | -1.05%                                             | (71.40)         | -403.07%                     | (40.98)        | 0.00%                               | (0.01)        | -16.89%                             | (40.99)       |
| Shogun Organics Limited             | 15.56%                                             | 1,059.76        | 311.18%                      | 31.64          | 0.44%                               | 1.12          | 13.49%                              | 32.76         |
| Agcare Technologies Private Limited | 0.00%                                              | 0.14            | 0.59%                        | 0.06           | 0.00%                               | -             | 0.02%                               | 0.06          |
| Safex Holdings UK limited           | 47.78%                                             | 3,253.29        | -2989.98%                    | (304.01)       | -3.52%                              | (8.92)        | -128.89%                            | (312.93)      |
| Briar Chemicals Limited             | 37.42%                                             | 2,547.97        | 1873.90%                     | 190.53         | 4.11%                               | 10.40         | 82.76%                              | 200.93        |
| Consolidation Adjustments           | -109.16%                                           | (7,432.80)      | -4131.33%                    | (420.06)       | 97.29%                              | 246.09        | -71.65%                             | (173.97)      |
| <b>Total</b>                        | <b>100.00%</b>                                     | <b>6,809.05</b> | <b>-100.00%</b>              | <b>(10.17)</b> | <b>100.00%</b>                      | <b>252.95</b> | <b>100.00%</b>                      | <b>242.78</b> |



Notes to the Restated Consolidated Financial Information

(All amounts are in Rs. million, unless otherwise stated)

52 Business combination

Acquisition of Briar Chemicals Limited

With effect from 10 October 2022, the Group obtained the control of Briar Chemicals Limited engaged in the supplies to the leading global agrochemicals companies with active ingredients and intermediates to support their supply chains. Its core revenue is derived from the manufacture and processing of chemical products used primarily in herbicide applications. Bayer is the largest customer, its other key contract customers include BASF and Gowan, other major agrochemical players such as ADAMA, Nufarm, Globachem etc.

The Group has acquired 100% of the share capital of Briar Chemicals Limited pursuant to the share purchase agreement dated 10 October 2022 for the purchase consideration of Rs. 6,700.09 million. Purchase consideration was discharged in cash payment by the group.

This acquisition would help the group to move from being a formulator to enter into a business involving complex chemistry and having access to global customers and inventors.

Details of the purchase consideration, the net assets acquired and Goodwill/(Capital Reserve) are as follows:

| Particulars           |                                                                  | As at<br>10 October 2022 |
|-----------------------|------------------------------------------------------------------|--------------------------|
| <b>I. ASSETS</b>      |                                                                  |                          |
| (1)                   | <b>Non-current assets</b>                                        |                          |
| (a)                   | Property, plant and equipment                                    | 4,414.00                 |
| (b)                   | Investment Property                                              | 59.91                    |
| (c)                   | CWIP                                                             | 540.35                   |
| (d)                   | Right-of-use asset                                               | 2.09                     |
|                       | <b>Total non-current assets</b>                                  | <b>5,016.35</b>          |
| (2)                   | <b>Current assets</b>                                            |                          |
| (a)                   | Inventories *                                                    | 522.40                   |
| (b)                   | Financial assets                                                 |                          |
|                       | (i) Trade receivables                                            | 672.60                   |
|                       | (ii) Cash and cash equivalents                                   | 375.15                   |
| (c)                   | Other current assets                                             | 41.66                    |
|                       | <b>Total current assets</b>                                      | <b>1,611.81</b>          |
|                       | <b>Total assets (A)</b>                                          | <b>6,628.16</b>          |
| <b>I. LIABILITIES</b> |                                                                  |                          |
| (1)                   | <b>Non-current liabilities</b>                                   |                          |
| (a)                   | Provisions                                                       | 334.14                   |
| (b)                   | Deferred tax liabilities #                                       | 208.65                   |
|                       | <b>Total non-current liabilities</b>                             | <b>542.79</b>            |
| (2)                   | <b>Current liabilities</b>                                       |                          |
| (a)                   | Financial liabilities                                            |                          |
|                       | (i) Trade payables                                               |                          |
|                       | Total outstanding dues to micro and small enterprises            | -                        |
|                       | Total outstanding dues to other than micro and small enterprises | 296.23                   |
| (b)                   | Other current liabilities                                        | 570.91                   |
| (c)                   | Current tax liabilities (net)                                    | 98.94                    |
|                       | <b>Total current liabilities</b>                                 | <b>966.08</b>            |
|                       | <b>Total liabilities (B)</b>                                     | <b>1,508.87</b>          |
|                       | Purchase consideration paid                                      | 6,700.09                 |
|                       | Less: Net assets acquired (A-B)                                  | 5,119.29                 |
|                       | Less: Identified intangible assets                               | 946.13                   |
|                       | Add: Deferred tax on fair valuation ** & #                       | 957.21                   |
|                       | <b>Goodwill (refer note 4G)</b>                                  | <b>1,591.88</b>          |

\* Inventories includes:

| Particulars      | As at<br>10 October 2022 |
|------------------|--------------------------|
| Raw material     | 367.20                   |
| Packing material | 19.18                    |
| Work-in-progress | 132.89                   |
| Finished goods   | 3.13                     |
| <b>Total</b>     | <b>522.40</b>            |

# Deferred tax liabilities includes Rs. 208.65 million on acquisition and Rs. 957.21 recognised on Fair valuation of assets as per Ind AS 103.

\*\* With effect from 01 April 2023, corporation tax rate in UK has increased from 19% to 25%. Accordingly, the deferred tax balance have been measured using the rates expected to apply in the reporting periods when the timing differences reverse, i.e. 25%.

On 10 October 2022, the group has performed purchase price allocation and for the purpose of the same, the fair valuation of Land & Building had been determined by an Independent valuer amounting to Rs. 3,597.49 million as against carrying value of Rs. 716.26 million. Also, its Investment property has been fair valued amounting to Rs. 59.91 million as against the carrying value of Rs. 58.45 million.

The Holding Company has incurred Rs. 337.65 million towards acquisition related costs. This amount has been included as item of exceptional nature in the Restated Consolidated Statement of Profit and Loss for the year ended 31 March 2023 (refer note 36(b)).

The operations of Briar Chemicals Limited had been consolidated in the financial statements of the Group for the period from 10 October 2022 to 31 March 2023. In the year ended 31 March 2023, Briar Chemicals Limited contributed revenue of Rs. 3,499.69 million and profits of Rs. 190.83 million to the Group's result.

The fair values of the assets acquired and liabilities assumed were determined using the income and cost approach. In many cases, the determination of the fair values required estimates about discount rates, future expected cash flows and other future events that are judgmental and subject to change. Intangible assets consists of Customer Relationships valued using 'With and without/incremental Cash flow method' and Technical Know How are valued using the 'Relief From Royalty method'. A cost and market approach has been applied, as appropriate, for property, plant & equipment.

### 53 Statement of Restatement adjustments

#### Part A: Statement of Restatement Adjustments to Audited Consolidated Financial Statements

Reconciliation between total equity as per audited financial statements and restated consolidated financial information

| Particulars                                                                          | As at<br>31 March 2025 | As at<br>31 March 2024 | As at<br>31 March 2023 |
|--------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| Total equity (as per audited financial statements)                                   | 6,725.30               | 6,738.94               | 6,809.05               |
| Adjustments                                                                          | -                      | -                      | -                      |
| <b>Total equity as per restated consolidated statement of assets and liabilities</b> | <b>6,725.30</b>        | <b>6,738.94</b>        | <b>6,809.05</b>        |

Reconciliation between profit/ (loss) for the year after tax as per audited financial statements and restated profit after tax as per restated consolidated financial information

| Particulars                                                                 | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 | For the year ended<br>31 March 2023 |
|-----------------------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Profit/ (Loss) for the year after tax (as per audited financial statements) | (142.86)                            | (227.88)                            | (10.17)                             |
| Restatement adjustments                                                     | -                                   | -                                   | -                                   |
| <b>Restated profit/ (loss) after tax for the year</b>                       | <b>(142.86)</b>                     | <b>(227.88)</b>                     | <b>(10.17)</b>                      |

#### Part B: Material regrouping

Appropriate regroupings have been made in the restated consolidated summary statements of assets and liabilities, restated consolidated statement of profit and loss and restated consolidated statements of cash flows, wherever 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 consolidated financial statements for the year ended 31 March 2025 prepared in accordance with Schedule III of Companies Act, 2013, 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 are not material to the restated consolidated financial information.

#### Part C: Audit observations for the respective years, which do not require any adjustments in the restated consolidated summary statement are as follows:

a) There are no audit qualification in auditor's report for the financial year ended 31 March 2025, 31 March 2024 and 31 March 2023.

b) **Material Uncertainty Related to Going Concern paragraphs Included in the Auditor's report for the year ended 31 March 2023, which did not require any adjustment in the Restated Consolidated Financial Information is as follows:**

##### Material Uncertainty Related to Going Concern paragraphs

##### For the year ended 31 March 2023:

"We draw attention to note 47 in the Consolidated Financial Statement, which indicates that the Subsidiary Company may breach its loan covenants in the going concern period, which would trigger an event of default and could lead to the acceleration of the debt. If the Subsidiary Company is unable to secure a waiver or amendment of the covenant and as a result, the debt becomes payable on demand, the Group, of which the Subsidiary Company is part of, may not be able to meet its obligations as they fall due which could give rise to a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern".

Our opinion is not modified in respect of this matter. In auditing the Restated Consolidated Financial Information, we have concluded that the management's use of the going concern basis of accounting in the preparation of the Restated Consolidated Financial Information is appropriate.

#### Note 47 of Consolidated Financial Statement

##### Going concern

The Safex Holdings UK Limited (one of the subsidiaries of Safex Chemicals (India) Limited) has prepared its financial statements/ information to be used in consolidation of the Holding company on a going concern basis, which assumes that the subsidiary will continue to operate for the foreseeable future. However, the Directors of Safex Holdings UK Limited have identified a material uncertainty which may cast significant doubt on the subsidiary's ability to continue as a going concern. The material uncertainty arises due to the risk that it may breach its loan covenants in the going concern period, which would trigger an event of default and could lead to the acceleration of the debt and create a going concern issue for itself. The Directors of the ultimate holding company are in discussions with its lenders to renegotiate the loan agreements and seek a waiver of the covenant breach. However, there is a reasonable assurance that the negotiations will be successful or that the lenders will agree to a waiver on terms acceptable to the subsidiary company.

If the subsidiary company is unable to secure a waiver or amendment of the covenants and as a result, the debt becomes payable on demand, the group may not be able to meet its obligations as they fall due, which could give rise to a material uncertainty that may cast significant doubt on the subsidiary's ability to continue as a going concern and may also impact the holding Company's ability as it has given committed to provide financial support during the going concern period. The Consolidated financial statements do not include the adjustments that would be necessary if the subsidiary company is unable to continue as a going concern.

The Directors of the ultimate holding company are confident that they will be able to renegotiate the loan agreements and secure a waiver of the covenant breach. However, given the current uncertainty, the Directors have concluded that it is appropriate to draw attention to this material uncertainty in the consolidated financial statements. The Consolidated financial statements have been prepared on a going concern basis, but the material uncertainty related to the going concern may affect the Holding Company's ability to continue as a going concern and the value of its assets and liabilities.

#### c) Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended):

##### As at 31 March 2025

As stated in Note 50 to the consolidated financial statements and based on our examination which included test checks and that performed by the respective auditor of a subsidiary, except for instance mentioned below, the Holding Company and its subsidiaries, in respect of financial year commencing on 1 April 2024, have used an accounting software for maintaining their 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 and respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with other than the consequential impact of the exception given below. Furthermore, the audit trail has not been preserved by the Holding Company and its subsidiaries as per the statutory requirements for record retention.

| Nature of exception noted                                                                                                                                                                                                        | Details of exception                                                                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software | The audit trail feature was not enabled throughout the year at database level for accounting software to log any direct data changes, used for maintenance of all accounting records by the entities in the Group on which reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) is applicable. |



#### Note 50 of Consolidated Financial Statement

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 Holding Company and its subsidiaries, which are companies incorporated in India and audited under the Act, uses an accounting software for maintaining its books of account. The Holding Company and the said subsidiaries have enabled audit trail (edit log) at the application level for all relevant transactions recorded in the accounting software and the same has operated throughout the year. However, the audit trail feature was not enabled at the database level for the said accounting software to log any direct data changes. The audit trail, where enabled, has been preserved as per the statutory requirements.

#### As at 31 March 2024

As stated in Note 49 to the consolidated financial statements and based on our examination which included test checks and that performed by the respective auditors of the subsidiaries of the Holding Company which is a company incorporated in India and audited under the Act, except for the instance/ matters mentioned below, the Holding Company and its subsidiaries, in respect of financial year commencing on 1 April 2023, have used an accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and the respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below:

| Nature of exception noted                                                                                                                                                                                                        | Details of exception                                                                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software | The audit trail feature was not enabled throughout the year at database level for accounting software to log any direct data changes, used for maintenance of all accounting records by the entities in the Group on which reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) is applicable. |

#### Note 49 of Consolidated Financial Statement

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 Holding Company and its subsidiaries, which are companies incorporated in India and audited under the Act, use an accounting software for maintaining its books of account. During the year ended 31 March 2024, the Holding Company and the said subsidiaries have enabled audit trail (edit log) at the application level for all relevant transactions recorded in the accounting software and the same has operated throughout the year. However, the audit trail feature was not enabled at the database level for the said accounting software to log any direct data changes.

**Part D:** Other audit qualifications included in the annexure to the Auditors' reports issued under Companies (Auditor's Report) Order, 2020, on the financial statements for the year ended 31 March 2025, 31 March 2024 and audit 31 March 2023 which do not require any corrective adjustment in the Restated Consolidated Summary Statements are as follows:

#### As at and for the year ended 31 March 2025

#### Safex Chemicals (India) Limited

##### Clause (ii)(b) of Companies (Auditor's Report) Order, 2020

As disclosed in note 23 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50 million by banks and the financial institutions based on the security of current assets. The quarterly returns/ statements, in respect of the working capital limits have been filed by the Company with such banks and financial institutions and such returns/ statements are in agreement with the books of account of the Company for the respective periods which were subject to audit, except for the following:

| Name of the Bank / financial institution                                                                                        | Working capital limit sanctioned (Rs. in million)                            | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|---------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| Standard Chartered Bank<br>Kotak Mahindra Bank<br>HDFC Bank<br>HSBC Bank<br>Yes Bank<br>Citi Bank<br>Axis Bank<br>Bajaj Finance | 200.00<br>300.00<br>550.00<br>500.00<br>490.00<br>350.00<br>300.00<br>400.00 | - Inventory<br>- Trade receivables           | Mar'25  | 1,728.50<br>2,288.39                                 | 1,737.96<br>2,101.35                                  | (9.46)<br>187.04            | Refer note below |
| Standard Chartered Bank<br>Kotak Mahindra Bank<br>HDFC Bank<br>HSBC Bank<br>Yes Bank<br>Citi Bank<br>Axis Bank<br>Bajaj Finance | 200.00<br>300.00<br>550.00<br>500.00<br>490.00<br>350.00<br>300.00<br>400.00 | - Inventory<br>- Trade receivables           | Dec'24  | 1,312.30<br>3,097.38                                 | 1,323.11<br>3,157.85                                  | (10.81)<br>(60.47)          | Refer note below |
| Standard Chartered Bank<br>Kotak Mahindra Bank<br>HDFC Bank<br>HSBC Bank<br>Yes Bank<br>Citi Bank<br>Axis Bank<br>Bajaj Finance | 200.00<br>300.00<br>550.00<br>500.00<br>490.00<br>350.00<br>300.00<br>400.00 | - Inventory<br>- Trade receivables           | Sep'24  | 1,179.26<br>4,012.01                                 | 1,169.03<br>4,048.50                                  | 10.23<br>(36.49)            | Refer note below |
| Standard Chartered Bank<br>Kotak Mahindra Bank<br>HDFC Bank<br>HSBC Bank<br>Yes Bank<br>Citi Bank<br>Axis Bank<br>Bajaj Finance | 200.00<br>300.00<br>550.00<br>500.00<br>490.00<br>350.00<br>300.00<br>400.00 | - Inventory<br>- Trade receivables           | June'24 | 1,555.78<br>3,251.30                                 | 1,556.69<br>3,202.52                                  | (0.91)<br>48.78             | Refer note below |

**Note:**

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of return/ statement to the bank, which is prepared on the basis of provisional financial information.

In respect of trade receivables information submitted to the banks, the Company submits information for trade receivables outstanding as at year-end without adjusting the impact of provision for rate difference to be passed to the customers subsequent to the period-end, allowance for expected credit loss recorded at period-end and revenue reversed on account of non transfer of control in line with Ind AS-115.

**Clause (vii)(a) of Companies (Auditor's Report) Order, 2020**

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though professional tax has not generally been regularly deposited with the appropriate authority and there have been significant delays in a large number of cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

| Name of the statute                                               | Nature of the dues | Amount (Rs. In million) | Period to which the amount relates | Due Date                  | Date of Payment |
|-------------------------------------------------------------------|--------------------|-------------------------|------------------------------------|---------------------------|-----------------|
| Employees' Provident Funds and Miscellaneous Provisions Act, 1952 | Provident Fund     | 2.10                    | March 2019 to July 2020            | April 2019 to August 2020 | Not yet paid    |

\*includes interest and penalty

**Clause (ix)(e) of Companies (Auditor's Report) Order, 2020**

In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, except for the following:

| Nature of fund taken      | Name of lender          | Amount involved (Rs. in million) | Name of the subsidiary    | Relation                | Nature of transaction for which funds were utilised                                  |
|---------------------------|-------------------------|----------------------------------|---------------------------|-------------------------|--------------------------------------------------------------------------------------|
| Working Capital Term Loan | HDFC Bank               | 500.00                           | Safex Holdings UK Limited | Wholly owned subsidiary | To meet working capital requirements                                                 |
| Term Loan                 | Standard Chartered Bank | 2,200.00                         | Safex Holdings UK Limited | Wholly owned subsidiary | To infuse funds into Safex Holdings UK Limited to repay part of its outstanding loan |

**Clause (ix)(f) of Companies (Auditor's Report) Order, 2020**

In our opinion and according to the information and explanations given to us, the Company has raised loans during the year on the pledge of securities held in its subsidiary as per details below. Further the Company has not defaulted in repayment of such loans raised.

| Nature of loan taken | Name of lender          | Amount of loan (Rs. in million) | Name of the subsidiary    | Relation                | Details of security pledged             |
|----------------------|-------------------------|---------------------------------|---------------------------|-------------------------|-----------------------------------------|
| Term Loan            | Standard Chartered Bank | 2,200.00                        | Safex Holdings UK Limited | Wholly owned subsidiary | Investment in Safex Holdings UK Limited |

**Indo Swiss Chemicals Limited**

**Clause (ii)(b) of Companies (Auditor's Report) Order, 2020**

As disclosed in note 22 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50 million by banks and the financial institutions based on the security of current assets. The quarterly returns/ statements, in respect of the working capital limits have been filed by the Company with such banks and financial institutions and such returns/ statements are in agreement with the books of account of the Company for the respective periods which were subject to audit, except for the following:

| Name of the Bank / financial institution | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|------------------------------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| Standard Chartered Bank                  | 300.00                                            | -Inventory                                   | Mar'25  | 572.54                                               | 573.83                                                | (1.29)                      | Refer note below |
| HDFC bank                                | 250.00                                            | -Trade receivable                            |         | 1,085.35                                             | 915.18                                                | 170.17                      |                  |
| Standard Chartered Bank                  | 300.00                                            | -Inventory                                   | Dec'24  | 460.69                                               | 462.88                                                | (2.19)                      | Refer note below |
| HDFC bank                                | 250.00                                            | -Trade receivable                            |         | 1,568.15                                             | 1,559.25                                              | 8.90                        |                  |
| Standard Chartered Bank                  | 300.00                                            | -Inventory                                   | Sep'24  | 455.70                                               | 457.89                                                | (2.19)                      | Refer note below |
| HDFC bank                                | 250.00                                            | -Trade receivable                            |         | 2,099.15                                             | 2,031.53                                              | 67.62                       |                  |
| Standard Chartered Bank                  | 300.00                                            | -Trade receivable                            | Jun'24  | 1,200.10                                             | 1,198.21                                              | 1.89                        | Refer note below |
| HDFC bank                                | 250.00                                            |                                              |         |                                                      |                                                       |                             |                  |

**Note:**

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of return/ statement to the bank, which is prepared on the basis of provisional financial information.

In respect of trade receivables information submitted to the bank, the Company submits information for trade receivables outstanding as at year-end without adjusting the impact of provision for rate difference to be passed to the customers subsequent to the period-end, allowance for expected credit loss recorded at period-end and revenue reversed on account of non transfer of control in line with Ind AS-115.

**Clause (vii)(a) of Companies (Auditor's Report) Order, 2020**

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

| Name of the statute                                               | Nature of the dues | Amount (Rs. In million) | Period to which the amount relates | Due Date                  | Date of Payment |
|-------------------------------------------------------------------|--------------------|-------------------------|------------------------------------|---------------------------|-----------------|
| Employees' Provident Funds and Miscellaneous Provisions Act, 1952 | Provident Fund     | 1.16                    | March 2019 to July 2020            | April 2019 to August 2020 | Not yet paid    |

**Smith N Smith Chemicals Limited**

**Clause (ii)(b) of Companies (Auditor's Report) Order, 2020**

As disclosed in Note 21 to the financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50 million by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and/or financial institutions and such returns/statements are in agreement with the books of account of the Company for the respective periods, which were/were not subject to audit/review, except for the following:

| Name of the Bank / financial institution | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|------------------------------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| Standard Chartered Bank<br>HDFC bank     | 300.00<br>250.00                                  | -Inventory<br>-Trade receivable              | Mar'25  | 351.60<br>848.36                                     | 352.51<br>745.55                                      | (0.91)<br>102.81            | Refer note below |
| Standard Chartered Bank<br>HDFC bank     | 300.00<br>250.00                                  | -Inventory<br>-Trade receivable              | Dec'24  | 324.37<br>1,057.02                                   | 325.13<br>1,047.41                                    | (0.76)<br>9.61              | Refer note below |
| Standard Chartered Bank<br>HDFC bank     | 300.00<br>250.00                                  | -Inventory<br>-Trade receivable              | Sep'24  | 313.97<br>1,380.65                                   | 314.73<br>1,374.04                                    | (0.76)<br>6.61              | Refer note below |
| Standard Chartered Bank<br>HDFC bank     | 300.00<br>250.00                                  | -Inventory<br>-Trade receivable              | Jun'24  | 376.97<br>771.20                                     | 376.98<br>770.49                                      | (0.01)<br>0.71              | Refer note below |

Note:

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of return/ statement to the bank, which is prepared on the basis of provisional financial information.

In respect of trade receivables information submitted to the bank, the Company submits information for trade receivables outstanding as at year-end without adjusting the impact of provision for rate difference to be passed to the customers subsequent to the period-end, allowance for expected credit loss recorded at period-end and revenue reversed on account of non transfer of control in line with Ind AS-115.

**Clause (vii)(a) of Companies (Auditor's Report) Order, 2020**

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

| Name of the statute                                               | Nature of the dues | Amount (Rs. In million) | Period to which the amount relates | Due Date                  | Date of Payment |
|-------------------------------------------------------------------|--------------------|-------------------------|------------------------------------|---------------------------|-----------------|
| Employees' Provident Funds and Miscellaneous Provisions Act, 1952 | Provident Fund     | 0.47                    | March 2019 to July 2020            | April 2019 to August 2020 | Not yet paid    |

**Shogun Organics Limited**

**Clause (ii)(b) of Companies (Auditor's Report) Order, 2020**

As disclosed in Note 23 to the financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50 million by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and/or financial institutions and such returns/statements are in agreement with the books of account of the Company for the respective periods, which were/were not subject to audit/review, except for the following:

| Name of the Bank        | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|-------------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| Standard Chartered Bank | 200.00                                            | -Inventory<br>-Trade receivables             | Mar'25  | 579.97<br>402.63                                     | 633.16<br>348.34                                      | (53.19)<br>54.29            | Refer note below |
|                         |                                                   | -Inventory<br>-Trade receivables             | Dec'24  | 328.46<br>388.76                                     | 328.48<br>271.72                                      | (0.02)<br>117.04            | Refer note below |
|                         |                                                   | -Inventory<br>-Trade receivables             | Sep'24  | 391.42<br>345.62                                     | 493.56<br>199.21                                      | (102.14)<br>146.41          | Refer note below |
|                         |                                                   | -Inventory<br>-Trade receivables             | Jun'24  | 382.99<br>157.28                                     | 450.44<br>64.87                                       | (67.45)<br>92.41            | Refer note below |

Note:

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of statements to the bank, which is prepared on the basis of provisional financial information.

-In respect of trade receivables information submitted to the bank, the Company submits information for trade receivables outstanding at period end without adjusting the impact of provision for rate difference to be passed to the customers subsequent to the period-end and revenue reversed on account of non transfer of control in line with Ind AS-115.

-In respect of inventory information submitted to the bank, the Company submits details of inventory at period-end without adjusting the impact revenue reversed on account of non transfer of control in line with Ind AS-115.

**Clause (iii)(c) of Companies (Auditor's Report) Order, 2020**

The Company has granted loan which had fallen due during the year and fresh loans have granted to settle the dues of the existing loans given to the same parties. The details of the same has been given below:

| Name of the party                   | Total loan amount granted during the year* | Aggregate amount of overdues settled by fresh loans | Nature of extension (i.e., renewed/extended/fresh loan provided) | Percentage of the aggregate to the total loans granted during the year |
|-------------------------------------|--------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------|------------------------------------------------------------------------|
| Shogun Lifesciences Private Limited | 30.00                                      | 27.20                                               | Fresh loan provided                                              | 6.63%                                                                  |

\*Loans renewed or extended have been considered as "loans granted during the year" for the purpose of reporting under this clause.

**Shogun Lifesciences Private Limited**

**Clause (ii)(b) of Companies (Auditor's Report) Order, 2020**

As disclosed in Note 18 to the financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50 million by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and/or financial institutions and such returns/statements are in agreement with the books of account of the Company for the respective periods, which were/were not subject to audit/review, except for the following:

| Name of the Bank | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| Axis Bank        | 100.00                                            | -Inventory                                   | Mar'25  | 59.33                                                | 59.03                                                 | 0.30                        | Refer note below |
|                  |                                                   | -Trade receivables                           |         | 32.76                                                | 53.51                                                 | (20.75)                     |                  |
|                  |                                                   | -Inventory                                   | Dec'24  | 62.54                                                | 63.35                                                 | (0.81)                      | Refer note below |
|                  |                                                   | -Trade receivables                           |         | 32.72                                                | 34.75                                                 | (2.03)                      |                  |
|                  |                                                   | -Inventory                                   | Sep'24  | 107.35                                               | 97.35                                                 | 10.00                       | Refer note below |
|                  |                                                   | -Trade receivables                           |         | 2.21                                                 | 2.19                                                  | 0.02                        |                  |
|                  |                                                   | -Inventory                                   | Jun'24  | 63.97                                                | 63.97                                                 | 0.00                        | Refer note below |
|                  |                                                   | -Trade receivables                           |         | 3.64                                                 | 5.18                                                  | (1.54)                      |                  |

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of statements to the bank, which is prepared on the basis of provisional financial information. The Company submits information to the bank regarding trade receivables outstanding at the period's end, without adjusting for the provision for rate differences which are settled with customers subsequent to the period end.

**As at and for the year ended 31 March 2024**

**Safex Chemicals (India) Limited**

**Clause (ii)(b) of Companies (Auditor's Report) Order, 2020**

As disclosed in Note 23 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50 million by banks and financial institutions based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and financial institutions and such returns/statements are in agreement with the books of account of the Company for the respective periods which were not subject to audit, except for the following:

| Name of the Bank / financial institution | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|------------------------------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| 1.Standard Chartered Bank                | 200.00                                            | - Inventory                                  | Mar'24  | 1,414.65                                             | 1,415.63                                              | (0.98)                      | Refer note below |
| 2.Kotak Mahindra Bank                    | 30.00                                             | - Trade receivables                          |         | 2,324.94                                             | 1,947.42                                              | 377.52                      |                  |
| 3.HDFC Bank                              | 550.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 4.HSBC Bank                              | 500.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 5.Axis Bank                              | 300.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 6.Yes Bank                               | 490.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 7.Citibank                               | 350.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 8.Bajaj Finserv                          | 400.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 1.Standard Chartered Bank                | 200.00                                            | - Inventory                                  | Dec'23  | 1,055.00                                             | 1,056.30                                              | (1.30)                      | Refer note below |
| 2.Kotak Mahindra Bank                    | 30.00                                             | - Trade receivables                          |         | 2,601.70                                             | 2,503.10                                              | 98.60                       |                  |
| 3.HDFC Bank                              | 550.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 4.HSBC Bank                              | 500.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 5.Axis Bank                              | 300.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 6.Yes Bank                               | 490.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 7.Citibank                               | 350.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 8.Bajaj Finserv                          | 400.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 1.Standard Chartered Bank                | 200.00                                            | - Inventory                                  | Sep'23  | 1,204.75                                             | 1,205.67                                              | (0.92)                      | Refer note below |
| 2.Kotak Mahindra Bank                    | 30.00                                             | - Trade receivables                          |         | 3,807.96                                             | 3,420.52                                              | 387.44                      |                  |
| 3.HDFC Bank                              | 550.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 4.HSBC Bank                              | 500.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 5.Axis Bank                              | 300.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 6.Yes Bank                               | 490.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 7.Citibank                               | 350.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 8.Bajaj Finserv                          | 400.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 2.Kotak Mahindra Bank                    | 200.00                                            | - Inventory                                  | June'23 | 1,367.45                                             | 1,367.93                                              | (0.48)                      | Refer note below |
| 3.HDFC Bank                              | 30.00                                             | - Trade receivables                          |         | 2,378.45                                             | 2,205.47                                              | 172.98                      |                  |
| 4.HSBC Bank                              | 550.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 5.Axis Bank                              | 500.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 6.Yes Bank                               | 300.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 7.Citibank                               | 490.00                                            |                                              |         |                                                      |                                                       |                             |                  |
| 8.Bajaj Finserv                          | 350.00                                            |                                              |         |                                                      |                                                       |                             |                  |

Note:

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of return/ statement to the bank, which is prepared on the basis of provisional financial information.

In respect of trade receivables information submitted to the banks, the Company submits information for trade receivables outstanding as at year-end without adjusting the impact of provision for rate difference to be passed to the customers subsequent to the period-end, allowance for expected credit loss recorded at period-end and revenue reversed on account of non transfer of control in line with Ind AS-115.

**Clause (vii)(a) of Companies (Auditor's Report) Order, 2020**

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other material statutory dues, as applicable, have not been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

| Name of the statute                                               | Nature of the dues | Amount (Rs. In million) | Period to which the amount relates | Due Date                  | Date of Payment |
|-------------------------------------------------------------------|--------------------|-------------------------|------------------------------------|---------------------------|-----------------|
| Employees' Provident Funds and Miscellaneous Provisions Act, 1952 | Provident Fund     | 2.10                    | March 2019 to July 2020            | April 2019 to August 2020 | Not yet paid    |

\*includes interest and penalty

**Clause (ix)(e) of Companies (Auditor's Report) Order, 2020**

According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, except for the following:

| Nature of fund taken      | Name of lender | Amount involved (Rs. In million) | Name of the subsidiary    | Relation                | Nature of transaction for which funds were utilised |
|---------------------------|----------------|----------------------------------|---------------------------|-------------------------|-----------------------------------------------------|
| Working capital term loan | HDFC Bank      | 500.00                           | Safex Holdings UK Limited | Wholly owned subsidiary | To meet working capital requirements                |

**Indo Swiss Chemicals Limited**

**Clause (ii)(b) of Companies (Auditor's Report) Order, 2020**

As disclosed in Note 22 to the financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50 million by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and/or financial institutions and such returns/statements are in agreement with the books of account of the Company for the respective periods, which were/were not subject to audit/review, except for the following:

| Name of the Bank / financial institution   | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|--------------------------------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| 1. Standard Chartered Bank<br>2. HDFC Bank | 300.00<br>250.00                                  | - Inventory<br>- Trade receivables           | Mar'24  | 462.15<br>909.85                                     | 468.98<br>753.74                                      | (6.83)<br>156.11            | Refer note below |
| 1. Standard Chartered Bank<br>2. HDFC Bank | 300.00<br>250.00                                  | -Trade receivables                           | Dec'23  | 1,233.55                                             | 1,224.70                                              | 8.85                        | Refer note below |
| 1. Standard Chartered Bank<br>2. HDFC Bank | 300.00<br>250.00                                  | -Trade receivables                           | Sep'23  | 1,660.35                                             | 1,657.42                                              | 2.93                        | Refer note below |
| 1. Standard Chartered Bank<br>2. HDFC Bank | 300.00<br>250.00                                  | -Trade receivables                           | Jun'23  | 864.18                                               | 864.27                                                | (0.09)                      | Refer note below |

Note:

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of return/ statement to the bank, which is prepared on the basis of provisional financial information.

In respect of trade receivables information submitted to the bank, the Company submits information for trade receivables outstanding as at year-end without adjusting the impact of provision for rate difference to be passed to the customers subsequent to the period-end, allowance for expected credit loss recorded at period-end and revenue reversed on account of non transfer of control in line with Ind AS-115.

**Clause (vii)(a) of Companies (Auditor's Report) Order, 2020**

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other material statutory dues, as applicable, have not been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

| Name of the statute                                               | Nature of the dues | Amount (Rs. In million) | Period to which the amount relates | Due Date                  | Date of Payment |
|-------------------------------------------------------------------|--------------------|-------------------------|------------------------------------|---------------------------|-----------------|
| Employees' Provident Funds and Miscellaneous Provisions Act, 1952 | Provident Fund     | 1.16                    | March 2019 to July 2020            | April 2019 to August 2020 | Not yet paid    |

\*includes interest and penalty

**Smith N Smith Chemicals Limited**

**Clause (ii)(b) of Companies (Auditor's Report) Order, 2020**

As disclosed in Note 21 to the financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50 million by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and/or financial institutions and such returns/statements are in agreement with the books of account of the Company for the respective periods, which were/were not subject to audit/review, except for the following:

| Name of the Bank / financial institution   | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|--------------------------------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| 1. Standard Chartered Bank<br>2. HDFC Bank | 300.00<br>250.00                                  | - Inventory<br>- Trade receivables           | Mar' 24 | 342.65<br>667.08                                     | 351.97<br>549.77                                      | (9.32)<br>117.31            | Refer note below |
| 1. Standard Chartered Bank<br>2. HDFC Bank | 300.00<br>250.00                                  | -Trade receivables                           | Dec'23  | 849.45                                               | 834.90                                                | 14.55                       | Refer note below |
| 1. Standard Chartered Bank<br>2. HDFC Bank | 300.00<br>250.00                                  | -Trade receivables                           | Sep'23  | 1,132.88                                             | 1,129.00                                              | 3.88                        | Refer note below |
| 1. Standard Chartered Bank<br>2. HDFC Bank | 300.00<br>250.00                                  | -Trade receivables                           | Jun'23  | 604.56                                               | 603.40                                                | 1.16                        | Refer note below |

Note:

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of return/ statement to the bank, which is prepared on the basis of provisional financial information.

In respect of trade receivables information submitted to the bank, the Company submits information for trade receivables outstanding as at year-end without adjusting the impact of provision for rate difference to be passed to the customers subsequent to the period-end, allowance for expected credit loss recorded at period-end and revenue reversed on account of non transfer of control in line with Ind AS-115.

**Clause (vii)(a) of Companies (Auditor's Report) Order, 2020**

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other material statutory dues, as applicable, have not been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

| Name of the statute                                               | Nature of the dues | Amount (Rs. In million) | Period to which the amount relates | Due Date                  | Date of Payment |
|-------------------------------------------------------------------|--------------------|-------------------------|------------------------------------|---------------------------|-----------------|
| Employees' Provident Funds and Miscellaneous Provisions Act, 1952 | Provident Fund     | 0.47                    | March 2019 to July 2020            | April 2019 to August 2020 | Not yet paid    |

\*includes interest and penalty

**Shogun Organics Limited**

**Clause (ii)(b) of Companies (Auditor's Report) Order, 2020**

As disclosed in Note 22 to the financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50 million by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and/or financial institutions and such returns/statements are in agreement with the books of account of the Company for the respective periods, which were/were not subject to audit/review, except for the following:

| Name of the Bank        | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|-------------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| Standard Chartered Bank | 200.00                                            | - Inventory<br>- Trade Receivables           | Mar'24  | 295.85<br>172.69                                     | 383.66<br>74.76                                       | (87.81)<br>97.93            | Refer note below |
|                         |                                                   | - Inventory<br>- Trade Receivables           | Dec'23  | 237.38<br>101.18                                     | 263.17<br>45.67                                       | (25.79)<br>55.51            | Refer note below |
|                         |                                                   | - Inventory<br>- Trade Receivables           | Sept'23 | 258.70<br>97.71                                      | 300.75<br>26.21                                       | (42.05)<br>71.50            | Refer note below |
|                         |                                                   | - Inventory<br>- Trade Receivables           | June'23 | 361.74<br>122.80                                     | 361.82<br>71.99                                       | (0.08)<br>50.81             | Refer note below |

Note:

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of statements to the bank, which is prepared on the basis of provisional financial information.

-In respect of trade receivables information submitted to the bank, the Company submits information for trade receivables outstanding at period end without adjusting the impact of provision for rate difference to be passed to the customers subsequent to the period-end and revenue reversed on account of non transfer of control in line with Ind AS-115.

-In respect of inventory information submitted to the bank, the Company submits details of inventory at period-end without adjusting the impact revenue reversed on account of non transfer of control in line with Ind AS-115.

**Shogun Lifesciences Private Limited**

**Clause (ii)(b) of Companies (Auditor's Report) Order, 2020**

As disclosed in Note 18 to the financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50 million by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and/or financial institutions and such returns/statements are in agreement with the books of account of the Company for the respective periods, which were/were not subject to audit/review, except for the following:

| Name of the Bank | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| Axis Bank        | 100.00                                            | -Inventory                                   | Mar-24  | 53.49                                                | 55.01                                                 | (1.52)                      | Refer note below |
|                  |                                                   | -Trade receivables                           | Mar-24  | 19.28                                                | 23.83                                                 | (4.55)                      |                  |
|                  |                                                   | -Inventory                                   | Dec-23  | 61.11                                                | 61.28                                                 | (0.17)                      | Refer note below |
|                  |                                                   | -Trade receivables                           | Dec-23  | 4.63                                                 | 2.76                                                  | 1.87                        |                  |

Note:

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of statements to the bank, which is prepared on the basis of provisional financial information.

The Company submits information to the bank regarding trade receivables outstanding at the period's end, without adjusting for the provision for rate differences which are settled with customers subsequent to the period end.

As at and for the year ended 31 March 2023

**Safex Chemicals (India) Limited**

**Clause (ii)(b) of Companies (Auditor's Report) Order, 2020**

As disclosed in note 23 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of Rs 50 million by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and such returns/statements are in agreement with the books of account of the Company for the respective periods which were not subject to audit/review, except for the following:

| Name of the Bank / financial institution                                         | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|----------------------------------------------------------------------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| 1.Standard Chartered Bank<br>2.Kotak Mahindra Bank<br>3.HDFC Bank<br>4.Axis Bank | 300.00<br>600.00<br>500.00<br>300.00              | - Inventory<br>- Trade receivables           | Mar'23  | 1,184.68<br>2,228.37                                 | 1,161.05<br>2,020.41                                  | 23.63<br>207.96             | Refer note below |
| 1.Standard Chartered Bank<br>2.Kotak Mahindra Bank<br>3.HDFC Bank<br>4.Axis Bank | 300.00<br>600.00<br>500.00<br>300.00              | - Trade receivables                          | Dec'22  | 2,487.79                                             | 2,357.50                                              | 130.29                      |                  |
| 1.Standard Chartered Bank<br>2.Kotak Mahindra Bank<br>3.HDFC Bank<br>4.Axis Bank | 300.00<br>600.00<br>500.00<br>300.00              | - Trade receivables                          | Sep'22  | 3,479.55                                             | 3,430.44                                              | 49.11                       |                  |
| 1.Standard Chartered Bank<br>2.Kotak Mahindra Bank<br>3.HDFC Bank<br>4.Axis Bank | 300.00<br>600.00<br>500.00<br>300.00              | - Trade receivables                          | June'22 | 2,281.09                                             | 2,223.23                                              | 57.86                       |                  |

Note:

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of return/ statement to the bank, which is prepared on the basis of provisional financial information.

In respect of trade receivables information submitted to the banks, the Company submits information for trade receivables outstanding as at year-end without adjusting the impact of provision for rate difference to be passed to the customers subsequent to the period-end, allowance for expected credit loss recorded at period-end and revenue reversed on account of non transfer of control in line with Ind AS-115.

**Clause (vii)(a) of Companies (Auditor's Report) Order, 2020**

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other material statutory dues, as applicable, have not been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

| Name of the statute                                               | Nature of the dues | Amount (Rs. In million) | Period to which the amount relates | Due Date                  | Date of Payment |
|-------------------------------------------------------------------|--------------------|-------------------------|------------------------------------|---------------------------|-----------------|
| Employees' Provident Funds and Miscellaneous Provisions Act, 1952 | Provident Fund     | 2.10                    | March 2019 to July 2020            | April 2019 to August 2020 | Not yet paid    |

\*includes interest and penalty

#### Indo Swiss Chemicals Limited

##### Clause (ii)(b) of Companies (Auditor's Report) Order, 2020

As disclosed in note 22 to the financial statements, the Company has been sanctioned a working capital limit in excess of Rs 50 million by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and such returns/statements are in agreement with the books of account of the Company for the respective periods which were not subject to audit/review, except for the following:

| Name of the Bank / financial institution   | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|--------------------------------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| 1. Standard Chartered Bank<br>2. HDFC Bank | 50.00<br>300.00                                   | - Inventory<br>- Trade receivables           | Mar'23  | 356.98<br>867.93                                     | 353.37<br>711.92                                      | 3.61<br>156.01              | Refer note below |
| 1. Standard Chartered Bank<br>2. HDFC Bank | 50.00<br>300.00                                   | -Trade receivables                           | Dec'22  | 1,086.79                                             | 1,055.79                                              | 31.00                       | Refer note below |
| 1. Standard Chartered Bank<br>2. HDFC Bank | 50.00<br>300.00                                   | -Trade receivables                           | Sep'22  | 1,414.50                                             | 1,386.21                                              | 28.29                       | Refer note below |
| 1. Standard Chartered Bank<br>2. HDFC Bank | 50.00<br>300.00                                   | -Trade receivables                           | June'22 | 810.30                                               | 788.23                                                | 22.07                       | Refer note below |

Note:

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of return/ statement to the bank, which is prepared on the basis of provisional financial information.

In respect of trade receivables information submitted to the bank, the Company submits information for trade receivables outstanding as at year-end without adjusting the impact of provision for rate difference to be passed to the customers subsequent to the period-end, allowance for expected credit loss recorded at period-end and revenue reversed on account of non transfer of control in line with Ind AS-115.

##### Clause (vii)(a) of Companies (Auditor's Report) Order, 2020

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other material statutory dues, as applicable, have not been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

| Name of the statute                                               | Nature of the dues | Amount (Rs. In million) | Period to which the amount relates | Due Date                  | Date of Payment |
|-------------------------------------------------------------------|--------------------|-------------------------|------------------------------------|---------------------------|-----------------|
| Employees' Provident Funds and Miscellaneous Provisions Act, 1952 | Provident Fund     | 1.16                    | March 2019 to July 2020            | April 2019 to August 2020 | Not yet paid    |

\*includes interest and penalty

#### Smith N Smith Chemicals Limited

##### Clause (ii)(b) of Companies (Auditor's Report) Order, 2020

As disclosed in note 21 to the financial statements, the Company has been sanctioned a working capital limit in excess of Rs 50 million by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and such returns/statements are in agreement with the books of account of the Company for the respective periods which were not subject to audit/review, except for the following:

| Name of the Bank / financial institution   | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|--------------------------------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| 1. Standard Chartered Bank<br>2. HDFC Bank | 50.00<br>300.00                                   | - Inventory<br>- Trade receivables           | Mar'23  | 291.56<br>632.13                                     | 288.77<br>533.42                                      | 2.79<br>98.71               | Refer note below |
| 1. Standard Chartered Bank<br>2. HDFC Bank | 50.00<br>300.00                                   | -Trade receivables                           | Sep'22  | 781.72                                               | 764.42                                                | 17.30                       | Refer note below |
| 1. Standard Chartered Bank<br>2. HDFC Bank | 300.00<br>600.00                                  | -Trade receivables                           | Sep'22  | 1,014.37                                             | 998.02                                                | 16.35                       | Refer note below |
| 1. Standard Chartered Bank<br>2. HDFC Bank | 300.00<br>600.00                                  | -Trade receivables                           | June'22 | 530.63                                               | 518.35                                                | 12.28                       | Refer note below |

Note:

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of return/ statement to the bank, which is prepared on the basis of provisional financial information.

In respect of trade receivables information submitted to the bank, the Company submits information for trade receivables outstanding as at year-end without adjusting the impact of provision for rate difference to be passed to the customers subsequent to the period-end, allowance for expected credit loss recorded at period-end and revenue reversed on account of non transfer of control in line with Ind AS-115.



**Clause (vii)(a) of Companies (Auditor's Report) Order, 2020**

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other material statutory dues, as applicable, have not been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

| Name of the statute                                               | Nature of the dues | Amount (Rs. In million) | Period to which the amount relates | Due Date                  | Date of Payment |
|-------------------------------------------------------------------|--------------------|-------------------------|------------------------------------|---------------------------|-----------------|
| Employees' Provident Funds and Miscellaneous Provisions Act, 1952 | Provident Fund     | 0.47                    | March 2019 to July 2020            | April 2019 to August 2020 | Not yet paid    |

\*includes interest and penalty

**Shogun Organics Limited**

**Clause (ii)(b) of Companies (Auditor's Report) Order, 2020**

As disclosed in note 20 to the financial statements, the Company has been sanctioned a working capital limit in excess of Rs 50 million by bank based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such bank and such statements are in agreement with the books of account of the Company, except for the following:

| Name of the Bank        | Working capital limit sanctioned (Rs. in million) | Nature of current assets offered as security | Quarter | Information disclosed as per return (Rs. in million) | Information as per books of accounts (Rs. in million) | Difference (Rs. in million) | Reason, if any   |
|-------------------------|---------------------------------------------------|----------------------------------------------|---------|------------------------------------------------------|-------------------------------------------------------|-----------------------------|------------------|
| Standard Chartered Bank | 200.00                                            | -Inventory                                   | Mar'23  | 499.24                                               | 480.20                                                | 19.04                       | Refer note below |
|                         |                                                   | -Trade Receivables                           |         | 160.14                                               | 100.63                                                | 59.51                       |                  |
|                         |                                                   | -Inventory                                   | Dec'22  | 256.87                                               | 256.89                                                | (0.02)                      | Refer note below |
|                         |                                                   | -Trade Receivables                           |         | 72.30                                                | 72.30                                                 | -                           |                  |
|                         |                                                   | -Inventory                                   | Sep'22  | 296.34                                               | 296.38                                                | (0.04)                      | Refer note below |
|                         |                                                   | -Trade Receivables                           |         | 91.27                                                | 90.85                                                 | 0.42                        |                  |
|                         |                                                   | -Trade Receivables                           | June'22 | 131.39                                               | 131.38                                                | 0.01                        | Refer note below |
|                         |                                                   |                                              |         |                                                      |                                                       |                             |                  |

Note:

The variance is on account of period end book closure accounting entries being recorded subsequent to submission of statements to the bank, which is prepared on the basis of provisional financial information.

**Notes to the Restated Consolidated Financial Information**

*(All amounts are in Rs. million, unless otherwise stated)*

**54 Material subsequent events occurring after Balance Sheet date**

- (a) An appeal filed by Smith N Smith against the order dated 05 September 2023, passed by the Adjudicating Officer under Section 454 of the Companies Act, 2013, in relation to erroneous disclosure in Board's Report of financial year 2022-2023 with respect to CSR applicability, was dismissed by the Regional Director on 06 June 2025. The appeal was found to be devoid of merit and justifiable grounds. Accordingly, the order of the Adjudicating Officer has been confirmed, and the matter has been disposed of.  
This event occurred after the reporting date of 31 March 2025 and does not affect the financial position as at that date. Accordingly, it is being disclosed as a non-adjusting subsequent event in accordance with Ind AS 10 – Events after the reporting period.  
An amount of Rs. 1.65 million, being the penalty in this matter, has already been provided for in the books of accounts. As such, there is no additional financial impact arising from the dismissal of the appeal.
- (b) The Restated Consolidated Financial Information have been approved by the Board of Directors of the Holding Company at their meeting held on 28 June 2025 and has been specifically prepared for inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Holding Company with the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) ('Stock Exchanges') in connection with the proposed Initial Public Offer of equity shares ('IPO') of the Holding Company (referred to as the 'Issue').

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of  
**Safex Chemicals (India) Limited**

**Ashish Gera**  
Partner  
Membership No.: 508685

**Surinder Kumar Chaudhary**  
Whole Time Director  
DIN: 00263756

**Neeraj Kumar Jindal**  
Managing Director  
DIN: 03473376

**Place : New Delhi**  
**Date : 28 June 2025**

**Piyush Jindal**  
Joint Managing Director  
and Chief Financial Officer  
DIN: 06515285

**Manju Pathak Khulbe**  
Company Secretary  
Membership No.: A22770

**Place : New Delhi**  
**Date : 28 June 2025**

## OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations derived from our Restated Consolidated Financial Information are given below:

| Particulars                             | As at and for the            |                              |                              |
|-----------------------------------------|------------------------------|------------------------------|------------------------------|
|                                         | Year ended March 31,<br>2025 | Year ended March 31,<br>2024 | Year ended March 31,<br>2023 |
| Earnings / (loss) per equity share      |                              |                              |                              |
| - Basic (in ₹)                          | (0.89)                       | (1.42)                       | (0.07)                       |
| - Diluted (in ₹)                        | (0.89)                       | (1.42)                       | (0.07)                       |
| (Loss) for the year                     | (142.86)                     | (227.88)                     | (10.17)                      |
| Return on Net Worth (%)                 | (2.34)                       | (3.64)                       | (0.16)                       |
| Net Asset Value per Equity Share (in ₹) | 41.88                        | 41.96                        | 42.40                        |
| EBITDA (in ₹ million)                   | 2,330.34                     | 1,186.45                     | 1,490.59                     |

**Notes:**

- (1) Restated basic and diluted earnings/ (loss) per equity share (in ₹) are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).
- (2) Basic Earnings per share = Net profit after tax (loss after tax) as restated / Weighted average number of equity shares outstanding during the financial year/period.
- (3) Diluted Earnings per share = Net profit after tax (loss after tax) as restated / Weighted average number of potential equity shares outstanding during the financial year/period.
- (4) Net Worth = 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, such as 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 as per Regulation 2(hh) of the SEBI ICDR Regulations.
- (5) Return on Net Worth = PAT / Net worth.
- (6) Net Asset Value per Equity Share = (Total Assets - Total Liabilities) or Net worth / No of equity shares.
- (7) EBITDA = Profit / (loss) for the year, plus total tax expense/(credit) for the year, finance costs and depreciation and amortization expenses, excluding other income and before any exceptional items.

For reconciliation of Non-GAAP measures, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*” on page 427.

### Non-GAAP Financial Measures

This section includes certain non-GAAP financial measures and other statistical information relating to our operations and financial performance (together, “**Non-GAAP Measures**” and each a “**Non-GAAP Measure**”), as presented below. These Non-GAAP financial measures 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/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. 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. 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

Analysts, and other interested parties frequently use various non-GAAP financial measures as performance measures, and our management believes that providing such non-GAAP financial measure allows users to make additional comparisons and to understand our ongoing business. Reconciliation for the following non-GAAP financial measures included in this Draft Red Herring Prospectus, EBITDA, and other financial parameters such as net (debt)/ cash, return on net worth, return on capital employed, net asset value per share and debt equity ratio are given below:

For details of reconciliation of Non-GAAP Measures used in this Draft Red Herring Prospectus, please see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*” on page 427.

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company and Briar Chemicals Limited, Safex Holdings UK Limited, Indo Swiss Chemicals Limited, Smith N Smith Chemicals Limited, JayCee LifeSciences, Shogun Organics Limited, Him Bio Agro; and Shogun Lifesciences Private Limited for Financial Year 2025,

2024 and 2023 (collectively “**Audited Financial Statements**”) are available on our website at [safexchemicals.com/investorrelations](http://safexchemicals.com/investorrelations), in accordance with the applicable provisions in this regard under SEBI ICDR Regulations.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document 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 Financial Statements 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.

None of our Company or any of its advisors, nor BRLMs nor the Selling Shareholders nor any of their respective employees, directors, 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 Financial Statements, or the opinions expressed therein.

## **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’ for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, read with SEBI ICDR Regulations and as reported in the Restated Consolidated Financial Information, see “*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – 44. Related parties*” on page 368.

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at March 31, 2025, 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" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 31, 300, and 410 respectively.

(₹ in million, except ratios)

| Particulars                                             | Pre-Offer as at March 31, 2025 | As adjusted for the proposed Offer <sup>#</sup> |
|---------------------------------------------------------|--------------------------------|-------------------------------------------------|
| <b>Borrowings</b>                                       |                                |                                                 |
| Current borrowings (A)                                  | 3,574.65                       | [●]                                             |
| Non-current borrowings (including current maturity) (B) | 4,729.29                       | [●]                                             |
| <b>Total Borrowings (C = A+B)</b>                       | <b>8,303.94</b>                | <b>[●]</b>                                      |
|                                                         |                                |                                                 |
| <b>Equity</b>                                           |                                |                                                 |
| Equity share capital (D)                                | 160.59                         | [●]                                             |
| Other equity (E)                                        | 6,564.71                       | [●]                                             |
| <b>Total Equity (F = D+E)</b>                           | <b>6,725.30</b>                | <b>[●]</b>                                      |
|                                                         |                                |                                                 |
| <b>Non-current borrowings / Total Equity (B/F)</b>      | <b>0.70</b>                    | <b>[●]</b>                                      |
| <b>Total borrowings/ Total Equity (C/F)</b>             | <b>1.23</b>                    | <b>[●]</b>                                      |

<sup>#</sup> The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the Book Building Process and hence have not been provided in the above table. To be updated upon finalization of the Offer Price at the Prospectus stage.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion is intended to convey the management's perspective on our financial condition and results of operations for the Fiscals 2025, 2024 and 2023 and should be read in conjunction with "Restated Consolidated Financial Information" on page 300.*

*This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 29. Also see "Risk Factors" and "– Significant Factors Affecting our Results of Operations and Financial Condition" on pages 31 and 410, respectively, for a discussion of certain factors that may affect our business, results of operations, financial condition or cash flows.*

*Our Company's financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscal 2025, 2024 and 2023 included herein is derived from the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 300.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report on Global and Indian Agrochemicals Industry" dated July 2, 2025 (the "**F&S Report**") prepared and issued by Frost & Sullivan, appointed by us pursuant to an engagement letter dated December 13, 2024 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. 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 calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. For further information, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 56. Also see, "Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data – Industry and Market Data" on page 26.*

### Overview

For details in relation to our business, see "Our Business" on page 224.

### Significant factors affecting our results of operations and financial condition

Our results of operations and financial condition are affected by a number of important factors including:

#### **Manufacturing capacity and volume of products sold**

The key driver in the growth of our revenue from operations has been the volume of products manufactured and sold by us. Increased sales volume favourably affects our results of operations as it enables us to benefit from economies of scale in procurement and manufacturing and improves our operating margins through our ability to leverage our fixed cost base. We serve a diverse customer base including global agrochemical companies. Our branded formulation business products are sold to farmers through our dealer network when orders are raised by them. Our contractual arrangements with customers in our specialty chemicals and CDMO businesses are typically on a long-term basis with institutional customers. However, our actual production volumes may differ significantly from our estimates due to variations in customer demand for our products. Further, since the number of orders that our customers place with us may differ from quarter to quarter, our results of operations have fluctuated in the past and we expect this trend to continue in the future.

We must maintain optimum levels of capacity utilization at our manufacturing facility and an appropriate standard of quality in our equipment, processes and products in order to maximize our profits. Attaining and maintaining this level of utilization and quality requires considerable expense and planning. If we are unable to achieve and maintain optimum levels of capacity utilization at our manufacturing facilities in the future, our results of operations and financial condition may be adversely affected.

### **Weather Conditions**

Our business is dependent on the agricultural industry in India, which is sensitive to weather conditions such as drought, floods, cyclones and natural disasters. Our results of operations are significantly affected by weather conditions in the agricultural regions in which our products are used. Weather conditions can affect the presence of pest infestations and consequently the demand for our products. Adverse weather conditions early in the season, especially drought conditions, may result in lower than normal plantings of crops and a consequent decline in the demand for our products. They may also cause volatility in the prices of commodities, which may affect farmers' decisions on the types and quantum of crops to be planted and may consequently affect our sales volumes. *For further details see, "Risk Factors – Internal Risk Factors - Our business is subject to climatic conditions and is cyclical in nature. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations, financial condition and cash flows."* on page 32.

### **Distribution Network**

We have adopted a direct distribution model where we work directly with dealers and have eliminated wholesalers and super distributors from our supply chain. We believe that this provides us better control over our supply chain and a closer connect with farmers. Each of our three brands have different sets of dealers, which ensures better visibility and presence of our brands and we are able to capitalize on the farmer footfall of different dealers. We have increased our distribution network from over 12,327 active dealers, as of March 31, 2023 to over 14,950 active dealers, as of March 31, 2025. We constantly seek to grow our product reach to under-penetrated geographies, increase the penetration of our products in markets in which we are currently present and widen the portfolio of our products available in those markets by growing our distribution network. We may, however, not be successful in appointing new dealers to expand our network or effectively manage our existing network. Further, we may face disruptions in the delivery of our products for reasons beyond our control, including poor handling of our products by third parties, transportation bottlenecks, natural disasters and labour issues, which could lead to delayed or lost deliveries. If our dealers fail to distribute our products in a timely manner, or fail to adhere to the terms of our arrangements, our business and results of operations may be adversely affected. For further details see, *"Risk Factors – Internal Risk Factors – We do not have long-term arrangements with our dealers and our inability to expand or effectively manage our dealer network may have an adverse effect on our business, results of operations, financial condition and cash flows."* on page 35.

### **Cost and Availability of Raw Materials**

Our cost of materials consumed constitutes the largest component of our cost structure. For Fiscals 2025, 2024 and 2023, our cost of materials consumed was ₹ 7,429.53 million, ₹ 6,166.81 million and ₹ 4,845.09 million, or 46.27%, 43.50% and 41.50% of our total income, respectively. We typically procure these raw materials through purchase orders and do not enter into any long-term agreements with our suppliers. We are thus exposed to fluctuations in availability and prices of our raw materials and we may not be able to effectively pass on all increases in cost of raw materials to our customers, which may affect our margins and results of operations. We also import certain of our raw materials and could face disruptions due to several factors including geopolitical tensions, trade and other restrictions imposed by governments, natural disasters, transportation delays, or changes in regulatory requirements, which could adversely affect our ability to conduct our manufacturing operations. As we continue to grow our operations, we would need to procure additional volumes of raw materials. Any inability on our part to procure sufficient quantities of raw materials and on commercially acceptable terms, could lead to a change in our manufacturing and sales volumes and affect our results of operations.

### **Our inorganic growth initiatives**

We will evaluate inorganic growth opportunities, such as through mergers and acquisitions, brand acquisitions and plant acquisitions if it helps us consolidate our market position in existing business verticals; achieve operating leverage in key markets by unlocking potential efficiency and synergy benefits; strengthen and expand our product portfolio; enhance our depth of experience, knowledge-base and know-how; and increase our sales and distribution network. For example, we acquired Shogun Lifesciences in July 2021, Shogun Organics in September 2021 and Briar Chemicals in October 2022. Acquiring new businesses typically requires significant efforts resulting in additional expenses and requiring significant management time. For instance, during the pre-acquisition stage, we typically incur significant costs for identifying suitable opportunities and executing an effective due diligence process on potential targets; and during the post-acquisition stage, we incur costs for integrating and operating acquired businesses.

In addition, if we are unable to overcome the potential challenges associated with the integration process and achieve our objectives, we may not realize the anticipated benefits and synergies of our acquisitions fully, or at all, or may take longer to realize than expected. Failure to realize anticipated benefits in a timely manner or at all, could have an adverse effect on our business and results of operations.

## **Government Regulations and Policies**

Government regulations and policies in India as well as the countries in which we operate such as the United Kingdom and those to which we export our products can affect the demand for, expenses related to and availability of our products. We have incurred and expect to continue incurring costs for compliance with such laws and regulations. The regulations and policies to which we are subject may be frequently updated, with little or no time for us to prepare. Any changes in government policies relating to the agriculture sector such as the reduction of government expenditure towards agriculture, the withdrawal of or changes in incentives and subsidies provided to farmers, export restrictions on crops, tariffs imposed by different countries, adverse changes in commodity prices or minimum support prices could affect the ability of farmers to spend on agrochemical products, which in turn could adversely affect our business and results of operations. Further, we are subject to the policies of the state governments in which our facilities are located. Consequently, adverse changes in the policies of the state or local government or the Government of India, could require us to incur capital expenditure and change our business strategy.

## **Statement of Material Accounting Policies**

### **Basis of preparation**

The Restated Consolidated Financial Information comprise the restated consolidated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity and restated consolidated statement of cash flows for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 and the Notes, comprising material accounting policies information and other explanatory information (hereinafter referred to as 'Restated Consolidated Financial Information').

The Restated Consolidated Financial Information have been approved by the Board of Directors of our Company at their meeting held on June 28, 2025 and has been specifically prepared for inclusion in the Draft Red Herring Prospectus (DRHP) to be filed by us with the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and the ('Stock Exchanges') in connection with the proposed Initial Public Offer of equity shares ('IPO') of the Holding Company (referred to as the 'Issue'). The Restated Consolidated Financial Information has been prepared by our management 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') as amended from time to time;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations), as amended to date; 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 has been compiled by the management from audited consolidated financial Statements of the Group for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act and other relevant provisions 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 June 28, 2025.

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 years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years, 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 consolidated financial statements of the group as at and for the year ended March 31, 2025 and the requirements of the SEBI ICDR Regulations, if any; and
- c) The resultant impact of tax due to the aforesaid adjustments, if any

The Restated Consolidated Financial Information have been prepared on accrual and going concern basis. The accounting policies have been consistently applied by us in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of the consolidated financial statements as at and for the year ended March 31, 2025.



We present assets and liabilities in the Restated Consolidated Financial Information based on current/ non-current classification.

An asset is treated as current if it satisfies any of the following conditions:

- expected to be realised in, or is intended for sale or consumption in the normal operating cycle;
- held primarily for the purpose of being traded;
- expected to be realised within twelve months after reporting date; or
- cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date

A liability is treated as current if it satisfies any of the following conditions:

- expected to be settled in the normal operating cycle ;
- held primarily for the purpose of being traded ;
- due to be settled within twelve months after reporting date; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and its realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

The material accounting policies applied by our Company in the preparation of the Restated Consolidated Financial Information are listed below.

## **Property, plant and equipment**

### ***Recognition and measurement***

Property, plant and equipment (“PPE”) is stated at acquisition or construction cost less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and directly attributable cost of bringing the asset to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognized as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to us in future years and the cost of the item can be measured reliably.

### ***Subsequent measurement***

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to us. Expenditure incurred after the PPE have been put into operations, such as repair and maintenance expenses are charged to the restated consolidated statement of profit and loss during the year in which they are incurred.

### ***Depreciation***

Depreciation on property, plant and equipment is provided on written down value method using the rates arrived at, based on the useful lives as specified in the Schedule II of the Companies Act, 2013 except in case of subsidiaries namely Shogun Organics Limited and Briar Chemicals Limited, where depreciation on property, plant and equipment is provided on straight line method using the rates arrived at, based on the useful lives as specified in the Schedule II of the Companies Act, 2013 (in case of Indian entities) and UK Financial Reporting Standards (in case of entities incorporated in United Kingdom). Also in case of subsidiaries namely Him Bio Agro and JayCee Lifesciences depreciation on property, plant and equipment is provided on written down value method using the rates based on useful lives as estimated by the company, specified below. Depreciation on property, plant and equipment added/disposed off/discarded during the year is provided from/up to the date when added/disposed off/discarded.

The estimated useful lives of our assets are as follows stated below:

| Property, plant and equipment | Useful Lives (in years)– as per<br>Schedule II Companies Act, 2013 | Useful Lives (in years)– as<br>estimated by the Group |
|-------------------------------|--------------------------------------------------------------------|-------------------------------------------------------|
| Buildings                     |                                                                    |                                                       |

| Property, plant and equipment                 | Useful Lives (in years)– as per Schedule II Companies Act, 2013 | Useful Lives (in years)– as estimated by the Group |
|-----------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------|
| - Temporary Structure                         | 3 years                                                         | 3 years                                            |
| - Fences                                      | 5 years                                                         | 5 years                                            |
| - Factory Building                            | 30 years                                                        | 20 to 30 years                                     |
| - Non Factory Building                        | 60 years                                                        | 60 years                                           |
| - Leasehold Improvements                      | NA                                                              | 8 years                                            |
| <b>Roads</b>                                  |                                                                 |                                                    |
| - RCC Roads                                   | 10 years                                                        | 10 years                                           |
| - Non RCC Roads                               | 5 years                                                         | 5 years                                            |
| <b>Vehicles</b>                               |                                                                 |                                                    |
| - Motor Cars                                  | 8 years                                                         | 5 to 8 years                                       |
| - Two Wheelers                                | 10 years                                                        | 10 years                                           |
| <b>Electrical installations and equipment</b> |                                                                 |                                                    |
| - NDM-1 Office                                | 10 years                                                        | 8 years                                            |
| - Others                                      | 10 years                                                        | 10 years                                           |
| <b>Furniture and fixtures</b>                 |                                                                 |                                                    |
| - NDM-1 Office                                | 10 years                                                        | 8 years                                            |
| - Others                                      | 10 years                                                        | 10 years                                           |
| <b>Office equipment</b>                       | 5 years                                                         | 5 years                                            |
| <b>Laboratory Equipment</b>                   | 10 years                                                        | 10 years                                           |
| <b>Computers</b>                              |                                                                 |                                                    |
| - Server and Networking Hardware              | 6 years                                                         | 6 years                                            |
| - Other devices                               | 3 years                                                         | 3 to 5 years                                       |
| <b>Plant and equipment</b>                    | 15 years                                                        | 10 to 20 years                                     |
| <b>Right-of-use asset</b>                     | <b>Period of lease</b>                                          | <b>Period of lease</b>                             |
| Leasehold Land                                | 3 to 60 years                                                   | 3 to 60 years                                      |

Depreciation method, useful lives and residual values are reviewed at the end of each financial year.

All these lives taken based on technical evaluation carried out by the management.

### ***De-recognition***

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized in the Restated Consolidated Statement of Profit and Loss.

### **Investment property**

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Based on technical evaluation, the management believes a period of 60 years as representing the best estimate of the period over which buildings are expected to be used. Accordingly, we depreciate investment property over a period of 60 years on a written-down value basis in case of our Company.

### ***Reclassification to investment property***

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on date of reclassification.

### ***De-recognition***

An investment property is de-recognized when either the investment property has been disposed off or do not meet the criteria of investment property i.e. when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the Restated Consolidated Statement of Profit and Loss in the period of de-recognition.

## Intangible assets

### Goodwill

#### *Recognition and measurement*

Goodwill represents the cost of the acquired businesses in excess of the fair value of identifiable tangible and intangible net assets purchased. Goodwill is not amortized; however it is tested annually for impairment and carried at cost less accumulated impairment losses, if any. The gains / (losses) on the disposal of an entity include the carrying amount of Goodwill relating to the entity disposed.

### Other intangible assets

#### *Recognition and measurement*

Other intangible assets, representing computer software and non-compete fees are initially recognized at cost and subsequently carried at cost less accumulated amortization and accumulated impairment. The cost comprises purchase price and directly attributable cost of bringing the assets to working condition for its intended use.

#### *Subsequent measurement*

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to us.

#### *Amortization*

Intangible Assets with finite lives are amortized over the estimated useful economic life on straight line method. In case of domestic entities, the intangible assets are amortized using the straight line method over a period of four years in case of computer software, which is the management's estimate of its useful life and five years in case of non-compete fees, which is based on the agreement. Amortization on the intangible asset added/disposed off/discarded during the year is provided from/up to the date when added/disposed off/discarded. The amortization method, useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

In case of foreign subsidiaries, all intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life can not be made, the useful life shall not exceed ten years.

The intangible assets acquired under business combination with Shogun Organics Limited are customers relationships and patents which have been amortized over its estimated useful life on a straight line basis. The life of intangibles assets identified are as follows:

| Intangible assets      | Useful Lives (in years)– as estimated by the Company |
|------------------------|------------------------------------------------------|
| Patents                | 8 to 15 years                                        |
| Customer relationships | 5 years                                              |

The intangible assets acquired under business combination with Briar Chemicals Limited are customers relationships which have been amortized over its estimated useful life on a straight line basis. The life of intangibles assets identified are as follows:

| Intangible assets*     | Useful Lives (in years)– as estimated by the Company |
|------------------------|------------------------------------------------------|
| Customer relationships | 10 years                                             |

\*These are acquired intangibles, hence no useful life can be assigned as per Companies Act, 2013.

#### *De-recognition*

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Restated Consolidated Statement of Profit and Loss when the asset is derecognized.

### ***Capital work-in-progress ('CWIP') and intangible assets under development***

Projects in process and other CWIP/ intangible assets under development are carried at cost, comprising direct cost, related incidental expenses. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefit associated with these will flow to us and the cost of the item can be measured reliably. Advances given to acquire property, plant and equipment are recorded as non-current assets and subsequently transferred to CWIP on acquisition of related assets.

### **Impairment of non-financial assets**

At the end of each reporting year, we review the carrying amounts of non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Goodwill is tested annually for impairment.

When it is not possible to estimate the recoverable amount of an individual asset, we estimate the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in Restated Consolidated Statement of Profit and Loss. Impairment (if any) gets allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, we review at each reporting date whether there is any indication 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. Such a reversal is made 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.

### **Inventories**

Cost of inventories comprises cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Inventories are valued as below:

|                                                                               |                                                                                                                                                                                                                                                                                |
|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Raw materials, packing materials, stock-in-trade and stores and spares</b> | Lower of cost and net realizable value. Cost is determined on weighted average cost basis except in case of Briar Chemicals Limited where cost is based on cost of purchase on a first in, first out basis*.                                                                   |
| <b>Finished goods</b>                                                         | Lower of cost and net realizable value. Cost includes direct materials, labour and proportion of manufacturing overheads based on normal operating capacity.                                                                                                                   |
| <b>Work in progress</b>                                                       | Work in progress is valued at the lower of actual cost incurred or net realizable value. Net realisable value is determined after deducting estimated cost expected to be incurred for completion of work. Cost includes direct materials, labour and proportionate overheads. |

\*Briar Chemicals Limited is a foreign Subsidiary that operates from its site in Norwich, Norfolk, United Kingdom, principally as a contract manufacturer of fine chemical products. The Company also has an extensive and complex formulation and packing capabilities and engages in chemical and process development activities. In view of different business activity of Briar Chemicals Limited from our Company, in accordance with IND AS 110, different valuation method - FIFO is followed.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. The comparison of cost and net realizable value is made on an item-by-item basis.

Provision for obsolete/old inventories is made, wherever required.

Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. However, when a decline in the price of materials indicates that the cost of the finished products exceeds net realizable value, the materials are written down to net realizable value. In such circumstances, the replacement cost of the materials may be the best available measure of their net realizable value.

### **Revenue recognition**

We have applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 five step model is used to determine whether revenue should be recognized at a point in time or over time, and at what amount, which is as follows:

- Step 1: Identify the contract with the customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

### ***Sales of goods***

Revenue is measured at the transaction price of the consideration received or receivable. Sales are recognized when the significant risks and rewards of ownership, which coincide with transfer of control of goods, are transferred to the buyer as per terms of contract, which is generally on delivery of goods and there are no unfulfilled obligations. Amounts disclosed as revenue are excluding taxes and net of returns, trade allowances, rebates and amounts collected on behalf of third parties. We recognize revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of our activities. We base our estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. In respect of contracts that permit the customers to return goods, revenue is recognized to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. Therefore, the amount of revenue recognized is adjusted for expected returns, which are estimated based on the historical data. In these circumstances, customer liability and a right to recover returned goods asset are recognized. The right to recover returned goods asset is measured at the former carrying amount of the inventory less any expected costs to recover goods. We review our estimate of expected returns at each reporting date and updates the amounts of the asset and liability accordingly.

### ***Exclusivity of Income***

Income arising from exclusivity arrangements is recognized in accordance with Ind AS 115 – Revenue from Contracts with customers. Where a portion representing the present value of the consideration attributable to the satisfaction of our performance obligation over the exclusivity period is recognized as revenue on a systematic basis over the exclusivity term, typically on a straight-line basis, unless another method better reflects the pattern of performance. The present value of the deferred revenue is determined by applying our incremental borrowing rate at contract inception. The unearned revenue is presented as a contract liability and classified under Other Current Liabilities or Other Non-Current Liabilities, depending on the timing of expected revenue recognition.

### ***Contract assets***

Contract asset is right to consideration in exchange for goods or services transferred to the customer and performance obligation satisfied. If we perform by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. Upon completion of the attached condition and acceptance by the customer, the amounts recognized as contract assets are reclassified to trade receivables upon invoicing. A receivable represents our right to an amount of consideration that is unconditional. Contract assets are subject to impairment assessment.

### ***Contract liabilities***

A contract liability is the obligation to transfer goods or services to a customer for which we have received consideration from the customer. If customer pays consideration before we transfer goods or services to the customer, a contract liability is recognized when the payment is made. Contract liabilities are recognized as revenue when we perform the obligation under the contract (i.e., transfers control of the related goods or services to the customer).

### ***Trade receivables***

A trade receivable is recognized when the goods are delivered and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due).

### **Other income**

#### ***Interest income***

Interest is recognized using effective interest method on a time proportion basis. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Further, income arising from exclusivity arrangements is recognized in accordance with Ind AS 109 – Financial Instruments. Where a portion representing the unwinding of the discount applied to the deferred revenue is recognized as interest income over the contract term using the effective interest method.

The present value of the deferred revenue is determined by applying our incremental borrowing rate at contract inception. The unearned revenue is presented as a contract liability and classified under Other Current Liabilities or Other Non-Current Liabilities, depending on the timing of expected revenue recognition.

#### ***Rental income***

Rental income from operating leases is recognized on time proportionate basis over the period of rent.

#### ***Others***

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to us and the amount of income can be measured reliably.

### **Foreign currency transactions**

Transactions in foreign currencies are recorded by us in our functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in the Restated Consolidated Statement of Profit and Loss. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Foreign currency gains and losses are reported on a net basis in the Restated Consolidated Statement of Profit and Loss.

### **Financial instruments**

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instruments of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts, embedded derivatives in the host contract, etc.

#### ***Recognition and initial measurement of financial assets***

Trade receivables are initially recognized when they are originated. All other financial assets are initially recognized when we become a party to the contractual provisions of the instrument.

A financial asset, except trade receivable, which are recognized at transaction price as per Ind AS 115, or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

### ***Classification and subsequent measurement***

#### ***Financial assets***

On initial recognition, a financial asset is classified as measured at

- a) Amortized cost; or
- b) FVTPL
- c) FVOCI

Financial assets are not reclassified subsequent to their initial recognition, except if and in the year we change our business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

All financial assets not classified as measured at amortized cost or Fair Value through Other Comprehensive Income ("FVOCI") as described above are measured at FVTPL. This includes all derivative financial assets, if any.

#### ***Financial assets: Subsequent measurement and gains and losses***

|                                    |                                                                                                                                                                                                                                                                                                                           |
|------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Financial assets at FVTPL          | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.                                                                                                                                                                  |
| Financial assets at FVOCI          | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized through OCI.                                                                                                                                                                        |
| Financial assets at amortized cost | These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on de-recognition is recognized in profit or loss. |

#### ***Financial liabilities: Classification, subsequent measurement and gains and losses***

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

#### ***Trade payables and acceptances***

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest method where the time value of money is significant.

Our Company and its subsidiary company namely Shogun Organics Limited enter into deferred payment arrangements (acceptances) whereby overseas lenders such as banks and other financial institutions make payment to supplier's banks for import of raw material on the due date. The banks and financial institutions are repaid by our Company and its subsidiary company namely Shogun Organics Limited. These arrangements are in the nature of credit extended in normal operating cycles and these arrangements for raw materials are recognized as Acceptances (under trade payables). The charges borne by our Company and its subsidiary company namely Shogun Organics Limited on such arrangements is accounted as finance cost.

### ***Compound financial instrument***

The fair value of the liability portion of compound financial instrument is determined using incremental borrowing rate. This amount is recorded as liability on an amortized cost basis. Until extinguished on conversion or buyback as per shareholder agreement. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This is recognized and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

### ***Financial guarantee contracts***

Financial guarantee contracts are recognized as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of (i) the amount determined in accordance with the expected credit loss model as per Ind AS 109 and (ii) the amount initially recognized less, where appropriate, cumulative amount of income recognized in accordance with the principles of Ind AS 115. The fair value of financial guarantee is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

### ***Derecognition***

#### ***Financial assets***

We derecognize a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which we neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If we enter into transactions whereby it transfers assets recognized on our Restated Consolidated Statement of Assets and Liabilities but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

#### ***Financial liabilities***

We derecognize a financial liability when its contractual obligations are discharged or cancelled or expire. We also derecognize a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss. When the terms of a financial liability are renegotiated or extinguished and entity issues equity instruments to a creditor to extinguish all or part of the liability (debt or equity swap), a gain or loss is recognized in profit and loss, which is measured at the difference between the carrying amount of the financial liability and fair value of the equity instrument issued.

### ***Offsetting***

Financial assets and financial liabilities are offset and the net amount presented in the Restated Consolidated Statement of Assets and Liabilities when, and only when, we currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

### ***Impairment of financial instruments***

Expected credit loss (ECL) is the difference between all contractual cash flows that are due to us in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls).

In accordance with Ind AS 109, we apply expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are measured at amortized cost e.g., cash and bank balances, trade receivables and loans, etc.

At each reporting date, we assess whether financial assets carried at amortized cost is credit-impaired. A financial asset is 'credit-impaired' when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred.

Evidence that the financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;



- the breach of contract such as a default or being past due over two years;
- it is probable that the borrower will enter bankruptcy or other financial re-organization; or
- the disappearance of active market for a security because of financial difficulties.

We follow a 'simplified approach' for recognition of impairment loss allowance on trade receivables. We recognize impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Further, the parties where legal disputes have been filed by us or where in respect of significantly aged receivables, a higher percentage of ECL has been applied are categorized as parties having significant increase in credit risk. For recognition of impairment loss on other financial assets, we determine that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent year, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as expense/income in the Restated Consolidated Statement of Profit and Loss. ECL for financial assets measured as at amortized cost and contractual revenue receivables is presented as an allowance, i.e., as an integral part of the measurement of those assets in the consolidated financial information. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, we do not reduce impairment allowance from the gross carrying amount.

### ***Derivative instruments***

We enter into foreign exchange forward contracts and certain other derivative financial instruments to manage its exposure to foreign exchange rate risks. However, where derivatives do not meet the hedge accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at FVTPL. They are presented as current assets or liabilities since the call/ put option can be exercised any time after the end of the reporting period. Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

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 Restated Consolidated Statement of Profit and Loss, except for the effective portion of cash flow hedge which is recognized in Restated Consolidated Other Comprehensive Income and later to Restated Consolidated Statement of Profit and Loss when the hedged item affects profit or loss or is treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a Non-Financial Assets or Non-Financial liability.

We have entered into certain derivative contracts to hedge risks which are designated as hedges. Such contracts are accounted for at fair value through restated consolidated profit or loss and are included in other gains/(losses).

Hedges that meet the criteria for hedge accounting are accounted for as follows:

### ***Cash Flow Hedge***

We designate derivative contracts or non-derivative Financial Assets/ Liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognized asset or liability or forecast cash transactions.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of Other Comprehensive Income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Restated Consolidated Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold or terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve

until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Restated Consolidated Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Restated Consolidated Statement of Profit and Loss.

### ***Cost of Hedging***

For option contracts, we designate only the intrinsic value of option contracts as a hedged item by excluding the time value of the option. The changes in the fair value of the aligned time value of the option are recognized in Restated Consolidated Other Comprehensive Income and accumulated in the cost of hedging reserve. The time value of the options at the inception of the hedging relationship is reclassified to Restated Consolidated Statement of Profit and Loss. Hedge ineffectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. We apply the following effectiveness testing strategies:

- i. For interest rate swaps that exactly match the terms of the terms of the hedged item, the economic relationship and hedge effectiveness are based on the qualitative factors using critical terms match method.
- ii. For other interest rate swaps, we use dollar offset method using a hypothetical derivatives, dollar offset method is a quantitative method that consists of comparing the change in fair value or cash flows of the hedging instrument with the change in fair value or cash flows of the hedged item attributable to the hedged risk.
- iii. For option structures, we analyze the behavior of the hedging instrument and hedged item using regression analysis based dollar offset method. We have established a hedge ratio of 1:1 for the hedging relationships as the underlying risk and notional amount of the hedging instruments are identical to the hedged items.

### **Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability that takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by us.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that we can access at the measurement date;
- Level 2 inputs are inputs other than quoted prices included within Level 1, that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 inputs are unobservable inputs for the assets or liabilities.

### **Leases**

We evaluate if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. We use significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. We determine the lease term as the non-cancellable year of a lease, together with both years covered by an option to extend the lease if we are reasonably certain to exercise that option; and years covered by an option to terminate the lease if we are reasonably certain not to exercise that option.

In assessing whether we are 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 us to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

We revise the lease term if there is a change in the non-cancellable year 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.

To assess whether a contract conveys the right to control the use of an identified asset, we assess whether:  
the control involves the use of an identified asset,

we have substantially all of the economic benefits from use of the asset through the year of lease, and

we have right to direct the use of the asset.

### ***Where we are the Lessee***

We recognize a right-of-use asset (“**ROU**”) and a lease liability at the lease commencement date. The ROU is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that the option will be exercised. The ROU is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, our incremental borrowing rate. Generally, we use our incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprises fixed payments, including in-substance fixed payments, amounts expected to be payable under a residual value guarantee and the exercise price under a purchase option that we are reasonably certain to exercise, lease payments in an optional renewal year if we are reasonably certain to exercise an extension option.

### ***Where we are the Lessor***

At the inception of a lease, the lessee classifies the lease arrangement as either a finance lease or an operating lease, based on contractual terms and substance of the lease arrangement. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Lease income from operating leases where we are a lessor is recognized in income on a straight-line basis over the lease term. The respective leased assets are included in the Restated Consolidated Statement of Assets and Liabilities based on their nature.

### ***Short-term leases and leases of low-value assets***

We have elected not to recognize ROU and lease liabilities for short term leases that have a lease term of 12 months or lower and leases of low value assets. We recognize the lease payments associated with these leases as an expense over the lease term.

## **Employee Benefits**

### ***Short term employee benefits***

Short-term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if we have a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### ***Defined contribution plans – India***

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. We make specified monthly contributions towards provident fund, which is a government administered scheme, and employee's state insurance scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the Restated Consolidated Statement of Profit and Loss in the years during which the related services are rendered by employees.

#### ***Defined contribution pension plan - outside India***

In case of Briar Chemicals Limited, the Step-down Subsidiary Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid, the Company has no further payment obligations. The contributions are recognized as an expense in the Restated Consolidated Statement of Profit and Loss when they fall due. Amounts not paid are shown in accruals as a liability in the Restated Consolidated Statement of Assets and Liabilities. The assets of the plan are held separately from the Step-down Subsidiary Company in an independently administered funds.

#### ***Defined National Insurance Contribution Scheme - outside India***

In case of Briar Chemicals Limited, the Step-down Subsidiary Company pays statutory employer National Insurance Contributions (NICs) in accordance with UK legislation on employee earnings and taxable benefits. These contributions are recognised as an expense in the Restated Consolidated Statement of Comprehensive Income in the period in which the related employee remuneration is incurred.

Short-term employee benefits, bonuses, or share-based payments or NICs are recognised over the same period as the related compensation expense. Any unpaid NICs at the reporting date are included within statutory liabilities under current liabilities in the Restated Consolidated Statement of Assets and Liabilities.

#### ***Defined benefit plans***

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Our net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior years, discounting that amount and deducting the fair value of any plan assets.

#### ***Gratuity***

For defined benefit plan, the cost of providing benefits is determined annually by an independent actuary using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the restated consolidated balance sheet with a charge or credit recognized in Restated Consolidated Other Comprehensive Income (OCI) in the year in which they occur. Remeasurement recognized in restated consolidated other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the Restated Consolidated Statement of Profit and Loss. Past service cost is recognized in the Restated Consolidated Statement of Profit and Loss in the year of a plan amendment. We determine the net interest expense (income) on the net defined benefit liability (asset) for the year by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual year to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the year as a result of contributions and benefit payments.

Net interest expense and other expenses related to defined benefit plans are recognized in Restated Consolidated Statement of Profit or Loss.

#### ***Other long-term employee benefits***

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognized as a liability at the present value of the obligation as at the Restated Consolidated Statement of Assets and Liabilities date. The cost of providing benefits is measured on the basis of an annual independent actuarial valuation using the projected unit credit method at each balance sheet date. Actuarial gains or losses are recognized in Restated Consolidated Statement of Profit and Loss in the year in which they arise. The obligations are presented as current liabilities in the Restated Consolidated Statement of Assets and Liabilities as we do not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

## **Taxation**

Income tax comprises current and deferred tax. It is recognized in Restated Consolidated Statement of Profit and Loss except to the extent that it relates to a business combination or to items recognized directly in equity or in Other Comprehensive Income.

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

### ***Current tax***

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are offset only if, we:

- a. has a legally enforceable right to set off the recognized amounts; and
- b. intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. We measure our tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

### ***Deferred tax***

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the Restated Consolidated Statement of Assets and Liabilities and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and we intends to settle our current tax assets and liabilities on a net basis.

Current and deferred tax are recognized in the Restated Consolidated Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

## **Government grants**

Government grants are recognized where there is reasonable assurance that the grant will be received, and all the attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the years that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

When we receive grants of non-monetary assets, the assets and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset.

### **Provisions**

Provisions are recognized when we have a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Restated Consolidated Statement of Assets and Liabilities date, taking into account the risks and uncertainty surrounding the obligation.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

### **Provision for restoration and environmental costs**

We have liabilities related to restoration of production sites, which are due upon the closure of certain of its production sites. Such liabilities are estimated on a case-by-case based on available information, considering applicable local legal requirements. The estimation is made using existing technology, at current prices, and discounted using an appropriate discount rate where the effect of time value of money is material. Future restoration and environmental costs are charged to Restated Consolidated Statement of Profit and Loss, and the corresponding restoration liability is recorded as soon as the obligation to incur such costs arises. The effect of time value of money on the restoration and environmental costs liability is recognised in the Restated Consolidated Statement of Profit and Loss.

### **Contingent liabilities and contingent assets**

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognized nor disclosed in the Restated Consolidated Financial Information. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the year in which the change occurs.

### **Segment reporting**

An operating segment is a component of ours that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the other components of ours, and for which discrete financial information is available.

We are engaged in the production and distribution of pesticides and agro chemicals including insecticides, herbicides, fungicides, fertilizers, plant growth regulators, micro-nutrient fertilizers, specialty chemicals (like technicals, intermediates etc.) for pesticides, insecticides and others. The performance is reviewed for branded formulation and specialty chemicals and CDMO as a whole by Chief Operating decision maker (CODM).

### **Earnings per share**

Basic earnings per share are calculated by dividing the restated consolidated net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are calculated by dividing the restated consolidated net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares which would be issued on the conversion of all the dilutive potential equity shares into equity shares, except where the results would be anti-dilutive.

## **Cash and cash equivalents**

Cash and cash equivalents in the Restated Consolidated Statement of Assets and Liabilities comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

## **Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognized in accordance with the requirements of Ind AS 12, 'Income Taxes' and Ind AS 19, 'Employee Benefits', respectively.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as capital reserve. The cost of acquisition excluding those relating to issue of equity or debt securities are charged to the Consolidated Statement of Profit and Loss in the period in which they are incurred.

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognized. Goodwill is carried at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of our cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for Impairment annually, or more frequently when there is an indication that unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying value, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognized in the Consolidated Statement of Profit and Loss. An Impairment Loss recognized for goodwill is not reversed in subsequent period.

## **Exceptional items**

Exceptional items are those items which meet the test of 'materiality' (size and nature) and the test of 'incidence'. The test of incidence or the frequency of occurrence should be determined basis specific facts and circumstances of entity concerned, considering various factors, such as, the nature of its activities, the economic environment in which it operates, past experience, future expectations, etc. and not in general, as what could be a frequent item for one entity may be infrequent for other.

Generally, items of income or expense fulfilling the above mentioned criteria are classified as exceptional items and are disclosed separately.

## **Application of new standards and amendments**

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases , relating to sale and lease back transactions, applicable from 01 April 2024. We have assessed that there is no significant impact on its restated financial information.

## **Standard issued but not yet effective**

On May 9, 2025, MCA notified the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. We are currently assessing the probable impact of these amendments on its restated consolidated financial statements.

## Non-GAAP Measures

EBITDA, EBITDA Margin, Net Debt to Equity Ratio, Return on Equity and Return on Capital Employed (“**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. 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/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. 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. 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.

### EBITDA and EBITDA Margin

| Particulars                                  | Fiscal 2025                           | Fiscal 2024     | Fiscal 2023     |
|----------------------------------------------|---------------------------------------|-----------------|-----------------|
|                                              | (₹ millions, unless otherwise stated) |                 |                 |
| Profit/ (Loss) for the year (I)              | (142.86)                              | (227.88)        | (10.17)         |
| Other income (II)                            | 210.39                                | 130.65          | 64.51           |
| Finance costs (III)                          | 987.31                                | 743.54          | 399.69          |
| Depreciation and amortization expense (IV)   | 874.56                                | 711.63          | 387.71          |
| Total tax expense (V)                        | 281.86                                | 89.81           | 217.38          |
| Exceptional Items (VI)                       | (539.86)                              | -               | (560.49)        |
| <b>EBITDA (VII = (I-II-VI) + (III+IV+V))</b> | <b>2,330.34</b>                       | <b>1,186.45</b> | <b>1,490.59</b> |
| Revenue from operations (VIII)               | 15,847.80                             | 14,045.91       | 11,610.18       |
| <b>EBITDA Margin (%) (VII/VII)</b>           | <b>14.70%</b>                         | <b>8.45%</b>    | <b>12.84%</b>   |

### Net Debt to Equity Ratio

| Particulars                                              | Fiscal 2025                           | Fiscal 2024 | Fiscal 2023 |
|----------------------------------------------------------|---------------------------------------|-------------|-------------|
|                                                          | (₹ millions, unless otherwise stated) |             |             |
| Total Borrowings* (I)                                    | 8,303.94                              | 6,770.90    | 6,802.18    |
| Cash and cash equivalents (II)                           | 929.75                                | 626.81      | 932.36      |
| Bank balances other than cash and cash equivalents (III) | 963.37                                | 713.21      | 502.11      |
| Net debt (IV = I – II - III)                             | 6,410.82                              | 5,430.88    | 5,367.71    |
| Equity share capital (V)                                 | 160.59                                | 160.59      | 160.59      |
| Other equity (VI)                                        | 6,564.71                              | 6,578.35    | 6,648.46    |
| Total equity (VII = V+VI)                                | 6,725.30                              | 6,738.94    | 6,809.05    |
| <b>Net debt to equity ratio (IV / VII)</b>               | <b>0.95</b>                           | <b>0.81</b> | <b>0.79</b> |

\* Total Borrowings is defined as current borrowings plus non-current borrowings.

### Return on Equity

| Particulars                          | Fiscal 2025                           | Fiscal 2024    | Fiscal 2023    |
|--------------------------------------|---------------------------------------|----------------|----------------|
|                                      | (₹ millions, unless otherwise stated) |                |                |
| Equity share capital (I)             | 160.59                                | 160.59         | 160.59         |
| Other equity (II)                    | 6,564.71                              | 6,578.35       | 6,648.46       |
| Total equity (III = I+II)            | 6,725.30                              | 6,738.94       | 6,809.05       |
| (Loss) for the year (IV)             | (142.86)                              | (227.88)       | (10.17)        |
| <b>Return on Equity (%) (IV/III)</b> | <b>(2.12)%</b>                        | <b>(3.38)%</b> | <b>(0.15)%</b> |

### Return on Capital Employed

| Particulars      | Fiscal 2025                           | Fiscal 2024 | Fiscal 2023 |
|------------------|---------------------------------------|-------------|-------------|
|                  | (₹ millions, unless otherwise stated) |             |             |
| Total assets (I) | 20,843.55                             | 19,234.26   | 19,051.72   |
| Goodwill (II)    | 1,177.26                              | 1,603.69    | 1,544.06    |



| Particulars                                   | Fiscal 2025                           | Fiscal 2024   | Fiscal 2023   |
|-----------------------------------------------|---------------------------------------|---------------|---------------|
|                                               | (₹ millions, unless otherwise stated) |               |               |
| Intangible assets under development (III)     | 37.34                                 | 45.38         | 11.45         |
| Other intangible assets (IV)                  | 902.90                                | 959.24        | 1,050.86      |
| Total Liabilities (V)                         | 14,118.25                             | 12,495.32     | 12,242.67     |
| Tangible net worth (VI=I-II-III-IV-V)         | 4,607.80                              | 4,130.63      | 4,202.68      |
| Non-current borrowing (VII)                   | 4,178.60                              | 3,970.30      | 4,204.23      |
| Current borrowing (VIII)                      | 4,125.34                              | 2,800.60      | 2,597.95      |
| Deferred tax assets (Net)* (IX)               | (752.99)                              | (1,077.21)    | (1,336.62)    |
| Capital employed (X= VI+VII+VIII-IX)          | 13,664.73                             | 11,978.74     | 12,341.48     |
| Profit/(Loss) for the period/year (XI)        | (142.86)                              | (227.88)      | (10.17)       |
| Other income (XII)                            | 210.39                                | 130.65        | 64.51         |
| Finance costs (XIII)                          | 987.31                                | 743.54        | 399.69        |
| Total tax expense (XIV)                       | 281.86                                | 89.81         | 217.38        |
| Exceptional items (XV)                        | (539.86)                              | -             | (560.49)      |
| EBIT(XV1=XI-XII+XIII+XIV-XV)                  | 1,455.78                              | 474.82        | 1,102.87      |
| <b>Return on capital employed (%) (XVI/X)</b> | <b>10.65 %</b>                        | <b>3.96 %</b> | <b>8.94 %</b> |

\*Deferred tax assets (Net) is calculated as deferred tax assets less deferred tax liabilities.

## Segment Reporting

The following tables sets forth our segment information for the years indicated:

| Particulars           | Fiscal 2025         |                     |          |        |               |           |
|-----------------------|---------------------|---------------------|----------|--------|---------------|-----------|
|                       | Branded Formulation | Specialty Chemicals | CDMO     | Others | Inter-Segment | Total     |
| External Revenue      | 9,899.94            | 1,666.72            | 4,281.14 | -      | -             | 15,847.80 |
| Inter segment revenue | 882.10              | 1,074.75            | -        | 22.50  | (1,979.35)    | -         |
| Segment revenue       | 10,782.04           | 2,741.47            | 4,281.14 | 22.50  | (1,979.35)    | 15,847.80 |
| Other income          | 342.87              | 61.47               | 12.29    | 0.09   | (206.33)      | 210.39    |
| Total revenue         | 11,124.91           | 2,802.94            | 4,293.43 | 22.59  | (2,185.68)    | 16,058.19 |

| Particulars           | Fiscal 2024         |                     |          |        |               |           |
|-----------------------|---------------------|---------------------|----------|--------|---------------|-----------|
|                       | Branded Formulation | Specialty Chemicals | CDMO     | Others | Inter-Segment | Total     |
| External Revenue      | 8,253.35            | 810.38              | 4,982.18 | -      | -             | 14,045.91 |
| Inter segment revenue | 256.48              | 680.48              | -        | 14.30  | (951.26 )     | -         |
| Segment revenue       | 8,509.83            | 1,490.86            | 4,982.18 | 14.30  | (951.26)      | 14,045.91 |
| Other income          | 229.91              | 35.25               | 14.41    | 0.06   | (148.98 )     | 130.65    |
| Total revenue         | 8,739.74            | 1,526.11            | 4,996.59 | 14.36  | (1,100.24)    | 14,176.56 |

| Particulars           | Fiscal 2023         |                     |          |        |               |           |
|-----------------------|---------------------|---------------------|----------|--------|---------------|-----------|
|                       | Branded Formulation | Specialty Chemicals | CDMO     | Others | Inter-Segment | Total     |
| External Revenue      | 7,631.69            | 478.80              | 3,499.69 | -      | -             | 11,610.18 |
| Inter segment revenue | 457.39              | 308.39              | -        | 7.20   | (772.98 )     | -         |
| Segment revenue       | 8,089.08            | 787.19              | 3,499.69 | 7.20   | (772.98)      | 11,610.18 |
| Other income          | 78.05               | 27.36               | 16.31    | -      | (57.21)       | 64.51     |
| Total revenue         | 8,167.13            | 814.55              | 3,516.00 | 7.20   | (830.19)      | 11,674.69 |

The following table sets forth details of our revenue from sale of products from external customers on the basis of geographic area:

| Particulars   | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---------------|-------------|-------------|-------------|
| Within India  | 11,168.18   | 8,916.61    | 8,170.77    |
| Outside India | 4,612.74    | 5,080.91    | 3,424.71    |
| Total revenue | 15,780.92   | 13,997.52   | 11,595.48   |

## Principal Components of Income and Expenditure

### Total income

Total income comprises revenue from operations and other income.

### Revenue from operations

Revenue from operations comprises (i) sale of products; and (ii) other operating income.

### Other income

Other income includes (i) interest income under the effective interest method on: (a) bank deposits; (b) security deposits; (c) delayed collections from customers; (d) subsidy; and (e) others; (ii) interest income on income tax refund; (iii) rental income; (iv) service income (v) liabilities no longer required to be written back; (v) net profit on sale of property, plant and equipment and investment property; (vi) net gain on foreign currency translations and transactions; and (vii) miscellaneous income.

### Expenses

Total expenses comprises (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; (iv) employee benefits expense; (vi) finance costs; (vii) depreciation and amortization expense and (viii) other expenses.

### Cost of materials consumed

Cost of materials consumed consists of costs for raw materials such as technicals, solvents and immulsifiers and packing materials.

### Purchases of stock-in-trade

Purchases of stock-in-trade consists of purchases of materials and finished goods which are transacted in the ordinary course of business.

### 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 denotes inventories of finished goods, work in progress and stock-in-trade between beginning and end dates of a reporting year.

### Employee benefits expense

Employee benefits expense comprises (i) salaries, wages and bonus; (ii) gratuity expenses; (iii) compensated absences expenses; (iv) contribution to provident and other funds; and (v) staff welfare expenses.

### Finance costs

Finance costs primarily comprises (i) interest expense on financial liabilities not measured at FVTPL of (a) term loans; (b) cash credit facilities; (c) lease liabilities; and (d) others; (ii) interest on delays in deposit of statutory dues; and (c) other borrowing costs and debt refinance related expense.

### Depreciation and amortization expense

Depreciation and amortization expense include (i) depreciation on property, plant and equipment; (ii) depreciation on investment property; (iii) amortisation on intangible assets; and (iv) depreciation on right-of-use assets.

### Other expenses

Other expenses primarily include (i) repair and maintenance; (ii) power and fuel; (iii) freight and forwarding charges; (iv)

selling commission and other selling expenses; (v) insurance; (vi) legal and professional; (vii) travelling and conveyance; (viii) rates and taxes; and (ix) miscellaneous expenses.

## Results of Operations

The following table sets forth select financial data from our restated consolidated statement of profit and loss for Fiscals 2025, 2024 and 2023, the components of which are also expressed as a percentage of total income for such years:

| Particulars                                                                   | Fiscal 2025      |                            | Fiscal 2024      |                            | Fiscal 2023      |                            |
|-------------------------------------------------------------------------------|------------------|----------------------------|------------------|----------------------------|------------------|----------------------------|
|                                                                               | (₹ millions)     | Percentage of Total Income | (₹ millions)     | Percentage of Total Income | (₹ millions)     | Percentage of Total Income |
| Revenue from operations                                                       | 15,847.80        | 98.69%                     | 14,045.91        | 99.08%                     | 11,610.18        | 99.45%                     |
| Other income                                                                  | 210.39           | 1.31%                      | 130.65           | 0.92%                      | 64.51            | 0.55%                      |
| <b>Total Income</b>                                                           | <b>16,058.19</b> | <b>100.00%</b>             | <b>14,176.56</b> | <b>100.00%</b>             | <b>11,674.69</b> | <b>100.00%</b>             |
| <b>Expenses</b>                                                               |                  |                            |                  |                            |                  |                            |
| Cost of materials consumed                                                    | 7,429.53         | 46.27%                     | 6,166.81         | 43.50%                     | 4,845.09         | 41.50%                     |
| Purchases of stock-in-trade                                                   | 601.24           | 3.74%                      | 1,368.00         | 9.65%                      | 2,164.92         | 18.54%                     |
| Changes in inventories of finished goods, work-in-progress and stock in trade | (276.58)         | (1.72)%                    | (288.66)         | (2.04)%                    | (200.88)         | (1.72)%                    |
| Employee benefits expense                                                     | 2,828.09         | 17.61%                     | 2,497.94         | 17.62%                     | 1,477.33         | 12.65%                     |
| Finance costs                                                                 | 987.31           | 6.15%                      | 743.54           | 5.24%                      | 399.69           | 3.42%                      |
| Depreciation and amortization expense                                         | 874.56           | 5.45%                      | 711.63           | 5.02%                      | 387.71           | 3.32%                      |
| Other expenses                                                                | 2,935.18         | 18.28%                     | 3,115.37         | 21.98%                     | 1,833.13         | 15.70%                     |
| <b>Total Expenses</b>                                                         | <b>15,379.33</b> | <b>95.77%</b>              | <b>14,314.63</b> | <b>100.97%</b>             | <b>10,906.99</b> | <b>93.42%</b>              |
| <b>Profit/(Loss) before exceptional items</b>                                 | <b>678.86</b>    | <b>4.23%</b>               | <b>(138.07)</b>  | <b>(0.97)%</b>             | <b>767.70</b>    | <b>6.58%</b>               |
| <b>Exceptional items</b>                                                      | <b>539.86</b>    | <b>3.36%</b>               | <b>-</b>         | <b>-</b>                   | <b>560.49</b>    | <b>4.80%</b>               |
| <b>Profit/(Loss) after exceptional items but before tax</b>                   | <b>139.00</b>    | <b>0.87%</b>               | <b>(138.07)</b>  | <b>(0.97)%</b>             | <b>207.21</b>    | <b>1.77%</b>               |
| <b>Tax expense</b>                                                            |                  |                            |                  |                            |                  |                            |
| Current tax                                                                   | 654.87           | 4.08%                      | 389.94           | 2.75%                      | 203.48           | 1.74%                      |
| Deferred tax                                                                  | (373.01)         | (2.32)%                    | (300.13)         | (2.12)%                    | 13.90            | 0.12%                      |
| <b>Total tax expense</b>                                                      | <b>281.86</b>    | <b>1.76%</b>               | <b>89.81</b>     | <b>0.63%</b>               | <b>217.38</b>    | <b>1.86%</b>               |
| <b>Profit / (Loss) for the year</b>                                           | <b>(142.86)</b>  | <b>(0.89)%</b>             | <b>(227.88)</b>  | <b>(1.61)%</b>             | <b>(10.17)</b>   | <b>(0.09)%</b>             |

## Fiscal 2025 compared to Fiscal 2024

### Key Developments

- A growth in our specialty chemicals business in Fiscal 2025.
- Impairment of goodwill of ₹ 521.35 million against the carrying value of goodwill.

### Total income

Total income increased by 13.27 % from ₹14,176.56 million in Fiscal 2024 to ₹ 16,058.19 million in Fiscal 2025, primarily on account of an increase in revenue from operations.

### Revenue from operations

Revenue from operations increased by 12.83% from ₹14,045.91 million in Fiscal 2024 to ₹15,847.80 million in Fiscal 2025, primarily due to:

- an increase in the revenue from external customers for our branded formulation business from ₹ 8,253.35 million in Fiscal 2024 to ₹ 9,899.94 million in Fiscal 2025 primarily attributed to an increase in the dealer sales of our products and new products launched during Fiscal 2025;

- an increase in the revenue from external customers for our specialty chemicals business from ₹ 810.38 million in Fiscal 2024 to ₹ 1,666.72 million in Fiscal 2025, primarily on account of commercial scale up of Renofluthrin; and
- a decrease in the revenue from external customers for our CDMO business from ₹ 4,982.18 million in Fiscal 2024 to ₹ 4,281.14 million in Fiscal 2025, primarily attributed to global headwinds in the chemical industry and China's aggressive pricing.

### ***Other Income***

Other income increased by 61.03% from ₹ 130.65 million in Fiscal 2024 to ₹ 210.39 million in Fiscal 2025, primarily due to (i) increase in interest income on bank deposits from ₹ 44.26 million in Fiscal 2024 to ₹ 53.93 million in Fiscal 2025; (ii) increase in gain on foreign currency transactions from ₹ 7.51 million in Fiscal 2024 to ₹ 95.55 million in Fiscal 2025; and (iii) increase in finance portion of exclusivity income from Nil in Fiscal 2024 to ₹ 12.64 million in Fiscal 2025.

### **Expenses**

#### ***Cost of materials consumed***

Cost of materials consumed increased by 20.48% from ₹ 6,166.81 million in Fiscal 2024 to ₹ 7,429.53 million in Fiscal 2025, primarily on account of expenses incurred to purchase higher volumes of raw materials and packing materials due to an overall increase in the manufacturing and sale of our products.

#### ***Purchases of stock-in-trade***

Purchases of stock-in-trade decreased by 56.05% from ₹ 1,368.00 million in Fiscal 2024 to ₹ 601.24 million in Fiscal 2025, primarily due to a decrease in the volume of traded goods sold by us.

#### ***Changes in inventories of finished goods, work in progress and stock in trade***

Change in inventories of finished goods, work in progress, stock in trade increased from ₹ (288.66) million in Fiscal 2024 compared to ₹ (276.58) million in Fiscal 2025, primarily attributable to the timing of manufacturing and sale of products.

#### ***Employee benefits expenses***

Employee benefits expenses increased by 13.22% from ₹ 2,497.94 million in Fiscal 2024 to ₹ 2,828.09 million in Fiscal 2025, primarily due to an increase in salaries, wages and bonus from ₹ 2,156.12 million in Fiscal 2024 to ₹ 2,470.03 million in Fiscal 2025 on account of an increase in our number of employees as a result of growth in our business and compensation increments given to our employees.

#### ***Finance cost***

Finance cost increased by 32.78% from ₹ 743.54 million in Fiscal 2024 to ₹ 987.31 million in Fiscal 2025, primarily due to increase in interest expense on: (i) term loans from ₹ 446.88 million in Fiscal 2024 to ₹ 499.68 million in Fiscal 2025; and (ii) cash credit facilities from ₹ 261.21 million in Fiscal 2024 to ₹ 278.83 million in Fiscal 2025; and (iii) debt refinance related expenses from Nil in Fiscal 2024 to ₹ 168.74 million in Fiscal 2025 as part of debt refinancing process undertaken to replace existing borrowings within the Group with a new term debt from a bank and this amount includes one-time charges such as processing fees, legal expenses, and other ancillary costs directly attributable to obtaining the new debt facility.

#### ***Depreciation and amortization expense***

Depreciation and amortization expense increased by 22.89% from ₹ 711.63 million in Fiscal 2024 to ₹ 874.56 million in Fiscal 2025, primarily due to an increase in depreciation on property, plant and equipment from ₹ 552.08 million in Fiscal 2024 to ₹ 675.81 million in Fiscal 2025 and increase in depreciation on investment property from ₹ 2.92 million in Fiscal 2024 to ₹ 16.81 million in Fiscal 2025.

#### ***Other expenses***

Our other expenses decreased by 5.78 % from ₹ 3,115.37 million in Fiscal 2024 to ₹ 2,935.18 million in Fiscal 2025, primarily due to (i) decrease in repairs and maintenance of plant and machinery from ₹ 906.72 million in Fiscal 2024 to ₹ 643.78 million in Fiscal 2025; and (ii) decrease in power and fuel from ₹ 578.32 million in Fiscal 2024 to ₹ 436.84 million in Fiscal 2025,

which was partially offset by an increase in (i) selling commission and other selling expenses from ₹ 177.04 million in Fiscal 2024 to ₹ 241.02 million in Fiscal 2025, and (ii) provision for environmental remediation from Nil in Fiscal 2024 to ₹ 96.69 million in Fiscal 2025 since we undertook a review of our environmental remediation provision in relation to our manufacturing facility in Norwich, UK and changed the estimated period in consultation with independent environmental experts.

#### **Profit/Loss before exceptional items**

For the reasons discussed above, profit before exceptional items was ₹ 678.86 million in Fiscal 2025 as compared to a loss before exceptional items of ₹ 138.07 million in Fiscal 2024.

#### **Exceptional items**

During Fiscal 2025, we had exceptional items amounting to ₹ 539.86 million as compared to Nil during Fiscal 2024 on account of:

- (i) impairment of goodwill of ₹ 521.35 million against the carrying value of goodwill; and
- (ii) loss on account of flood of ₹ 18.51 million, during Fiscal 2025 in our Subsidiary, M/s Him Bio Agro, which suffered a loss due to a flood that occurred in Una, Himachal Pradesh in August 2024 resulting in damage to inventory and recognized such loss as an exceptional item. Our Subsidiary has made insurance claims for such losses, which are currently under assessment by the insurance provider.

#### **Profit after exceptional items but before tax**

For the reasons discussed above, profit after exceptional items but before tax was ₹ 139.00 million in Fiscal 2025 and loss after exceptional items but before tax was ₹ 138.07 million in Fiscal 2024.

#### **Tax expense**

Our tax expense increased by 213.84% from ₹ 89.81 million in Fiscal 2024 to ₹ 281.86 million in Fiscal 2025 primarily due to increase in (i) current tax from ₹ 389.94 million in Fiscal 2024 to ₹ 654.87 million in Fiscal 2025; and (ii) decline in deferred tax of ₹ (300.13) million in Fiscal 2024 to ₹ (373.01) million in Fiscal 2025.

#### **Profit/Loss for the year**

Our loss for the year was ₹ 227.88 million in Fiscal 2024 compared to loss for the year of ₹ 142.86 million in Fiscal 2025.

#### **Fiscal 2024 compared to Fiscal 2023**

##### **Key Developments**

- We acquired Briar Chemicals with effect from October 10, 2022 and consequently its results were consolidated with those of ours from such date; and
- A growth in our specialty chemicals and CDMO businesses in Fiscal 2024.

##### **Total income**

Total income increased by 21.43% from ₹ 11,674.69 million in Fiscal 2023 to ₹ 14,176.56 million in Fiscal 2024. This was primarily attributable to an increase in revenue from operations and other income.

##### **Revenue from operations**

Revenue from operations increased by 20.98% from ₹ 11,610.18 million in Fiscal 2023 to ₹ 14,045.91 million in Fiscal 2024, primarily due to:

- an increase in the revenue from external customers for our CDMO business from ₹ 3,499.69 million in Fiscal 2023 to ₹ 4,982.18 million in Fiscal 2024, since the results of such business were consolidated with ours for the entire Fiscal 2024 as compared to approximately six months during Fiscal 2023;

- an increase in the revenue from external customers for our branded formulation business from ₹ 7,631.69 million in Fiscal 2023 to ₹ 8,253.35 million in Fiscal 2024 primarily attributed to an increase in the sale of our products during Fiscal 2024; and
- an increase in the revenue from external customers for our specialty chemicals business from ₹ 478.80 million in Fiscal 2023 to ₹ 810.38 million in Fiscal 2024, primarily attributed to an increase in the sale of our products in Fiscal 2024.

### ***Other Income***

Other income increased from ₹ 64.51 million in Fiscal 2023 to ₹ 130.65 million in Fiscal 2024, primarily due to an increase in the interest income under the effective interested method on bank deposits from ₹ 21.70 million in Fiscal 2023 to ₹ 44.26 million in Fiscal 2024 and increase in profit on sale of property, plant and equipment and investment property (net) from nil in Fiscal 2023 to ₹ 26.37 million in Fiscal 2024.

### **Expenses**

#### ***Cost of materials consumed***

Cost of materials consumed increased by 27.28% from ₹4,845.09 million in Fiscal 2023 to ₹ 6,166.81 million in Fiscal 2024, primarily on account of expenses incurred to purchase higher volumes of raw materials due to an overall increase in the manufacturing and sale of our products.

#### ***Purchases of stock-in-trade***

Purchases of stock-in-trade decreased by 36.81% from ₹ 2,164.92 million in Fiscal 2023 to ₹ 1,368.00 million in Fiscal 2024, primarily due to a decrease in the volume of traded goods sold by us.

#### ***Changes in inventories of finished goods, work in progress and stock in trade***

Change in inventories of finished goods, work in progress, stock in trade was ₹ (200.88) million in Fiscal 2023 compared to ₹ (288.66) million in Fiscal 2024, primarily attributable to the timing of manufacturing and sale of products.

#### ***Employee benefits expenses***

Employee benefits expenses increased by 69.08% from ₹ 1,477.33 million in Fiscal 2023 to ₹ 2,497.94 million in Fiscal 2024, primarily due an increase in salaries, wages and bonus from ₹ 1,308.10 million in Fiscal 2023 to ₹ 2,156.12 million in Fiscal 2024 primarily due to an increase in our number of our employees as a result of growth in our business and compensation increments given to our employees.

#### ***Finance cost***

Finance cost increased by 86.03% from ₹ 399.69 million in Fiscal 2023 to ₹ 743.54 million in Fiscal 2024, primarily due to increase in interest expense (i) term loans from ₹ 228.06 million in Fiscal 2023 to ₹ 446.88 million in Fiscal 2024; and (ii) cash credit facilities from ₹ 153.24 million in Fiscal 2023 to ₹ 261.21 million in Fiscal 2024, as a result of an increase in average outstanding borrowings during Fiscal 2024.

#### ***Depreciation and amortization expense***

Depreciation and amortization expense increased by 83.55% from ₹ 387.71 million in Fiscal 2023 to ₹ 711.63 million in Fiscal 2024, primarily due to increase in depreciation on property, plant and equipment from ₹ 297.72 million in Fiscal 2023 to ₹ 552.08 million in Fiscal 2024, increase in amortisation on intangible assets from ₹ 61.69 million in Fiscal 2023 to ₹ 123.58 million in Fiscal 2024, primarily due to a full year of operations of Briar Chemicals being consolidated in our financial statements for Fiscal 2024.

#### ***Other expenses***

Our other expenses increased by 69.95% from ₹ 1,833.13 million in Fiscal 2023 to ₹ 3,115.37 million in Fiscal 2024, primarily due to increase in repairs and maintenance of plant and machinery from ₹ 313.98 million in Fiscal 2023 to ₹ 906.72 million in Fiscal 2024, increase in power and fuel from ₹ 430.38 million in Fiscal 2023 to ₹ 578.32 million in Fiscal 2024, increase in legal and professional from ₹ 166.17 million in Fiscal 2023 to ₹ 233.80 million in Fiscal 2024, and increase in freight and

forwarding charges from ₹ 47.77 million in Fiscal 2023 to ₹ 82.69 million in Fiscal 2024.

### Profit/Loss before exceptional items

For the reasons discussed above, profit before exceptional items was ₹ 767.70 million in Fiscal 2023 as compared to a loss before exceptional items of ₹ 138.07 million in Fiscal 2024.

### Exceptional items

During Fiscal 2023, we had exceptional items amounting to ₹ 560.49 million on account of:

- (i) expenses of ₹ 337.65 million on acquisition of Briar Chemicals Limited relating to various legal and professional consultancy obtained from technical experts globally for the purpose of the acquisition;
- (ii) patent infringement case law of ₹ (58.39) million and additional consideration of ₹ 44.77 million paid to erstwhile promoter of Shogun Organics Limited. Under the share purchase agreement entered into between our Company and the erstwhile promoters of Shogun Organics Limited, any recovery by Shogun Organics Limited against contingent assets as specified in the agreement would be payable by us to the erstwhile promoters in the form and in such manner as mutually decided between the parties. During Fiscal 2023, Shogun Organics Limited realised an amount of ₹ 58.39 million against a patent infringement case and accordingly, we paid an amount of ₹ 44.77 million (net of tax) to the erstwhile promoters of Shogun Organics Limited; and
- (iii) impairment of goodwill of ₹ 236.46 million against the carrying value of goodwill based on the valuation report as our Subsidiary, Briar Chemicals Limited, was unable to generate cash as per the forecasts.

### Profit/loss after exceptional items but before tax

For the reasons discussed above, profit after exceptional items but before tax was ₹ 207.21 million in Fiscal 2023 and loss after exceptional items but before tax was ₹ 138.07 million in Fiscal 2024.

### Tax expense

Our tax expense decreased by 58.69% from ₹ 217.38 million in Fiscal 2023 to ₹ 89.81 million in Fiscal 2024. During Fiscal 2023, our tax expenses included current tax of ₹ 203.48 million and deferred tax of ₹ 13.90 million. During Fiscal 2024, our tax expenses included current tax of ₹ 389.94 million and a deferred tax credit of ₹ (300.13) million.

### Loss for the year

Our loss for the year was ₹ 10.17 million in Fiscal 2023 compared to ₹ 227.88 million in Fiscal 2024.

### Liquidity and Capital Resources

We have historically financed the expansion of our business and operations primarily through debt financing and funds generated from our operations. From time to time, we may obtain loan facilities to finance our working capital requirements. Further, we believe that after taking into account the expected cash to be generated from our business and operations, the Net Proceeds from the Fresh Issue and the proceeds from our existing bank loans, and new loans for any new expansion or capital expenditure we will have sufficient capital to meet our anticipated capital requirements for our working capital and capital expenditure requirements.

### Cash Flows

The following table sets forth our cash flows and cash and cash equivalents for the years indicated:

| Particulars                                             | Fiscal 2025 | Fiscal 2024  | Fiscal 2023 |
|---------------------------------------------------------|-------------|--------------|-------------|
|                                                         |             | (₹ millions) |             |
| Net cash (used in)/ generated from operating activities | 894.18      | 1,388.09     | 350.51      |
| Net cash (used in)/ generated from investing activities | (513.60)    | (917.17)     | (7,397.49)  |
| Net cash (used in)/ generated from financing activities | (73.53)     | (795.81)     | 6,825.21    |
| Net increase/ (decrease) in cash and cash equivalents   | 307.05      | (324.89)     | (221.77)    |

### Operating Activities

### ***Fiscal 2025***

Net cash generated from operating activities was ₹ 894.18 million in Fiscal 2025. While our profit after exceptional items but before tax was ₹ 139.00 million in Fiscal 2025, we had operating profit before working capital changes of ₹ 2,761.73 million primarily as a result of depreciation and amortisation expense of ₹ 874.56 million, finance costs of ₹ 987.31 million and impairment of goodwill of ₹ 521.35 million. Our working capital adjustments to our operating profit before working capital changes in Fiscal 2025 primarily consisted of an increase in trade receivables of ₹ 859.16 million, an increase in inventories of ₹ 631.33 million and a decrease in other current liabilities of ₹ 242.39 million, which was partially offset by an increase in provisions of ₹ 159.17 million.

### ***Fiscal 2024***

Net cash generated from operating activities was ₹ 1,388.09 million in Fiscal 2024. While our loss after exceptional items but before tax was ₹ 138.07 million in Fiscal 2024, we had operating profit before working capital changes of ₹ 1,095.15 million primarily as a result of depreciation and amortisation expense of ₹ 711.63 million and finance costs of ₹ 743.54 million. Our working capital adjustments to our operating profit before working capital changes in Fiscal 2024 primarily consisted of a decrease in trade receivables of ₹ 382.82 million, an increase in other current liabilities of ₹ 276.31 million, which was partially offset by an increase in inventories of ₹ 346.87 million.

### ***Fiscal 2023***

Net cash generated from operating activities was ₹ 350.51 million in Fiscal 2023. While our profit after exceptional items but before tax was ₹ 207.21 million in Fiscal 2023, we had operating profit before working capital changes of ₹ 1,054.04 million primarily as a result of depreciation and amortisation expense of ₹ 387.71 million and finance costs of ₹ 399.69 million. Our working capital adjustments to our operating profit before working capital changes in Fiscal 2023 primarily consisted of increase in trade and other payable of ₹ 377.08 million, which was partially offset by an increase in inventories of ₹ 310.54 million and an increase in trade receivables of ₹ 141.79 million.

## **Investing Activities**

### ***Fiscal 2025***

Net cash used in investing activities was ₹ 513.60 million in Fiscal 2025 primarily comprising payments for property, plant and equipment of ₹ 343.52 million and investment in bank deposits of ₹ 409.87 million, which was partially offset by proceeds from maturity of bank deposits of ₹ 159.77 million and proceeds from sale of property, plant and equipment and investment property of ₹ 47.91 million

### ***Fiscal 2024***

Net cash used in investing activities was ₹ 917.17 million in Fiscal 2024 primarily comprising payments for property, plant and equipment of ₹ 777.71 million and investment in bank deposits of ₹ 706.97 million, which was partially offset by proceeds from maturity of bank deposits of ₹ 496.10 million and proceeds from sale of property, plant and equipment and investment property of ₹ 55.92 million.

### ***Fiscal 2023***

Net cash used in investing activities was ₹ 7,397.49 million in Fiscal 2023 primarily comprising payment for acquisition of subsidiaries of ₹ 6,700.09 million, payments for property, plant and equipment of ₹ 585.42 million and investment in bank deposits of ₹ 126.61 million, which was partially offset by interest received of ₹ 21.70 million.

## **Financing Activities**

### ***Fiscal 2025***

Net cash generated used in financing activities was ₹ 73.53 million in Fiscal 2025 primarily comprising net proceeds from short term borrowings of ₹ 1,318.85 million which is offset by net repayments of long term borrowings of ₹ 401.31 million and interest paid of ₹ 944.90 million.

### ***Fiscal 2024***



Net cash used in financing activities was ₹ 795.81 million in Fiscal 2024 primarily due to interest paid of ₹ 717.91 million and net repayment of long term borrowings of ₹ 264.51 million, which was partially offset by net proceeds of short term borrowings of ₹ 212.08 million.

### Fiscal 2023

Net cash generated from financing activities was ₹ 6,825.21 million in Fiscal 2023 primarily due to proceeds from issue of equity shares including security premium of ₹ 2,644.23 million, net proceeds of long term borrowings of ₹ 3,547.94 million and net proceeds from short term borrowings of ₹ 1,141.67 million, which was partially offset by interest paid of ₹ 485.48 million.

### Indebtedness

As of March 31, 2025, our total outstanding borrowings amounted to ₹ 8,303.94 million on a consolidated basis.

The table below provides details regarding the remaining contractual maturities of financial liabilities based on contractual undiscounted payments (excluding transaction cost on borrowings), as of March 31, 2025:

| Particulars                 | Payment due by period (in ₹ million) |                 |                 |                 |                   |
|-----------------------------|--------------------------------------|-----------------|-----------------|-----------------|-------------------|
|                             | Total                                | Upto 1 year     | 1-2 years       | 2-5 years       | More than 5 years |
| Lease Liabilities           | 5,218.67                             | 88.80           | 90.21           | 273.32          | 4,766.34          |
| Borrowings                  | 8,332.09                             | 4,339.79        | 1,512.55        | 2,479.75        | -                 |
| Trade Payables              | 2,614.87                             | 2,614.87        | -               | -               | -                 |
| Other Financial Liabilities | 220.64                               | 220.34          | 0.10            | -               | 0.20              |
| <b>Total</b>                | <b>16,386.27</b>                     | <b>7,263.80</b> | <b>1,602.86</b> | <b>2,753.07</b> | <b>4,766.54</b>   |

### Contingent Liabilities

The following table below sets forth our contingent liabilities as of March 31, 2025:

| Particulars                                                                                                                                | Amount (₹ million) |
|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| (i) Claims against the Group not acknowledged as debt                                                                                      |                    |
| Goods and services tax                                                                                                                     |                    |
| - under Madhya Pradesh GST Act, for financial year 2017 - 2018 (including interest of Rs. 0.61 million and penalty of Rs. 0.09 million)    | 1.58               |
| - under Maharashtra GST Act, for financial year 2017 - 2018 (including interest of Rs. 0.69 million and penalty of Rs. 0.09 million)       | 0.79               |
| - under Gujarat GST Act, for financial year 2017 - 2018 (including interest of Rs. 2.38 million and penalty of Rs. 0.23 million)           | 4.94               |
| - under Rajasthan GST Act, for financial year 2017 - 2018 (including interest of Rs. 1.30 million and penalty of Rs. 0.12 million)         | 2.58               |
| - under Chhattisgarh GST Act, for financial year 2017 - 2018 (including penalty of Rs. 1.31 million)                                       | 2.49               |
| - under Jammu And Kashmir GST Act, for financial year 2019 - 2020 (including interest of Rs. 0.49 million and penalty of Rs. 0.13 million) | 0.62               |
| - under Bihar GST Act, for financial year 2019 - 2020 (including interest of Rs. 2.19 million and penalty of Rs. 0.28 million)             | 5.22               |
| - under Haryana GST Act, for financial year 2017 - 2018 (including penalty of Rs. 1.17 millions)                                           | 2.34               |
| - under Haryana GST Act, for financial year 2018 - 2019 (including penalty of Rs. 1.57 millions)                                           | 3.14               |
| - under Himachal Pradesh GST Act, for financial year 2022 - 2023 (including interest of Rs. 1.07 million)                                  | 1.07               |
| Income tax                                                                                                                                 |                    |
| - for financial year 2017 - 2018 (including interest and penalty)                                                                          | -                  |
| - for financial year 2019 - 2020 (including interest and penalty)                                                                          | 19.62              |
| - for financial year 2020 - 2021 (including interest and penalty)                                                                          | 0.01               |
| - for financial year 2021 - 2022 (including interest and penalty)                                                                          | 4.36               |
| Central Excise Act (Jammu & Kashmir)*                                                                                                      | 60.84              |
| <b>Total</b>                                                                                                                               | <b>109.60</b>      |

\*In respect of this matter, ₹ 6.08 million has been paid under protest. Further, the liability in respect of interest that may devolve upon the Company cannot be ascertained at this stage.

For further information relating to our contingent liabilities, see “*Restated Financial Information – Note 38 – Contingent liabilities and commitments*” on page 357.

## Commitments

The following table below sets forth our commitments as of March 31, 2025:

| Particulars                                                                                                                                                                                            | As of March 31, 2025 (₹ million) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| Estimated amount of contracts remaining to be executed on capital account and not provided for net of advance of ₹ 13.48 million (March 31, 2024 : ₹ 13.48 million ; March 31, 2023 : ₹ 13.48 million) | 1.27                             |
| Expenditure to be incurred on Remediation plan and Corporate Environment Responsibility #                                                                                                              | 7.99                             |
| Capital Expenditure to be incurred on capital work in progress at Norwich Site                                                                                                                         | 48.24                            |

*#In accordance with the order of Ministry of Environment, Forest and Climate Change of India (“MOEF”) dated 23 September 2020, a subsidiary has been directed to spend ₹ 7.71 million on Remediation plan and Natural and Community Resource Augmentation plan and ₹ 3.20 million on Corporate Environment Responsibility within a span of three years. One of the subsidiary company namely Shogun Organics Limited has recorded provision in its books of account on a straight line basis over a three year period. Further, based on directions of MOEF, the subsidiary company has also furnished a bank guarantee of ₹ 7.71 million for this matter.*

*Further, in accordance to minutes of the 30th expert appraisal committee meeting held on 26 and 27 April 2022, a subsidiary has been directed to allocate ₹ 14.60 million @ 0.75 % of the proposed expansion cost i.e. ₹ 1,944.20 million towards CER. The Group has already spent ₹ 6.61 million upto 31 March 2025, accordingly ₹ 7.99 million is considered as a commitment.*

For further information relating to our contingent liabilities, see “*Restated Financial Information – Note 38 – Contingent liabilities and commitments*” on page 357.

## Capital Expenditure

Below are the additions to the property, plant and equipment (including acquired pursuant to business combination) during the Fiscals 2025, 2024 and 2023:

| Particulars                          | Fiscal 2025    | Fiscal 2024 | Fiscal 2023 |
|--------------------------------------|----------------|-------------|-------------|
|                                      | (In ₹ million) |             |             |
| Leasehold improvement                | Nil            | Nil         | 0.10        |
| Freehold Land                        | Nil            | Nil         | 1,825.78    |
| Building                             | 387.92         | 115.48      | 1,586.27    |
| Road                                 | Nil            | Nil         | Nil         |
| Plant and equipment                  | 492.68         | 188.41      | 1,537.78    |
| Office equipment                     | 3.53           | 1.54        | 1.28        |
| Vehicles                             | 24.41          | 16.13       | 34.00       |
| Furniture and Fixture                | 0.82           | 18.32       | 57.09       |
| Computers                            | 220.92         | 35.56       | 27.46       |
| Electrical Installations & equipment | 11.40          | 19.84       | 13.02       |

## Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

## Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include sale of goods, purchase of goods, loans given/received back, corporate guarantee given/received and investment in subsidiaries. For further details, see “*Restated Financial Information – Note 44 – Related Parties*” on page 368.

## Changes in Accounting Policies

There have been no changes in our accounting policies in the last three Fiscals.

## Auditor’s Observations

Other than as disclosed in “*Risk Factors- Our Statutory Auditors have included remarks in their audit reports issued on the consolidated financial statements for Fiscals 2024, 2023 and 2022 which do not require any corrective adjustments in the*”

*Restated Consolidated Financial Information. In addition, our statutory auditors have included certain observations in accordance with the Companies (Auditor's Report) Order, 2020. We cannot assure you that any similar remarks will not form part of our financial statements for the future fiscal periods, which could have an adverse effect on our reputation, the trading price of the Equity Shares, results of operations, cash flows and financial condition*" on page 45, our Statutory Auditors have not included any qualifications, reservations or adverse remarks in the Restated Consolidated Financial Information. For further information, see, "Financial Information – Restated Financial Information – Notes to the Restated Consolidated Financial Information – Note 53" on page 396.

## **Quantitative and Qualitative Disclosures about Market Risk**

Our Board has the overall responsibility for the establishment and oversight of our management framework. Our Board has established processes to ensure that the executive management controls risks through a defined framework. Our risk management policies are established to identify and analyse the risk faced by us, to set appropriate risk limits and control and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by our Board annually to reflect changes in market conditions and our activities. Our Company is exposed to various financial risks majorly credit risk, liquidity risk, interest rate risk and market risk.

### **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 resulting in a financial loss to us. Credit risk arises principally from our receivables from customers, loans, advances, security deposits, cash and cash equivalents and bank deposits. The carrying amount of financial assets represents the maximum credit exposure. We monitor our credit risk very closely. Our management's impact analysis shows credit risk and impact assessment as low.

#### *(i) Trade receivables*

Our exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of our customer base, including the default risk of the industry in which our customers operate. The management has established a credit policy under which each new customer is analysed individually for creditworthiness before our standard payment and delivery terms and conditions are offered. Our review includes market check, industry feedback, past financial information and external ratings, if they are available. Sale limits are established for each customer and reviewed annually. We establish an allowance for impairment that represents our allowance for expected credit losses in respect of external trade and other receivables. Our management uses a simplified approach for the purpose of computation of allowance for expected credit loss for trade receivables. Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Roll rates are calculated separately for exposures in different segments based on the following common credit risk characteristics – age of customer relationship and type of customer (group and non-group). Loss rates are based on actual credit loss experience over the past three years. In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties and past history of collections.

#### *(ii) Financial guarantees*

We provide financial guarantees to banks in respect of credit facilities availed by us from banks to cover the loss on the credit extended to group entities. A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. We manage and control our credit risk by setting limits on the amount of risk we are willing to accept for individual entities, and by monitoring exposures in relation to such limits. It is the responsibility of our Board to review and manage credit risk. We have, based on current available information and based on the policy approved by the Board, calculated impairment loss allowance using the Expected Credit Loss ("ECL") model to cover the guarantees provided to banks. We have assessed the credit risk associated with our financial guarantee contracts for allowance for ECL as at the respective year end. We make use of various reasonable supportive forward-looking parameters which are both qualitative as well as quantitative while determining the change in credit risk and the probability of default.

### **Liquidity Risk**

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, as far as possible, that we will have sufficient liquidity to meet our liabilities when they are fallen due, under both normal and stressed conditions,

without incurring unacceptable losses or risking damage to our reputation. Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, our treasury maintains flexibility in funding by maintaining availability under committed credit lines. Our management monitors rolling forecasts of our liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows. This is generally carried out in accordance with practice and limits set by us. These limits vary by location to take into account requirement, future cash flow and the liquidity in which the entity operates.

## **Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include trade payables, trade receivables and borrowings. We monitor the margins basis which prices are revised as and when considered necessary.

### *(i) Foreign currency risk*

We are exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the our functional currency. The risk is measured through a forecast of highly probable foreign currency cash flows.

### *(ii) Interest rate risk*

Interest rate risk is the risk that future cash flows of financial instruments will fluctuate because of change in market interest risks.

## **Unusual or Infrequent Events or Transactions**

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

## **Significant Economic Changes that Materially Affect or are Likely to Affect Income from Continuing Operations**

There are no significant changes that materially affect or are likely to affect income from continuing operations, except as described in “– *Significant Factors Affecting our Results of Operations*”, in “*Risk Factors*”, “*Our Business*” on pages 410, 31 and 224, respectively.

## **Known Trends or Uncertainties**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in “– *Significant Factors Affecting our Results of Operations*” and the uncertainties described in “*Risk Factors*” on pages 410 and 31, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

## **Future Relationship Between Cost and Income**

Other than as described in “*Risk Factors*”, “*Our Business*” on pages 31 and 224, and this section respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

## **Competitive Conditions**

We operate in a competitive environment. See “*Our Business*”, “*Industry Overview*” and “*Risk Factors*” on pages 224, 151 and 31, respectively, for further details on competitive conditions that we face.

## **Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Price**

Changes in revenue in the last three Fiscals are as described in “–*Fiscal 2025 compared to Fiscal 2024*” and “–*Fiscal 2024 compared to Fiscal 2023*” above on pages 431 and 433, respectively.

**Significant Dependence on Single or Few Customers**

See, “*Risk Factors - We generate a significant portion of our revenues from a limited number of customers and the loss of such customers or a decline in the demand from them could adversely affect our business, results of operations, financial condition and cash flows.*” on page 37.

**New Products or Business Segments**

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

**Seasonality/ Cyclicity of Business**

See “*Risk Factors – Our business is subject to climatic conditions and is cyclical in nature. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations, financial condition and cash flows.*” on page 32.

**Significant Developments after March 31, 2025 that may Affect our Future Results of Operations**

To our knowledge no circumstances have arisen since March 31, 2025, that could materially and adversely affect or are likely to affect, our operations, trading or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

## FINANCIAL INDEBTEDNESS

Our Company and our Subsidiaries avail credit facilities and borrowings in the ordinary course of business for the purposes of *inter alia* working capital, general corporate purposes and other business requirements. These credit facilities and borrowings are in the form of, *inter alia*, cash credit and working capital loans, demand loans, rupee term loans, foreign currency term loans and external commercial borrowings. For details regarding the borrowing powers of our Board, see “*Our Management - Borrowing Powers of our Board of Directors*” on page 282.

As of April 30, 2025, our outstanding borrowings on a consolidated basis aggregated to ₹ 8,890.34 million.

The following table sets forth the details of the aggregate consolidated outstanding borrowings of our Company as of April 30, 2025, on a consolidated basis:

| (in ₹ million)                |                    |                                          |
|-------------------------------|--------------------|------------------------------------------|
| Category of borrowing         | Sanctioned Amount* | Outstanding amount as on April 30, 2025* |
| <b>Fund based:</b>            |                    |                                          |
| Working capital facilities    | 4,984.08           | 3,566.18                                 |
| External commercial borrowing | 569.39             | 358.38                                   |
| Term loans                    | 5,148.42           | 4,396.42                                 |
| Vehicle loans                 | 15.85              | 11.93                                    |
| <b>Sub-Total (A)</b>          | <b>10,717.73</b>   | <b>8,332.92</b>                          |
| <b>Non-fund-based:</b>        |                    |                                          |
| Letter of credit              | 1,100.00           | 551.23                                   |
| Bonds and guarantees          | 100.00             | 6.20                                     |
| <b>Sub-Total (B)</b>          | <b>1,200.00</b>    | <b>557.43</b>                            |
| <b>Total (A + B)</b>          | <b>11,917.73</b>   | <b>8,890.34</b>                          |

\* As certified by P N A M & Co. LLP, Chartered Accountants, having a firm registration number as 001092N/N500395, by way of their certificate dated July 3, 2025.

For further details of our outstanding borrowings as on March 31, 2025, March 31, 2024 and March 31, 2023, see “*Restated Consolidated Financial Information*” on page 300.

In relation to the Offer, we have obtained the necessary consents, waivers from and made the required intimations to the lenders, required under the relevant loan documentation, for undertaking activities in relation to the Offer and in connection thereto. For further details, see “*Risk Factors –We have incurred indebtedness and any inability to comply with the covenants in our financing agreements and repay amounts outstanding could adversely affect our business, results of operations, financial condition and cash flows*” on page 41.

### Principal terms of the facilities available by our Company and our Subsidiaries

Brief details of the terms of our various borrowing arrangements are provided below and there may be similar/ additional terms, conditions and requirements under the borrowing arrangements entered by us with our lenders

1. **Interest Rate:** The applicable rate of interest for the various working capital facilities available by our Company and our Subsidiaries are typically linked to benchmark rates, such as the repo rate or marginal cost of lending rate of a specified lender over a specific period of time plus a specified spread per annum and are subjected to mutual discussions between the relevant lenders and our Company or our Subsidiaries, as applicable. The rate of interest applicable for the working capital facilities term loans ranges from 9.01% to 10.50%, vehicle loans ranges from 8.00% to 8.50%, cash credit facilities ranging from 8.82% to 9.60% and the rate of interest applicable on external commercial borrowings was the benchmark rate +400 bps as on the date of sanction date, which equated to 8.39% as on April 30, 2025.
2. **Tenor:** The tenor of the borrowings varies from one type of facility to the other. The tenor of certain working capital facilities available by our Company and our Subsidiaries ranges up to 180 days from the date of sanction or drawdown. The tenor of certain of our working capital facilities are repayable on demand. The tenor of the other facilities ranges from a period of 12 months to 60 months, from the date of sanction.
3. **Security:** The facilities sanctioned are typically secured by way of, *inter alia*:
  - a. Exclusive charge by way of hypothecation on entire current assets and movable fixed assets.
  - b. Exclusive charge over residential properties and land.

- c. First pari-passu charge on present and future stocks and book debts.
  - d. Lien on term deposits;
  - e. Cash margin on the fixed deposits kept under lien with the lender;
  - f. Cash collaterals and security cover
  - g. Personal guarantees by Piyush Jindal, Neeraj Kumar Jindal, Rajesh Kumar Jindal and Surinder Kumar Chaudhary.
4. **Pre-payment:** Certain facilities allow for pre-payment of the outstanding amount by serving prior notice to the lender. Pre-payment may be subject to pre-payment penalties as may be prescribed. The prepayment penalty as per the terms of loan agreements ranges from 2 % to 4%.
5. **Penal Interest:** The terms of certain facilities availed by our Company and our Subsidiaries prescribe various penalties for default in the repayment obligations of our Company, delay in creation of the stipulated security or in case of events of default. The terms of certain borrowings availed by our Company prescribe a penalty interest rate that ranges from 2% to 18% per annum over and above the applicable interest rate.
6. **Re-payment:** The facilities are typically repayable from the date of first reimbursement till maturity, generally in monthly or quarterly instalments as per the repayment schedule stipulated in the relevant loan documentation or as bullet repayments or are repayable on demand.
7. **Events of Default:** The borrowing arrangements entered into by our Company and our Subsidiaries contain standard events of default, including, *inter alia*:
- a. Change in capital structure or shareholding pattern of our Company without prior approval of the lender.
  - b. Failure or delay in making payment/repayment of any principal amount or interest on the relevant due dates.
  - c. Any change in the financial ratios of our Company beyond the prescribed limits as mentioned under various borrowing agreements;
  - d. Change in constitutional documents without prior consent of the lender, which is prejudicial to the interests of the lender;
  - e. Breach in security creation timelines and non-compliance on any loan covenants;
  - f. Winding up, insolvency/ bankruptcy or dissolution; and
  - g. Classification of our Company, the Promoters, the Directors as wilful defaulters or fraud;
  - h. Commencement of or existence of any legal proceedings/ investigations that may have a material adverse change/effect.
8. **Consequences of occurrence of events of default:** In terms of the facility agreements and sanction letters, in case of occurrence of events of default set out above, our lenders may, among others:
- a. Terminate either wholly or part of the facility and/ or declare that the dues and all obligations shall immediately become due and payable to the lender;
  - b. Take possession of an /or transfer the assets comprised within the security;
  - c. Recall the entire facility including any outstanding amount thereto;
  - d. Issue a notice for conversion of outstanding loan obligations into equity or other securities;
  - e. Suspend further access/drawdowns, either in whole or in part, of the facility;

- f. Appoint, chartered accountants, cost accountants, forensic experts, or other consultants for carrying out concurrent or special audit or examination of our Company or our Subsidiaries; and
- g. Exercise such remedies as may be permitted or available to the lender under law, including RBI guidelines;

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, that may lead to consequences other than those stated above.

9. **Restrictive Covenants:** The loans availed by our Company typically, contain certain key covenants, which require prior approval of, or intimation to, the lenders and other relevant parties for certain specified events on corporate actions, including inter-alia:

- a. Change in capital structure or shareholding pattern or members or ownership of our Company;
- b. Change in the management control of our Company;
- c. Implement any scheme of expansion/ diversification/ modernisation other than incurring routine capital expenditure;
- d. Entering into any merger, de-merger, amalgamation, reorganisation or consolidation or formulating any scheme of reconstruction, arrangement or compromise;
- e. Amend or modify any of our constitutional documents;
- f. Material changes in the shareholding pattern;
- g. Change in the directors or management set-up of the borrower.

This is an indicative list and there may be such other additional terms under the borrowing arrangements entered into by our Company and our Subsidiaries. We are also required to keep the lenders informed of any event likely to have a substantial effect on our business.



## SECTION VI: LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, as on the date of this Draft Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including matters, any notices received for such criminal proceedings and matters which are at FIR stage or police complaint has been made even if no cognizance has been taken by any court); (ii) actions (including all disciplinary actions and show cause notices) taken by regulatory or statutory authorities; (iii) tax matters regarding claims related to direct and indirect taxes (disclosed in a consolidated manner giving the number of cases and total claim involved in these cases); and (iv) any other Material Proceedings (as defined below), where the amount involved in the proceedings exceed the materiality threshold, as per the materiality policy adopted by our Board pursuant to its resolution dated June 28, 2025 (“**Materiality Policy**”), in each case, involving our Company, the Promoters, its Directors and Subsidiaries (together, the “**Relevant Parties**”) and criminal proceedings (including matters which are at FIR stage or police complaint has been made even if no cognizance has been taken by any court) and actions, including (all penalties and show cause notices) and actions by regulatory and statutory authorities involving the Key Managerial Personnel and Senior Management. Further, except as disclosed in this section, there are no disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against our Promoters in the last five Financial Years.*

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

*For the purpose of identification of material litigation in (iv) above, in terms of the Materiality Policy, any pending litigation involving the Relevant Parties where the amount involved is 5% of the average of the absolute value of the profit or loss after tax, of the Restated Consolidated Financial Information for the Financial Years ended 2025, 2024 and 2023 has been considered material for our Company, i.e., ₹ 6.35 million (“**Materiality Threshold**”). Accordingly, the following types of litigation involving the Relevant Parties have been considered material, and disclosed, as applicable:*

- (i) Outstanding civil legal/arbitration proceedings, involving the Relevant Parties where the amount involved is equal to or more than the Materiality Threshold; or*
- (ii) Outstanding civil legal/arbitration proceedings, where monetary liability is not quantifiable or which does not exceed the Materiality Threshold or any other outstanding litigation/arbitration proceedings, the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects, financial position or reputation of the Company; or*
- (iii) Outstanding civil litigation/arbitration proceedings involving the Relevant Parties where the decision in such a proceeding is likely to affect the decision in similar proceedings, even though the amount involved in any individual proceeding does not exceed the Materiality Threshold and, such proceedings mentioned in (i), (ii) and (iii) shall collectively be referred to as “**Material Proceedings**”.*

*Further, with respect to (iii) above, outstanding tax matters (with respect to the Relevant Parties) involving a claim that exceeds the Materiality Threshold will be disclosed individually.*

*It is clarified that for the above purposes, pre-litigation notices received or sent by any of the Relevant Parties from/to third parties (excluding those notices issued by statutory or regulatory or governmental or taxation authorities and notices threatening criminal action), shall not be considered as litigation until such time that the Relevant Parties are not impleaded as a party in the litigation proceedings before any judicial/ quasi-judicial or arbitral forum, unless otherwise decided by the Board.*

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having a monetary value which exceeds 5% of the total trade payables of our Company based on the Restated Consolidated Financial Information of our Company as at March 31, 2025, disclosed in this Draft Red Herring Prospectus, shall be considered as ‘material’. Accordingly, as on March 31, 2025, any outstanding dues exceeding ₹130.74 million have been considered as material outstanding dues for the purposes of disclosure in this section.*

*For outstanding dues to any party which is a micro, small or medium enterprise (“**MSME**”), the disclosure will be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder, as has been relied upon by the Statutory Auditors.*

*All terms defined in a particular litigation disclosure below correspond to that litigation only.*

## **I. Litigation involving our Company**

### ***Litigation against our Company***

#### **Criminal Litigation**

1. A criminal complaint dated September 12, 2017 (“**Complaint**”) was filed by the State of Maharashtra, through the District Superintendent Agricultural Officer, Buldana (“**District Superintendent, Buldana**”), against our Company, V.D. Sawale, in his capacity as the area sales manager of our Company and one of our proprietors, Darshan Agro Centre (collectively, the “**Accused**”), in the Court of Judicial Magistrate, First Class, Sindhkhed Raja, District Buldana, alleging contravention and violation of Sections 17(1)(a), 18(1)(c) read with 3(k)(i), on the grounds that the insecticide samples of “Thiomethoxam 25% WG” was found to be misbranded, thus punishable under Sections 29(2),(3) by virtue of Section 33(1) of the Insecticides Act. The matter is currently pending. Preceding the filing of this Complaint, the District Superintendent, Buldana had issued a show-cause notice dated January 30, 2015, to the Accused. For further details see – “*Litigation involving our Company – Actions taken by Regulatory and Statutory Authorities*” on page 448.
2. A criminal complaint dated March 23, 2018 (“**Complaint**”) was filed by the Government of Maharashtra through the Insecticide Inspector and Extension Officer (Agri.), Panchayat Samittee, Ratnagiri, against our Company, Sunil Ramchandra Deshpande, in his capacity as the manager of our Company, Omkar Krushi Seva Kendra (“**OKSK**”), in its capacity as the dealer of our Company and Ashok Appaso Khatakale, in his capacity as the proprietor of OKSK (collectively, the “**Accused**”), in the Court of Judicial Magistrate, First Class, Ratnagiri, alleging the contravention and violation of Sections 3(k)(i), 17 (1)(a),(d) and 18 (1)(c) of the Insecticides Act, on the grounds of non-conformity in the active ingredient content of our product ‘Naag505’, and was found to be misbranded, thus punishable under Section 29(1) of the Insecticides Act. The matter is currently pending. Preceding the filing of this Complaint, (i) the Quality Control Officer, Panchayat Samittee Ratnagiri had issued show-cause notices each dated January 19, 2018, and January 29, 2018; and (ii) the Office of the Sub-Divisional Agriculture Officer, Ratnagiri issued show cause notices each dated February 17, 2018, to our Company and OKSK. For further details see – “*Litigation involving our Company – Actions taken by Regulatory and Statutory Authorities*” on page 448.
3. A criminal complaint dated October 7, 2022 (“**Complaint**”) was filed by the State of Gujarat, through the Insecticide Inspector, Block Nadala District, Kapurthala (“**District Superintendent, Kapurthala**”), against our Company, Rajesh Kumar Jindal, in his capacity as the director of our Company, certain employees of our Company, Satnam Kheta Store, in its capacity as the dealer of our Company and Niranjana Singh, in his capacity as the proprietor of Satnam Kheta Store (collectively, the “**Accused**”), in the Court of Chief Judicial Magistrate, Kapurthala, alleging the contravention and violation of Sections 3(k)(i), 17, 18 and 33 of the Insecticides Act on the grounds that the insecticide samples of our product "FINISH" was found to be misbranded, thus punishable under Section 29 of The Insecticides Act. The matter is currently pending. Preceding the filing of the Complaint, the Chief Agriculture Officer, Cum Licensing Authority, Kapurthala had issued show-cause notices each dated February 22, 2022, and July 20, 2022, to our Company, Rajesh Kumar Jindal, in his capacity as the Whole-time Director and other employees of our Company. For further details see – “*Litigation involving our Company – Actions taken by Regulatory and Statutory Authorities*” on page 448.
4. A criminal complaint dated October 23, 2018 (“**Complaint**”), was filed by the State of Punjab through Amarjit Singh, in his capacity as the Insecticides Inspector, Moga (“**Complainant**”) against our Company, Piyush Jindal, the Joint Managing Director of our Company, our Subsidiary, Indo Swiss Chemicals Limited (“**Indo Swiss**”), Arvind Kumar, in his capacity as the director of Indo Swiss and others (collectively the “**Accused**”) before the Chief Judicial Magistrate, Moga under Sections 3(k)(i), 17, 18, 29, 33, of the Insecticide Act, 1968 read with Section 27(5) of the Insecticides Rules, 1971 alleging that the Accused was involved in the marketing and sale of misbranded insecticides. In response, our Joint Managing Director, Piyush Jindal filed a reply petition dated May 2, 2023, before the High Court of Punjab and Haryana at Chandigarh seeking quashing of the Complaint on the grounds that the allegations included in the Complaint were false and baseless. Preceding the filing of this Complaint, the Chief Agriculture Officer Moga had issued a show cause notice dated December 25, 2016, to our Company through Rajesh Kumar Jindal and a show cause notice dated February 2, 2017, to Indo Swiss and other responsible persons. For more details, please refer to “*Litigations involving our Company – Litigations against our Company - Actions taken by Regulatory and Statutory Authorities*” on page 448.

#### **Material Civil Litigation**

1. Crystal Crop Protection Limited (“**Complainant**”) filed a suit dated February 29, 2024 (“**Impugned Complaint**”) through an application under Order 39 Rule 1 and Rule 2, read with Section 151 of the CPC, before the High Court of Delhi at New Delhi (“**Delhi High Court**”) against our Company and our Subsidiaries, Indo Swiss Chemicals Limited and Smith N Smith

Chemicals Limited (collectively the “**Respondents**”), seeking, *inter-alia*, (i) an interim injunction to restrain the Respondents from allegedly infringing the Complainant’s patent titled “*Weedicidal Formulation and Method of Manufacture Thereof*” (“**Subject Patent**”) by way of the products ‘RACER’, manufactured by our Company, ‘TROPHY’, offered for sale by Indo Swiss Chemicals Limited and ‘JODI NO. 1’, offered for sale by Smith N Smith Chemicals Limited; and (ii) damages amounting to ₹20.01 million. In response, our Company filed a written statement dated April 15, 2024, for dismissal of Impugned Complaint, and a counter-claim dated April 15, 2024, before the Delhi High Court, seeking revocation of the Subject Patent. The Delhi High Court through an order dated May 7, 2025 (“**Dismissal Order**”) ruled that the Complainant failed to make a *prima facie* case for the grant of an injunction and accordingly the Impugned Complaint for interim injunction was dismissed. Aggrieved by the Dismissal Order, the Complainant filed an appeal dated May 28, 2025, before the Delhi High Court under Order 43 read with Sections 151 and 104 of the CPC and Section 13 of the Commercial Courts Act, 2015 seeking *inter-alia*, to grant a stay on the Dismissal Order. The matter is currently pending.

2. Godrej Agrovet Limited (“**Complainant**”) filed suit dated December 16, 2024 (“**Impugned Complaint**”) through an application under Order 39, Rules 1 and 2 read with Section 151 of the CPC, before the High Court of Delhi at New Delhi (“**Delhi High Court**”) against our Company and the Institute of Pesticide Formulation and Technology, seeking, *inter-alia*, (i) an interim injunction to restrain our Company from allegedly infringing the Complainant’s patent titled “*Herbicidal microemulsion for cotton crops and method for the preparation of the same*” (“**Subject Patent**”) by manufacturing and selling a composition purportedly similar to the Subject Patent; and (ii) damages amounting to ₹20.01 million. In response, our Company filed a written statement dated April 17, 2025 for dismissal of Impugned Complaint on the grounds that the Impugned Complaint is devoid of merit and the sole intention is to thwart market competition as our product falls outside the scope of the Subject Patent, thus the Complainant has failed to establish valid cause of action, and a counter-claim dated April 17, 2025 under Section 64 read with Section 107 of the Patents Act before the Delhi High Court, seeking revocation of the Subject Patent. Subsequently, the Complainant has filed a rejoinder dated May 2, 2025, to the written statement filed by our Company. The matter is currently pending.
3. GSP Crop Science Private Limited (“**Complainant**”) filed a suit dated September 10, 2024 (“**Impugned Complaint**”) through an application under Order 39 Rules 1 and 2 read with Section 151 of the CPC, before the High Court of Delhi at New Delhi (“**Delhi High Court**”) against our Company, seeking, *inter-alia*, (i) an ex-parte ad-interim and ad-interim injunction to restrain our Company from allegedly infringing the Complainant’s patent titled “*A Synergistic supo-emulsion formulation of Pyriproxyfen and Diafenthiuron*” (“**Subject Patent**”) by launching products, including our product ‘LMG’, with a composition allegedly similar to the Subject Patent; and (ii) damages amounting to approximately ₹20.00 million. Our Company has filed a reply affidavit and a written statement each dated November 19, 2024 in the Delhi High Court seeking *inter-alia* to reject the Impugned Complaint with heavy cost in favour of our Company. In response to this written statement, the Complainant filed a replication on January 3, 2025, before the Delhi High Court. The matter is currently pending.
4. Willowood Chemicals Private Limited (“**Complainant**”) filed three suits each dated October 19, 2020 through applications under Order 39, Rules 1 and 2 read with Section 151 of the CPC, Order 11, Rule 1(4) of the CPC and Order 26, Rule 9 of the CPC before the High Court of Delhi at New Delhi (“**Delhi High Court**”) against our Company and our Subsidiaries, Indo Swiss Chemicals Limited (“**Indo Swiss**”) and Smith and Smith Chemicals Limited (“**Smith N Smith**”) (collectively, the “**Respondents**”), seeking, *inter-alia*, (i) an ad-interim injunction to restrain the Respondents from allegedly infringing the Complainant’s patent through the manufacture and sale of certain products, namely, ‘RUNNER’ by our Company, ‘SPONSOR’ by Indo Swiss and ‘Super BOSS’ by Smith N Smith, (ii) and seek damages amounting to approximately ₹20.00 million each from the Company, Smith N Smith and Indo Swiss. Our Company filed a caveat petition, against the Complainant before the Delhi High Court, and subsequently, the Delhi High Court through its order dated October 23, 2020 (“**Ex-Parte Order**”) granted an ex-parte ad interim injunction in favour of the Complainant. Aggrieved by the Ex-Parte Order, our Company, Indo Swiss and Smith N Smith filed replies and written statements each dated December 8, 2020, respectively, seeking, *inter-alia*, to set aside the Ex-Parte Order on the grounds that Ex-Parte order was wrongly obtained by the Complainant by not following protocol. The matter is currently pending.
5. SML Limited (“**Complainant**”) filed a suit dated July 6, 2023, through an application under Order 39 Rule 1 and 2 read with Section 151 of the CPC before the High Court of Himachal Pradesh at Shimla (“**High Court**”) against Mohan & Company and our Company (collectively the “**Respondents**”) seeking *inter alia*, (i) ad-interim and interim injunction to restrain our Company from allegedly infringing the Complainant’s patent titled ‘Agricultural Composition’ (“**Suit Patent**”) by manufacturing, launching and selling products, including products under the brand name ‘Aladdin’, with a composition allegedly similar to the Suit Patent; (iii) and seek damages amounting to ₹10.20 million. The High Court through an ex parte ad interim/interim injunction dated July 24, 2023 (“**Ex-Parte Injunction**”), restrained the Respondents, their directors, partners, licensees, stockists and distributors, agents from infringing the Suit Patent. Pursuant to the Ex-Parte Injunction, our Company filed a written statement dated November 29, 2023, seeking to dismiss the Complaint.

Thereafter, the Complainant filed an application dated September 18, 2023 (“**Contempt Application**”), under Order 39, Rule 2A of the CPC read with Sections 11 and 12 of the Contempt of Courts Act, 1971, before the High Court, against Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, Piyush Jindal, Raghav Ramdev, in their capacity as the Directors of our Company, Manju Pathak Khulbe, the Company Secretary and Compliance Officer of our Company, and others (together with the Respondents, the “**Respondents 2**”) alleging that Respondents 2 have continued to infringe the Suit Patent, thereby violating the directions contained in the Impugned Order. Subsequently, our Directors, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, Piyush Jindal, Raghav Ramdev and our KMP Manju Pathak Khulbe filed replies, *inter alia*, seeking deletion of their names from the array of parties in the Contempt Application. Thereafter, our Company filed a commercial appeal against the Ex-Parte Injunction through a petition before the division bench of the High Court, which was disposed of vide order dated September 30, 2024. Further, the High Court and through its order dated June 6, 2025, upheld the Ex-Parte Injunction. The matter is currently pending.

6. Ram Prakash Gupta, an erstwhile employee of our Company (“**Complainant**”) filed a suit for recovery dated February 14, 2024, (“**Suit**”) before the District Judge, Commercial Courts, Delhi (“**District Court**”) under Section 2(c)(i), (xviii) read with Section 12(1)(a) of the Commercial Courts Act, 2015 against our Company, *inter alia*, seeking, recovery of ₹8.07 million alleging that the Complainant had rendered services to our Company in the capacity of a consultant or chief marketing advisor for a period of two years from April 1, 2018 to March 31, 2020. In response, our Company filed a written statement dated June 24, 2024, before the District Court, seeking dismissal of the Suit on the grounds that the claims made by the Complainant are false and frivolous, and have been made with an intent to extort money and cause wrongful loss to our Company *inter alia* by suppressing material facts. The matter is currently pending.

#### Actions taken by Regulatory and Statutory Authorities

1. A show cause notice dated January 30, 2015 (“**SCN**”) was issued by the District Superintendent Agricultural Officer, Buldana (“**District Superintendent, Buldana**”) to our Company, V.D. Sawale, in his capacity as the area sales manager of our Company and one of our proprietors, Darshan Agro Centre (collectively the “**Respondents**”), alleging that the insecticide samples of “Thiomethoxam 25% WG” (“**Sample**”) was misbranded in contravention of Sections 3(k)(i), 17(1)(a) and 18(1)(c) of The Insecticides Act and called upon the Respondents to show-cause as to why our Company should not be held responsible for the alleged violations. In response, our Company through its letters dated February 19, 2015, and March 13, 2015, submitted that there was no intent to manufacture substandard pesticides and requested that the Sample be retested by the Central Insecticide Lab of India. Subsequently, the State of Maharashtra, through the District Superintendent, Buldana, filed a criminal complaint dated September 12, 2017, before the Civil Judge Junior Division and Judicial Magistrate First Class against our Company in the Court of Judicial Magistrate, First Class, Sindhkhed Raja, District Buldana, against the Respondents. For further details, see – “*Litigation involving our Company – Litigation against our Company – Criminal Litigation*” on page 446.
2. Two show cause notices dated January 19, 2018 (“**SCN 1**”) and January 29, 2018 (“**SCN 2**”), were issued by the Quality Control Officer, Panchayat Samittee Ratnagiri (“**QCO, Ratnagiri**”) to our Company and one of our dealers, Omkar Krushi Seva Kendra, Ratnagiri (collectively the “**Respondents**”), alleging non-conformity in the active ingredient content of our product ‘Naag505’ (“**Sample**”), in violation of the provisions of The Insecticides Act and Insecticide Rules, 1971 and called upon the Respondents to provide reasons for the alleged non-compliance. In response, our Company through its letter dated February 7, 2018, submitted that the Sample was not sub-standard and requested withdrawal of SCN 2. Subsequently, two additional show cause notices each dated February 17, 2018 (“**SCN 3**”) and April 19, 2018 (“**SCN 4**”) were issued by the Office of the Sub-Divisional Agriculture Officer, Ratnagiri (“**SDO, Ratnagiri**”), against the Respondents, alleging misbranding of the Sample under Sections 3(k)(i), 17(1)(a) and (c) and 33 of The Insecticides Act. In response to SCN 4, our Company through its letter dated April 27, 2018, submitted that the Sample was not sub-standard and requested to revoke SCN 4. The matter is currently pending. Pursuant to the issuance of SCN 1, SCN 2, and SCN 3, the Government of Maharashtra, through the Insecticide Inspector and Extension Officer (Agri.), Panchayat Samittee, Ratnagiri filed a criminal complaint dated March 23, 2018, in the Court of Judicial Magistrate, First Class, Ratnagiri against the Respondents and others. For further details, see – “*Litigation involving our Company – Litigation against our Company – Criminal Litigation*” on page 446.
3. A show cause notice dated February 22, 2022 (“**SCN 1**”) was issued by the Chief Agriculture Officer, Cum Licensing Authority, Kapurthala (“**Chief Officer, Kapurthala**”) to our Company, Rajesh Kumar Jindal, in his capacity as the Whole-time Director and other employees of our Company (collectively, the “**Respondents**”), alleging misbranding of a sample of our product “FINISH” (“**Sample**”) in violation of Sections 3(k)(i), 17, 18 and 29 of the Insecticides Act and called upon the Respondents to show cause as to why they should not be held responsible for the alleged non-compliance. Our Company through its letter dated March 15, 2022, replied to SCN 1 submitted that there was no intent to manufacture a sub-standard material and requested that the Sample be retested by the Central Insecticides Laboratory. Subsequently, another show cause notice dated July 20, 2022 (“**SCN 2**”) was issued by Chief Officer, Kapurthala calling the Respondents for a personal hearing.

under Section 14 of the Insecticides Act alleging that the re-tested Sample continued to be non-compliant and was misbranded. In response, our Company through its letter dated July 26, 2022, submitted that the observed variance in the composition was attributable to the nature of the test-backed component and that the discrepancy arose due to difference in testing methodologies. This matter is currently pending. Pursuant to the issuance of SCN 1 and SCN 2, the State of Gujarat, through the Insecticide Inspector, Block Nadala District, Kapurthala filed a criminal complaint against the Respondents. For further details, see – “*Litigation involving our Company – Litigation against our Company – Criminal Litigation*” on page 446.

4. A show cause notice dated December 26, 2016 (“**SCN**”) was issued by the Chief Agriculture Officer, Moga (“**Complainant**”) to our Company through Rajesh Kumar Jindal, in his capacity as the Director of our Company and a show cause notice dated February 2, 2017 (“**SCN 2**”) to Indo-Swiss Chemicals Limited (“**Indo Swiss**”) in its capacity as the distributor of our Company, through Arvind Kumar, in his capacity as the director of Indo Swiss, and other responsible persons (together with our Company, Rajesh Kumar Jindal, and Piyush Jindal, collectively, the “**Respondents**”), alleging that the insecticide samples were misbranded under provisions of the Insecticides Act and Insecticides Rules. Thereafter, Piyush Jindal and Arvind Kumar through its letters each dated February 27, 2017, replied to SCN 1 and SCN 2 respectively, requesting the Complainant for re-testing of the insecticide sample. Subsequently, a criminal complaint dated October 23, 2018, was filed by the State of Punjab through Amarjit Singh, in his capacity as the Insecticides Inspector, Moga against the Respondents. For further details, see – “*Litigation involving our Company – Litigation against our Company – Criminal Litigation*” on page 446.

## ***Litigation by our Company***

### **Criminal Litigation**

1. Our Company filed a criminal complaint dated December 21, 2020 (“**Complainant**”) in the Court of Sub-Divisional Judicial Magistrate, Ellenabad against Prem Chand Kamboj, the erstwhile territory manager of our Company (“**Accused**”) seeking directions to the Police Station, Ellenabad to register a FIR for alleged offences punishable under Sections 199, 200, 406, 408, 419 and 420 of the IPC for forfeiture and misappropriation of funds amounting to ₹0.44 million. This matter is still pending.
2. Our Company, in the ordinary course of business, is involved in 173 proceedings amounting to ₹ 88.92 million under Section 138 of the Negotiable Instruments Act, 1881 before various fora, for recovery of dishonour of cheques issued by the clients/ debtors of our Company. These matters are currently pending at various stages of adjudication.

### **Material Civil Litigation**

Our Company filed a suit dated September 5, 2023, against Safex Bio Organics Pvt. Ltd. (“**Respondent**”) under Sections 134 and 135 of the Trade Marks Act, 1999, along with Section 51 and 55 of the Copyright Act, 1957, before the District Judge (Commercial Court), Patiala House Court, New Delhi, seeking, *inter alia*, (i) a permanent injunction restraining the Respondent from utilizing the mark, label, and trade name “*Safex Bio Organics*” (“**Impugned Mark**”), which is deceptively similar to our Company’s mark, label, and trade name “**SAFEX**”; (ii) restraining the Respondent from disposing off or dealing with their assets, including their stock-in-trade, during the course of the proceedings; (iii) an order for the destruction of the Impugned Mark which is deceptively similar to our Company’s trade mark; (iv) damages amounting ₹17.50 million, and (v) the cost of the proceedings. This matter is currently pending.

## **II. Litigation involving our Promoters**

### ***Litigation against our Promoters***

#### **Criminal Litigation**

1. A criminal complaint dated October 23, 2018, was filed by the State of Punjab through Amarjit Singh, in his capacity as the Insecticides Inspector, Moga against our Company, our Promoter, Piyush Jindal, our Subsidiary, Indo Swiss Chemicals Limited, Arvind Kumar, in his capacity as the director of Indo Swiss Chemicals Limited and others before the Chief Judicial Magistrate, Moga. For more details, please refer to “*Litigations involving our Company – Litigations against our Company – Criminal Litigations*” on page 446.
2. A criminal complaint dated February 8, 2021, was filed by the State of Punjab through Insecticide Inspector, Jalabad, Fazilka against Indo Swiss Chemicals Limited (“**Indo Swiss**”), our Promoter and Whole-time Director, Rajesh Kumar Jindal, in his capacity as the director of Indo Swiss, JayCee Lifesciences (formerly known as Best Crop Science) (“**JayCee**”), our Promoter and Joint Managing Director, Piyush Jindal, in his capacity as the partner of JayCee, and others in the Court of

Sub Divisional Judicial Magistrate, Jalalbad. For further details, see – “*Litigation involving our Subsidiaries – Litigations filed against our Subsidiaries – Criminal Litigations*” on page 446.

3. A criminal complaint dated October 7, 2022, was filed by the State of Gujrat, through the Insecticide Inspector, Block Nadala District, Kapurthala against our Company, against our Company, Rajesh Kumar Jindal, in his capacity as the director of our Company, certain employees of our Company, Satnam Khedi Store, and our Promoter, Rajesh Kumar Jindal, under Sections 3(k)(i), 17, 18 and 33 of the Insecticide Act. For further details, please refer to “*Litigation involving our Company – Litigation against our Company - Criminal Litigation*” on page 446.

#### Material Civil Litigation

SML Limited (“**Complainant**”) obtained an ex parte ad interim injunction dated July 24, 2023, against our Company and its directors, partners, licensees, stockists and distributors and agents and subsequently, the Complainant initiated contempt proceedings against our Promoters, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, Piyush Jindal and others. For more details, please refer to “*Litigations involving our Company – Litigations filed against our Company – Material Civil Litigation*” on page 446.

#### Actions taken by Regulatory or Statutory Authorities

1. The Chief Agriculture Officer, Cum Licensing Authority, Kapurthala issued show cause notices each dated February 22, 2022, and July 20, 2022, against our Company, our Promoter, Rajesh Kumar Jindal and other employees of our Company. For further details, please refer to “– *I. Litigation Involving our Company – Litigation against our Company – Actions taken by Regulatory and Statutory Authorities*” on page 448.
2. The Chief Agriculture Officer, Fazilka, Punjab issued show cause notices each dated January 3, 2020 and July 3, 2020, against our Subsidiary, Indo Swiss Chemicals Limited (“**Indo Swiss**”), our Promoter, Rajesh Kumar Jindal in his capacity as the director of Indo Swiss. For further details, please refer to “*Litigation involving our Subsidiaries – Litigations filed against our Subsidiaries - Actions taken by Regulatory or Statutory Authorities*” on page 454.
3. A show cause notice dated December 25, 2016, was issued by the Chief Agriculture Officer, Moga to our Company through our Promoter, Rajesh Kumar Jindal, in his capacity as the director of our Company. For further details, refer to “*Litigation involving our Company – Litigations filed against our Company – Actions taken by Regulatory or Statutory Authorities*” on page 454.
4. An order dated September 5, 2023, was passed by the Registrar of Companies, Delhi and Haryana at New Delhi through the Adjudicating Officer, imposing a penalty on Smith N Smith Chemicals Limited, and Promoters Surinder Kumar Chaudhary, Piyush Jindal, Rajesh Kumar Jindal and Neeraj Kumar Jindal in connection with compounding proceedings under Sections 134(3)(o) and 135 of the Companies Act, 2013. For further details, refer to “*Litigations involving our Subsidiaries – Litigations filed against our Subsidiaries – Actions taken by Regulatory or Statutory Authorities*” on page 454.

#### Disciplinary actions including penalties imposed by SEBI or Stock Exchanges in the last five Fiscals

There are no disciplinary actions including any penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five financial years including outstanding actions.

#### ***Litigation by our Promoters***

##### Criminal Litigation

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations initiated by our Promoters.

##### Material Civil Litigation

As on the date of this Draft Red Herring Prospectus, there are no material outstanding civil litigations initiated by our Promoters.

### **III. Litigation involving our Directors**

#### ***Litigations filed against our Directors***

##### Criminal Litigation

1. The Serious Fraud Investigation Office (“**SFIO**”) filed a criminal complaint dated June 23, 2022 (“**Complaint**”) before the Metropolitan Magistrate, Chief Metropolitan Magistrate Complex, Ahmedabad against Alps BPO Services Limited, six others including its directors, and Savan Rashmikan Godiawala (currently an Independent Director of our Company), in his capacity as a statutory auditor of Alps BPO Services Limited for the Financial Years 1998-1999 and 2000-2001 alleging intentional non-compliance by carrying out audits of untrue financials. Savan Rashmikan Godiawala has responded to the Complaint and denied the allegations. This matter is currently pending.
2. A criminal complaint dated October 23, 2018, was filed by the State of Punjab through Amarjit Singh, in his capacity as the Insecticides Inspector, Moga against our Company, Piyush Jindal, the Joint Managing Director of our Company, our Subsidiary Indo Swiss Chemicals Limited, Arvind Kumar, in his capacity as the director of Indo Swiss Chemicals Limited and others before the Chief Judicial Magistrate, Moga. For more details, please refer to “*Litigations involving our Company – Litigations against our Company – Criminal Litigation*” on page 446.
3. A criminal complaint dated February 8, 2021, was filed by the State of Punjab through Insecticide Inspector, Jalabad, Fazilka against Indo Swiss Chemicals Limited (“**Indo Swiss**”), Rajesh Kumar Jindal, in his capacity as the director of Indo Swiss, JayCee Lifesciences (formerly known as Best Crop Science) (“**JayCee**”), our Joint Managing Director, Piyush Jindal, in his capacity as the partner of JayCee, and others in the Court of Sub Divisional Judicial Magistrate, Jalalabad. For further details, see – “*Litigation involving our Subsidiaries – Litigation against our Subsidiary - Criminal Litigation*” on page 453.
4. A criminal complaint dated October 7, 2022, was filed by the State of Gujrat, through the Insecticide Inspector, Block Nadala District, Kapurthala against our Company, against our Company, Rajesh Kumar Jindal, in his capacity as the director of our Company, certain employees of our Company, Satnam Kheti Store, and our Director, Rajesh Kumar Jindal, under Sections 3(k)(i), 17, 18 and 33 of the Insecticide Act. For further details, please refer to “*Litigation involving our Company - Litigation against our Company - Criminal Litigation*” on page 446.

#### Material Civil Litigation

SML Limited (“**Complainant**”) obtained an ex parte ad interim injunction dated July 24, 2023, against our Company and its directors, partners, licensees, stockists and distributors and agents and subsequently, the Complainant initiated contempt proceedings against our Directors Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, Piyush Jindal, Raghav Ramdev and others. For more details, please refer to “*Litigations involving our Company – Litigations filed against our Company – Material Civil Litigation*” on page 446.

#### Actions taken by Regulatory or Statutory Authorities

1. The Chief Agriculture Officer, Cum Licensing Authority, Kapurthala issued show cause notices each dated February 22, 2022, and July 20, 2022, against our Company, our Whole-time Director, Rajesh Kumar Jindal and other employees of our Company. For more details, prefer to “*Litigation involving our Company – Litigation against our Company – Actions taken by Regulatory and Statutory Authorities*” on page 448.
2. The Chief Agriculture Officer, Fazilka, Punjab issued show cause notices each dated January 3, 2020, and July 3, 2020, against our Subsidiary Indo Swiss Chemicals Limited (“**Indo Swiss**”), our Whole-time Director, Rajesh Kumar Jindal, in his capacity as the director of Indo Swiss, and others. For more details, please refer to “*Litigation involving our Subsidiaries – Litigations filed against our Subsidiaries - Actions taken by Regulatory or Statutory Authorities*” on page 454.
3. A show cause notice dated December 25, 2016, was issued by the Chief Agriculture Officer Moga to our Company through our Whole-time Director Rajesh Kumar Jindal, in his capacity as the Director of our Company. For further details, refer to “*Litigation involving our Company – Litigations filed against our Company – Actions taken by Regulatory or Statutory Authorities*” on page 448.
4. A show cause notice dated June 13, 2022 (“**SCN**”) was issued by the Insolvency and Bankruptcy Board of India (“**IBBI**”) against Savan Rashmikan Godiawala, as an Insolvency Professional (“**IP**”) registered with IBBI (currently an Independent Director of our Company) (“**Respondent**”), under the Insolvency and Bankruptcy Code, 2016 (“**Code**”), in relation to some of his engagements undertaken as an IP under the Code. Thereafter, the IBBI Disciplinary Committee through its order dated August 18, 2022 (“**Order**”), directed the suspension of registration of the Respondent for a period of three years from the date of the Order and imposed a penalty. Aggrieved by the Order, the Respondent filed a writ petition dated September 12, 2022, before the High Court of Delhi (“**Delhi High Court**”), challenging the Order. The Dehi High Court through its order dated January 11, 2024, set aside the Order passed by IBBI, and remitted the matter back to IBBI for reconsideration. Subsequently, the IBBI passed an order dated March 4, 2024 (“**Revised Order**”), suspending the registration of the Respondent for a period of two years (“**Suspension Period**”) from the date, of the Order along with

penalty. The Revised Order was challenged by the Respondent before the Delhi High Court and the matter is pending. In the interim, the Respondent has served and completed the Suspension Period enumerated in the Revised Order on September 16, 2024.

5. The Serious Fraud Investigation Office (“**SFIO**”) filed a complaint dated June 23, 2022 (“**Complaint**”) with the Institute of Chartered Accountants of India (“**ICAI**”) under Section 21 of the Chartered Accountants Act, 1949 for violation of Sections 227 and 229 read with Section 233 of the Companies Act, 1956 against Savan Rashmikan Godiawala (currently an Independent Director of our Company) (“**Respondent**”), in his capacity as the statutory auditor in relation to the statutory audit of Alps BPO Services Limited for the years 1998-1999 and 2000-2001. The Respondent responded to the Complaint by way of responses dated September 14, 2022, and December 26, 2022, averring, *inter alia*, time limitations and adequate qualifications made in the audit reports. The disciplinary directorate of ICAI by way of communication dated March 22, 2024, sought clarifications and additional documents (“**ICAI Letter**”). The Respondent responded to the ICAI Letter and made the requisite submissions under the Chartered Accountants (Procedure of Investigations of Professional and Other Misconduct and Conduct of Cases) Rules, 2007, by way of letter dated April 1, 2024. The matter is currently pending.
6. An order dated September 5, 2023, was passed by the Registrar of Companies, Delhi and Haryana at New Delhi through the Adjudicating Officer, imposing a penalty on Smith N Smith Chemicals Limited and its directors, Surinder Kumar Chaudhary, Piyush Jindal, Rajesh Kumar Jindal and Neeraj Kumar Jindal in connection with compounding proceedings under Sections 134(3)(o) and 135 of the Companies Act, 2013. For further details, refer to “*Litigations involving our Subsidiaries – Litigations filed against our Subsidiaries – Actions taken by Regulatory or Statutory Authorities*” on page 454.

#### ***Litigation by our Directors***

##### Criminal Litigation

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations by our Directors.

##### Civil Litigation

As on the date of this Draft Red Herring Prospectus, there are no material outstanding civil litigations by our Directors.

#### **IV. Litigation involving our KMPs and SMPs**

##### ***Litigations filed against our KMPs and SMPs***

##### Criminal Litigation

1. A criminal complaint dated October 23, 2018, was filed by the State of Punjab through Amarjit Singh, in his capacity as the Insecticides Inspector, Moga against our Company, Piyush Jindal, KMP of our Company, our Subsidiary, Indo Swiss Chemicals Limited, Arvind Kumar, in his capacity as the director of Indo Swiss Chemicals Limited and others before the Chief Judicial Magistrate, Moga. For more details, please refer to “*Litigations involving our Company – Litigations against our Company – Criminal Litigation*” on page 446.
2. A criminal complaint dated February 8, 2021, was filed by the State of Punjab through Insecticide Inspector, Jalabad, Fazilka against Indo Swiss Chemicals Limited (“**Indo Swiss**”), Rajesh Kumar Jindal, in his capacity as the director of Indo Swiss, JayCee Lifesciences (formerly known as Best Crop Sciences) (“**JayCee**”), the Chief Financial Officer, Piyush Jindal in his capacity as the partner of JayCee, and others in the Court of Sub Divisional Judicial Magistrate, Jalalabad. For further details, see – “*Litigation involving our Subsidiaries – Criminal Litigations against our Subsidiaries – Criminal Litigation*” on page 453.
3. A criminal complaint dated October 7, 2022, was filed by the State of Gujrat, through the Insecticide Inspector, Block Nadala District, Kapurthala against our Company, against our Company, Rajesh Kumar Jindal, in his capacity as the director of our Company, certain employees of our Company, Satnam Khedi Store, and our Director, Rajesh Kumar Jindal, under Sections 3(k)(i), 17, 18 and 33 of the Insecticide Act. For further details, please refer to “*Litigation involving our Company - Litigation against our Company - Criminal Litigation*” on page 446.

##### Actions taken by Regulatory or Statutory Authorities

1. The Chief Agriculture Officer, Cum Licensing Authority, Kapurthala issued show cause notices each dated February 22,



2022, and July 20, 2022, against our Company, our KMP, Rajesh Kumar Jindal and other employees of our Company. For more details, please refer to “*Litigation Involving our Company – Litigation against our Company – Actions taken by Regulatory and Statutory Authorities*” on page 448.

2. The Chief Agriculture Officer, Fazilka, Punjab issued show cause notices each dated January 3, 2020, and July 3, 2020, to our Subsidiary, Indo Swiss Chemicals Limited (“**Indo Swiss**”), our KMP, Rajesh Kumar Jindal, in his capacity as the director of Indo Swiss, and others. For more details, please refer to “*Litigation involving our Subsidiaries – Litigations filed against our Subsidiaries - Actions taken by Regulatory or Statutory Authorities*” on page 454.
3. A show cause notice dated December 25, 2016, was issued by the Chief Agriculture Officer, Moga to our Company through our KMP Rajesh Kumar Jindal, in his capacity as the director of our Company. For further details, refer to “*Litigation involving our Company – Litigations filed against our Company – Actions taken by Regulatory or Statutory Authorities*” on page 448.
4. An order dated September 5, 2023, was passed by the Registrar of Companies, Delhi and Haryana at New Delhi through the Adjudicating Officer, imposing a penalty on Smith N Smith Chemicals Limited and its directors, Surinder Kumar Chaudhary, Piyush Jindal, Rajesh Kumar Jindal and Neeraj Kumar Jindal, in connection with compounding proceedings under Sections 134(3)(o) and 135 of the Companies Act, 2013. For further details, refer to “*Litigations involving our Subsidiaries – Litigations filed against our Subsidiaries – Actions taken by Regulatory or Statutory Authorities*” on page 454.

### ***Litigations filed by our KMPs and SMPs***

#### Criminal Litigation

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations filed by our KMPs and SMPs.

## **V. Litigation involving our Subsidiaries**

### ***Litigations filed against our Subsidiaries***

#### Criminal Litigations

1. A criminal complaint dated October 23, 2018, was filed by the State of Punjab through Amarjit Singh, in his capacity as the Insecticides Inspector, Moga against our Company, Piyush Jindal, the Joint Managing Director our Company, our Subsidiary, Indo Swiss Chemicals Limited, Arvind Kumar, in his capacity as the director of Indo Swiss Chemicals Limited and others before the Chief Judicial Magistrate, Moga. For more details, please refer to “*Litigations involving our Company – Litigations against our Company – Criminal Litigation*” on page 446.
2. A criminal complaint dated December 3, 2019 (“**Complaint**”) was filed by the State of Haryana through Quality Control Inspector, Sonipat, against Smith N Smith Chemicals Limited, JayCee Lifesciences (formerly known as Best Crop Science) and Om Pesticide Company, in the capacity as one of the dealers of Smith N Smith Chemicals Limited and others (collectively, the “**Accused**”), before the Chief Judicial Magistrate, Sonipat, alleging commission of offences punishable under Section 29(1)(a) of the Insecticides Act on the grounds that the insecticide samples of “*Cartap Hydrochloride 50% SP*” was misbranded in contravention of Sections 3(K), 17 and 18 (1)(c) of the Insecticides Act. The matter is currently pending. Preceding the filing of the Complaint, the Licensing Officer cum Deputy Director, Agriculture & Farmers Welfare Department, Sonipat had issued a show-cause notice dated September 4, 2019, to the Accused. For further details see – “*Litigation involving our Subsidiaries – Actions taken by Regulatory and Statutory Authorities*” on page 454.
3. A criminal complaint dated February 8, 2021 (“**Complaint**”) was filed by the State of Punjab through Insecticide Inspector, Jalabad, Fazilka against Indo Swiss Chemicals Limited (“**Indo Swiss**”), our Whole-time Director, Rajesh Kumar Jindal, in his capacity as the director of Indo Swiss, JayCee Lifesciences (formerly known as Best Crop Science) (“**JayCee**”), our Joint Managing Director, Piyush Jindal, in his capacity as the partner of JayCee and others before the Court of Sub Divisional Judicial Magistrate, Jalalabad, alleging contravention and violation of Sections 3(K)(1), 17, 18, and 33 of the Insecticides Act on the grounds of manufacturing, marketing, stocking for sale and selling of misbranded pesticides, thus punishable under Section 29(1) of the Insecticides Act. The matter is currently pending. Preceding the filing of the Complaint, the Chief Agriculture Officer Fazilka, Punjab had issued show-cause notices each dated January 3, 2020, and July 3, 2020, to Indo Swiss, Rajesh Kumar, the director of Indo Swiss and others. For further details see – “*Litigation involving our Subsidiaries – Actions taken by Regulatory and Statutory Authorities*” on page 454.

#### Material Civil Litigations

1. Willowood Chemicals Private Limited filed three suits through applications each dated October 19, 2020, against our Company and our Subsidiaries, Indo Swiss Chemicals Limited and Smith N Smith Chemicals Limited. For further details, please refer to *“Litigation involving our Company – Litigation against our Company – Material Civil Litigation”* on page 446.
2. Crystal Crop Protection Limited filed a suit through an application dated February 29, 2024, against our Company and our Subsidiaries, Indo Swiss Chemicals Limited and Smith N Smith Chemicals Limited. For further details, please refer to *“Litigation involving our Company – Litigation against our Company – Material Civil Litigation”* on page 446.

#### Actions taken by Regulatory or Statutory Authorities

1. A show cause notice dated September 4, 2019 (**“Show Cause Notice”**), was issued to our Subsidiaries, Smith N Smith Chemicals Limited (**“Smith N Smith”**), JayCee Lifesciences (formerly known as Best Crop Science) (**“JayCee”**) and Om Pesticide Company, in the capacity as one of the dealers of Smith N Smith (collectively, the **“Respondents”**) by the Licensing Officer cum Deputy Director, Agriculture & Farmers Welfare Department, Sonipat (**“Licensing Officer, Agri”**), alleging misbranding of the sample of **“Cartap Hydrochloride 50% SP”** (**“Sample”**), manufactured by JayCee and marketed by Smith N Smith. The Show Cause Notice called upon the Respondents to explain why it should not be held responsible for the alleged violation under Section 18 of the Insecticides Act. In response, Smith N Smith through its letter dated September 20, 2019, submitted that there was no intent to market a sub-standard product and requested that the Sample be retested by the Central Insecticides Laboratory. Thereafter, a notice dated October 4, 2019, was issued by Licensing Officer, Agri to Smith N Smith stating that, (i) the response by Smith N Smith through the letter dated September 20, 2019, was found to be non-satisfactory and (ii) that if Smith N Smith intended to adduce evidence regarding the Sample in order to contravene the test report under Section 24(3) of the Insecticides Act an order from the Hon’ble Court would be required. Subsequently, a criminal complaint dated December 3, 2019, was filed against the Respondents in the Chief Judicial Magistrate, Sonipat. For further details, see – *“Litigation involving our Subsidiaries – Criminal Litigation”* on page 453.
2. A show cause notice dated January 3, 2020 (**“Show Cause Notice 1”**) was issued by the Chief Agriculture Officer Fazilka, Punjab to Indo Swiss Chemicals Limited (**“Indo Swiss”**), Rajesh Kumar, the director of Indo Swiss and others (collectively, the **“Respondents”**), for violation of Sections 3(k), (1), 17, 18, 29 and 33 of the Insecticides Act and Section 10(4) of the Insecticides Rules, 1971, alleging manufacturing, marketing, stocking for sale and selling of misbranded pesticides. Indo Swiss through letter dated January 16, 2020 (**“Reply 1”**) replied that quality product being sold by them is lab tested and that Indo Swiss intends to adduce evidence by re-testing the sample at the Central Insecticides Laboratory (**“CIL”**) as per Section 24(4) of the Insecticides Act. The product sample was sent to CIL for re-testing and was again declared as misbranded. Subsequently, another show cause notice dated July 3, 2020 (**“Show Cause Notice 2”**) was issued to the Respondents and JayCee Lifesciences (formerly known as Best Crop Science) (**“JayCee”**) and others by the Chief Agriculture Officer Fazilka, Punjab which alleged that Indo Swiss had violated Sections 3(k), (1), 17, 18, 29 and 33 of the Insecticides Act and was asked to submit a reply as to why action should not be initiated. Thereafter, a criminal complaint dated February 8, 2021, was filed by the State of Punjab through Insecticide Inspector, Jalalabad, Fazilka against the Respondents, JayCee, and Piyush Jindal, in his capacity as the partner of JayCee and others in the Court of Sub Divisional Judicial Magistrate, Jalalabad. For further details, see – *“Litigation involving our Subsidiaries – Criminal Litigation”* on page 453.
3. A show cause notice dated December 25, 2016, was issued by the Chief Agriculture Officer, Moga to our Company through Rajesh Kumar Jindal in his capacity as the Director of our Company and a show-cause notice dated February 2, 2017, to our Subsidiary, Indo-Swiss Chemicals Limited and other responsible persons. For further details, refer to *“Litigation involving our Company – Litigations filed against our Company – Actions taken by Regulatory or Statutory Authorities”* on page 448.
4. The Registrar of Companies, Delhi and Haryana at New Delhi through the Adjudicating Officer (**“Officer”**) received an application dated March 16, 2023 from one of our Material Subsidiaries, Smith N Smith Chemicals Limited (**“Smith N Smith”**), wherein Smith N Smith acknowledged non-compliance with Sections 134(3)(o) and 135(5) of the Companies Act, 2013, in relation to its corporate social responsibility (**“CSR”**) obligations for Financial Year 2021, requiring Smith N Smith to spend ₹0.69 million. Thereafter, a show cause notice dated June 30, 2023, was issued by the Officer to Smith N Smith, and its directors, namely, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal (collectively, the **“Smith N Smith Directors”**) calling upon them to show cause as to why a penalties should not be imposed for the aforesaid non-compliances and directing appearance through an authorised representative. Thereafter, the Officer through separate orders dated September 5, 2023 (**“Impugned Order”**), imposed a (i) penalty of ₹0.30 million on Smith N Smith and, ₹0.05 million each on against Surinder Kumar Chaudhary and Piyush Jindal, under Section 134(3)(o) and (ii) a penalty of ₹1.37 million on Smith N Smith and, ₹ 0.07 million each on Smith N Smith Directors under Section 135(5). Aggrieved by the Impugned Order, Smith N Smith and Smith N Smith Directors filed an appeal dated

October 23, 2023 (“**Appeal**”) before the Regional Director, Ministry of Corporate Affairs, New Delhi (“**Regional Director**”) under subsection (5) of Section 454 of the Companies Act, 2013 read with the Companies (Adjudication of Penalties) Rules, 2014 seeking reduction in the quantum of penalties, *inter alia*, on the grounds that the CSR Obligations had been fulfilled. The Regional Director through its order dated June 6, 2025, dismissed the Appeal and confirmed the Impugned Order.

Smith N Smith is currently unable to file the penalty amount for the liability imposed on the portal (“**Portal**”) of Ministry of Corporate Affairs (“**MCA**”) as the Portal is undergoing maintenance. A communication was received from MCA that this payment for penalty amount can be completed after July 14, 2025. The matter is currently pending.

### ***Litigations by our Subsidiaries***

#### **Criminal Litigations**

1. Indo Swiss Chemicals Limited, in the ordinary course of business, is involved in 263 complaints, amounting to ₹92.85 million under Section 138 of the Negotiable Instruments Act, 1881 before various fora, for recovery of dishonour of cheques issued by the clients/ debtors of Indo Swiss Chemicals Limited. These matters are currently pending at various stages of adjudication.
2. Smith N Smith Chemicals Limited, in the ordinary course of business, is involved in 194, amounting to ₹90.10 million under Section 138 of the Negotiable Instruments Act, 1881 before various fora, for recovery of dishonour of cheques issued by the clients/ debtors of our Smith N Smith Chemicals Limited. These matters are currently pending at various stages of adjudication.

#### **Material Civil Litigations**

Shogun Organics Limited (“**Shogun**”) filed a writ petition dated September 22, 2014 (“**Writ Petition**”), before the High Court of Judicature at Bombay (“**High Court**”), against the State of Maharashtra (through Secretary, Industries Department), Maharashtra Industrial Development Corporation (“**MIDC**”) and the Regional Officer, MIDC, *inter alia* challenging the legality and validity of the demand notice dated August 19, 2014 (“**Demand Notice**”), issued by MIDC seeking payment of ₹17.04 million towards extension of time granted for approval of certain construction activities, and seeking to restrain MIDC and its officials from taking any further action or levying any further charges against Shogun. Thereafter, an order dated August 16, 2018 (“**Order**”) was passed by the High Court requiring Shogun to deposit ₹7.51 million, which was duly complied with on August 28, 2018, and was further directed to furnish a bank guarantee of ₹9.53 million with MIDC, to be kept alive until the disposal of the Writ Petition. Shogun through its letter dated June 12, 2025, requested the Complainant for withdrawal/cancellation of the Demand Letter and conveyed its intention to withdraw the Writ Petition. The matter is currently pending.

### **Tax Claims**

Except as disclosed below, there are no claims related to direct and indirect taxes involving the Relevant Parties:

| Nature of case                                      | Number of cases | Amount involved (in ₹ million) <sup>**</sup> |
|-----------------------------------------------------|-----------------|----------------------------------------------|
| <b><i>Litigation involving our Company</i></b>      |                 |                                              |
| Direct tax                                          | 4               | 26.67                                        |
| Indirect tax                                        | 7               | 72.66                                        |
| <b><i>Litigation involving our Subsidiaries</i></b> |                 |                                              |
| Direct tax                                          | 1               | 0.01                                         |
| Indirect tax                                        | 14              | 19.08                                        |
| <b><i>Litigation involving our Directors</i></b>    |                 |                                              |
| Direct tax                                          | Nil             | N.A.                                         |
| Indirect tax                                        | Nil             | N.A.                                         |
| <b><i>Litigations involving our Promoters</i></b>   |                 |                                              |
| Direct tax                                          | Nil             | N.A.                                         |
| Indirect tax                                        | Nil             | N.A.                                         |

<sup>^</sup> To the extent quantified.

<sup>\*</sup> As certified by P N A M & Co. LLP, Chartered Accountants, having a firm registration number as 001092N/N500395, by way of their certificate dated July 3, 2025.

## Material Tax Litigations

1. A show cause notice dated December 28, 2023 (“**SCN**”) was issued by the Sales Tax Officer, Ludhiana, Punjab (“**Officer**”), to Smith N Smith Chemicals Limited (“**Respondent**”), under Section 73 of the Goods and Services Tax Act, 2017 read with Rule 142 of the SGST/CGST Act, 2017. The SCN was issued pursuant to certain discrepancies observed during the scrutiny of the GST returns filed by Smith N Smith for the Financial Year 2018-19. The SCN called upon Smith N Smith to either deposit the demand of ₹8.72 million (“**Demand Amount**”) or submit its objection by filing Form GST DRC-06. The Respondent submitted its objections to the SCN on January 29, 2024, providing detailed explanations against the observations mentioned in the SCN. However, the Officer, through the order dated April 30, 2024 (“**Impugned Order**”) rejected the submissions by the Respondent and confirmed the Demand Amount. Aggrieved by the Impugned Order, the Respondent filed an appeal dated July 28, 2024, *inter alia*, seeking to set aside the Impugned Order and the deletion of the Demand Amount. The matter is currently pending.
2. Four show cause notices each dated March 2, 2012, August 28, 2012, April 16, 2013, and May 28, 2013 (collectively, “**Notices**”), were issued by the Commissioner, Central Goods and Service Tax/Central Excise Commissionerate, J&K (“**GST Officer**”), were issued to our Company (“**Respondent**”), calling upon as to why (i) excess self-credit amounting to ₹32.30 million availed irregularly should not be recovered; (ii) duty short paid amounting to ₹28.55 million should not be demanded; (iii) excess cash refund amounting to ₹48.91 million should not be recovered (collectively, the “**Demand Amount**”); and (iv) penalty under Rule 25(1)(a) and Rule 26 of the Central Excise Rules, 2002 should not be imposed. The Notices alleged ineligible availment of 100% self-credit of duty paid through personal ledger account, instead of the restricted self-credit permissible under the amended Notification No. 56/2002-CE, and the consequent short payment of duty and inadmissible refunds.

The GST Officer vide its order dated March 28, 2023 (“**Impugned Order**”), *inter-alia*, (i) adjudicated the Notices and confirmed the Demand Amount; and (ii) recorded that the amount of ₹48.91 million towards excess cash refund had already been deposited by the Company and was accordingly adjusted against the Demand Amount. Challenging the Impugned Order passed by the GST Officer, the Respondent filed an appeal before the Customs Excise & Service Tax Appellate Tribunal, Chandigarh. The matter is currently pending.

3. A show-cause notice dated January 29, 2025 was issued by the Deputy Commissioner of Income Tax, Central Circle - 27, New Delhi (“**AO**”) to our Company proposing additions in relation to unsecured loans aggregating to ₹ 19.50 million, pursuant to re-assessment proceedings for AY 2020-21, based on information arising from a third-party search. Our Company submitted its objections on February 4, 2025 (“**Submission**”), providing documentary evidence for the genuineness of the said unsecured loans and associated transactions. However, the AO vide assessment order dated February 24, 2025 (“**Impugned Order**”) passed under Section 147 read with Section 143(3) of the Income-tax Act, 1961 (the “**Act**”) rejected the Submission and confirmed the following additions (i) ₹19.50 million under Section 68 of the Act; (ii) ₹0.75 million under Section 69C of the Act towards interest expenditure, and (iii) ₹0.59 million under Section 69C of the Act as alleged commission, along with consequential interest under Sections 234A/B/C and initiation of penalty proceedings under Section 271AAC, thereby raising a total addition of ₹20.84 million raising a total demand of ₹22.27 million (“**Demand Amount**”). Aggrieved by the Impugned Order, the Appellant filed an appeal dated March 29, 2025, with the Commissioner of Income Tax (Appeals)-29, New Delhi, seeking, *inter alia*, to set aside the Impugned Order and delete the Demand Amount. The matter is currently pending adjudication before the appellate authority.

## Outstanding dues to creditors

As of March 31, 2025, our Company has 763 creditors, and the aggregate outstanding dues to these creditors by our Company are ₹2,614.87 million. Further, our Company owes an amount of ₹56.07 million to MSMEs as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

As per the Materiality Policy, creditors of our Company to whom an amount having a monetary value which exceeds 5% of the total trade payables of our Company as of March 31, 2025, as disclosed in this Draft Red Herring Prospectus, shall be considered as ‘material’ i.e., creditors of our Company to whom our Company owes an amount exceeding ₹130.74 million have been considered material. As of March 31, 2025, there is one material creditors to whom our Company owes an aggregate amount of ₹136.54 million.

Based on this criteria, details of outstanding dues owed to material creditors, micro, small and medium enterprises and other creditors as of March 31, 2025, are set out below:

| Types of creditors*                 | Number of creditors* | Amount involved (in ₹ million)* |
|-------------------------------------|----------------------|---------------------------------|
| Micro, small and medium enterprises | 32                   | 56.07                           |
| Material creditors                  | 1                    | 136.54                          |

|                               |            |                 |
|-------------------------------|------------|-----------------|
| Other creditors               | 730        | 2,422.26        |
| <b>Total outstanding dues</b> | <b>763</b> | <b>2,614.87</b> |

*\*As certified by P N A M & Co. LLP, Chartered Accountants, having a firm registration number as 001092N/N500395, by way of their certificate dated July 3, 2025.*

The details pertaining to outstanding overdues towards our material creditors along with names and amounts involved for each such material creditor are available on the website of our Company at [www.safexchemicals.com/investorrelations](http://www.safexchemicals.com/investorrelations).

### **Material Developments**

Other than as stated in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 410, 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, on a standalone or consolidated basis, our trading or profitability, the value of our assets, or our ability to pay our liabilities within the next 12 months from the date of filing of this Draft Red Herring Prospectus.

## GOVERNMENT AND OTHER APPROVALS

Our Company and our Material Subsidiaries, as applicable, require certain material consents, licenses, permissions, registrations and approvals from the Government of India, various governmental agencies and other statutory and/ or regulatory authorities for carrying out our present business activities ("**Material Approvals**"), details of which have been set out below. Unless otherwise stated, these Material Approvals are valid as of the date of this Draft Red Herring Prospectus, and in cases where our Material Approvals which have expired or lapsed, our Company and Material Subsidiaries have either made an application for renewal or are in the process of making an application for renewal. For further details in connection with the applicable regulatory and legal framework, see "Risk Factors" and "Key Regulations and Policies" on pages 31 and 245 respectively.

### Approvals in relation to our Company and our Material Subsidiaries

The approvals required to be obtained by our Company and our Material Subsidiaries include the following:

#### I. Incorporation details of our Company and our Material Subsidiaries

##### Incorporation related approvals obtained by our Company

1. Certificate of incorporation dated January 8, 1991, issued by the Registrar of Companies to our Company, in its former name, being Safex Chemicals (India) Private Limited.
2. Fresh certificate of incorporation dated March 2, 1995, issued by the Registrar of Companies to our Company consequent upon change of name of our Company pursuant to conversion of our Company to a public limited company, from Safex Chemicals (India) Private Limited to Safex Chemicals (India) Limited.

##### Incorporation and registration related approvals obtained by our Material Subsidiaries

1. Indo Swiss Chemicals Limited
  - (i) Certificate of incorporation dated March 25, 2011, issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh at Chandigarh.
  - (ii) Certificate of commencement of business dated March 29, 2011, issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh at Chandigarh.
  - (iii) Certificate of registration of regional director order dated April 19, 2019, issued by Registrar of Companies upon change of state of the registered office from the state of Chandigarh to the state of Delhi.
2. Smith N Smith Chemicals Limited
  - (i) Certificate of incorporation dated May 17, 2013, issued by the Registrar of Companies.
  - (ii) Certificate of commencement of business dated July 4, 2013, issued by the Registrar of Companies.
3. JayCee Lifesciences
  - (i) Deed of partnership dated August 21, 2012, registered under the Indian Partnership Act, 1932.
  - (ii) Deeds of reconstitution of partnership dated March 13, 2013, June 9, 2015, June 12, 2015, July 1, 2020 along with a partnership cum addendum deed dated April 1, 2021 along with addendum thereto dated January 3, 2023.
4. Shogun Organics Limited
  - (i) Certificate of incorporation dated September 9, 1993, issued by the Registrar of Companies, Maharashtra at Bombay in its former name, being GoodKnight Insecticides Limited.

- (ii) Certificate of commencement of business dated October 14, 1993, issued by the Registrar of Companies, Maharashtra at Bombay in its former name, being GoodKnight Insecticides Limited.
  - (iii) Fresh certificate of incorporation dated January 17, 1995, issued by the Registrar of Companies, Maharashtra at Bombay consequent upon change of name from GoodKnight Insecticides Limited to Shogun Organics Limited.
  - (iv) Certificate of registration of regional director order dated May 30, 2024, issued by Registrar of Companies upon change of state of the registered office from the state of Maharashtra to the state of Delhi.
5. Safex Holdings UK Limited
- (i) Safex was duly incorporated on August 5, 2022 and registered with the Registrar of Companies (Companies House) as a private company limited by shares, bearing registration number 14278836.
6. Briar Chemicals Limited
- (i) Briar was duly incorporated on November 29, 2011 and registered with the Registrar of Companies (Companies House) as a private company limited by shares, bearing registration number 07865033.

## **II. Approvals in relation to the Offer**

For details, see “*The Offer*” and “*Other Regulatory and Statutory Disclosures*” on pages 67 and 467, respectively.

## **III. Approvals in relation to the business operations of our Company and our Material Subsidiaries**

### **Business related approvals obtained by our Company**

- (i) Keshwana Facility
  - (a) Licence to work as a factory under the Factories Act, dated January 24, 2024, valid up to March 31, 2028, issued by Chief Inspector of Factories and Boilers, Rajasthan;
  - (b) Consent to operate under the Water (Prevention & Control of Pollution) Act, 1974 and Air (Prevention & Control of Pollution) Act, 1981, dated March 12, 2020, valid up to February 28, 2030 issued by Rajasthan State Pollution Control Board;
  - (c) License to manufacture insecticides under the Insecticides Act dated December 6, 2019, issued by the Commissionerate of Agriculture, Pant Krishi Bhawan, Jaipur;
  - (d) Authorization for operating a facility for collection, generation, incineration, reception, recycling, storage, transport of hazardous wastes under the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016, dated March 1, 2022, valid up to February 28, 2027 issued by Rajasthan State Pollution Control Board;
  - (e) License to import and store petroleum in an installation of petroleum class B in bulk under the Petroleum Rules, dated February 4, 2021, valid up to December 31, 2025, issued by the Joint Chief Controller of Explosives, Faridabad, Petroleum & Explosives Safety Organisation, Ministry of Commerce & Industry, Government of India;
  - (f) No objection certificate for fire safety issued by the DC/EO/Commissioner, Municipal Council, Kotputli, dated May 13, 2025, valid up to May 12, 2027 under the Rajasthan Municipality Act 2009;
  - (g) License granted for Solvent, Raffinate, and Slop (Acquisition, Sale, Storage and Prevention of Use in Automobiles) Order, 2000, dated December 7, 2024, valid up to December 6, 2026 issued by the Office of the District Logistics Officer – Behror, Rajasthan;
  - (h) No objection certificate for groundwater abstraction issued by the Central Ground Water Authority dated February 3, 2025, valid up to February 2, 2027 under the Environment Protection Act, 1986;

- (i) Verification Certificate for weighing instruments under the Metrology Act dated March 28, 2025, valid up to March 27, 2026 issued by Legal Metrology Department, Rajasthan;
  - (j) Certificate of registration under Legal Metrology (Packaged Commodities) Rules 2011, dated March 28, 2023, issued by Legal Metrology Department, Rajasthan; and
- (ii) Udhampur Facility
- (a) Licence to work as a factory under the Factories Act dated November 18, 2024, valid up to December 31, 2025, issued by Inspector of Factories, Jammu and Kashmir;
  - (b) Consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 dated January 9, 2023, valid up to December, 2025 issued by Jammu and Kashmir State Pollution Control Board;
  - (c) Authorisation under Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016, dated January 9, 2023, valid up to December, 2025 issued by Jammu and Kashmir State Pollution Control Board;
  - (d) Verification certificate for weights and measures under the Metrology Act, dated September 10, 2024, valid up to September 9, 2025 issued by Department of Legal Metrology, Union Territory of Jammu and Kashmir;
  - (e) No objection certificate for fire safety dated July 16, 2024, valid up to July 15, 2025 issued by the Director Fire & Emergency Services, J&K;
  - (f) Certificate of fitness under Electricity Act dated December 31, 2024, valid up to December 31, 2029 issued by Office of the Executive Engineer, Inspection Division – (PDD), Electrical Inspection Agency, UT Government of Jammu and Kashmir;
  - (g) Licence to import and store petroleum in an installation of petroleum class B and C in bulk under Petroleum Rules dated October 31, 2023, valid up to December 31, 2028 issued by Deputy Chief Controller of Explosives, Chandigarh, Petroleum & Explosives Safety Organisation, Ministry of Commerce & Industry, Government of India; and
  - (h) License granted for Solvent, Raffinate, and Slop (Acquisition, Sale, Storage and Prevention of Use in Automobiles) Order, 2000, dated December 2, 2010, valid up to July 16, 2025 issued by the Directorate of Consumer Affairs and Public Distribution, Jammu.
- (iii) Bharuch Facility
- (a) License to work as a factory under the Factories Act dated January 1, 2019, valid up to December 31, 2029 issued by Directorate Industrial Safety & Health Gujarat State;
  - (b) Consolidated consent and authorisation under Water (Prevention and Control of Pollution) Act, 1974, under the Air (Prevention and Control of Pollution) Act, 1981 and Authorization under the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016 dated March 16, 2024, valid up to January 24, 2034, issued by Gujarat Pollution Control Board;
  - (c) License to Manufacture insecticides under Insecticides Act dated March 27, 2025 issued by Directorate of Agriculture, Krushi Bhavan, Gandhinagar, Government of Gujarat; and
  - (d) Licence to import and store petroleum in an installation of petroleum class B under the Petroleum Rules dated April 3, 2025, valid up to December 31, 2026 issued by Joint Chief Controller of Explosives, Vadodara, Petroleum & Explosives Safety Organisation, Ministry of Commerce & Industry, Government of India.

**Business related approvals obtained by our Material Subsidiaries**



(i) Kathua Facility

- (a) Licence to work as a factory under the Factories Act dated December 31, 2024, valid up to December 31, 2025 issued by Office of the Inspector of Factories, Government of Jammu and Kashmir;
- (b) Consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 dated April 1, 2025, valid up to December 31, 2026 issued by Jammu and Kashmir Pollution Control Board;
- (c) Authorization under the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016, dated April 1, 2025, valid up to December 31, 2026 issued by Jammu and Kashmir Pollution Control Committee;
- (d) No Objection Certificate for fire safety dated November 19, 2024, valid up to November 19, 2025 issued by Office of the Director Fire & Emergency Services, Jammu and Kashmir;
- (e) Licence to import and store petroleum products of class B and C under Petroleum Rules dated November 20, 2024, valid up to December 31, 2029 issued by Petroleum and Explosives Safety Organisation, Government of India;
- (f) License granted for Solvent, Raffinate, and Slop (Acquisition, Sale, Storage and Prevention of Use in Automobiles) Order, 2000, dated February 16, 2021, valid up to November 18, 2025 issued by the Government of Jammu and Kashmir;
- (g) Verification certificate for weights and measures under the Metrology Act, dated September 30, 2023 issued by Department of Legal Metrology, Union Territory of Jammu & Kashmir;
- (h) Certificate of registration under Legal Metrology (Packaged Commodities), Rules 2011 dated October 17, 2023, issued by Department of Legal Metrology, Jammu and Kashmir; and
- (i) License to manufacture pesticides under the Insecticides Act dated July 28, 2016 issued by the Directorate of Agriculture and Farmers Welfare, Jammu.

(ii) Pune Facility

- (a) License to work as a factory under the factories Act dated January 1, 2023, valid up to December 31, 2025, issued by Industrial Safety and Health Directorate (Labour Department), Government of Maharashtra;
- (b) Consent to operate for expansion under the Water (Prevention & Control of Pollution) Act, 1974 under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Authorization under Rule 6 of the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016, dated July 11, 2023, valid up to July 31, 2027, issued by Maharashtra Pollution Control Board;
- (c) Fire no objection certificate under Maharashtra Fire Prevention and Life Safety Measures Act, 2006, dated December 9, 2024, issued by Maharashtra Industrial Development Corporation;
- (d) HT connection no objection certificate dated June 9, 2022, issued by Maharashtra State Electricity Distribution Company Limited;
- (e) Environmental clearance under Environment Impact Assessment Notification, 2006 dated September 23, 2020, issued by Ministry of Environment, Forest and Climate Change;
- (f) License retention letter under the Poisons Act, 1919 and the Maharashtra Poisons Rules, 1972, dated January 1, 2025, valid up to December 31, 2026, issued by Assistant Commissioner Food & Drugs Administration, Pune;

- (g) Licence for petroleum class A storage shed under the Petroleum Rules, dated March 15, 2022, valid up to December 31, 2031, issued by Joint Chief Controller of Explosive, Controller of Explosives, Petroleum & Explosives Safety Organisation, Ministry of Commerce & Industry;
  - (h) Verification certificate for weights and measures under the Metrology Act, dated March 9, 2025, valid up to March 8, 2026 issued by Department Legal Metrology Organisation, Government of Maharashtra;
  - (i) Certificate of registration for manufacture / distribution / sale / purchase / possession / storage / consumption of controlled substance in Schedule A under Narcotic Drugs and Psychotropic Substances (Regulation of Controlled Substances) Order, 2013, dated June 9, 2016, issued by Zonal Director, Narcotics Control Bureau, Ministry of Home Affairs;
  - (j) Membership certificate dated April 21, 2021, valid up to April 20, 2026, issued by Maharashtra Enviro Power Limited;
  - (k) Additional building plan approval dated October 4, 2019, issued by special planning authority, Maharashtra Industrial Development Corporation;
  - (l) Water connection enhancement letter dated October 27, 2021, issued by Maharashtra Industrial Development Corporation;
  - (m) Importer exporter code under the Foreign Trade (Development and Regulation) Act, 1992, dated October 31, 1994, issued by Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India;
  - (n) License to manufacture insecticides under the Insecticides Act dated April 15, 2025 issued by the Department of Agriculture, Government of Maharashtra; and
  - (o) Approval of factory maps under the Factories Act, 1948 dated June 20, 2023, issued by the Directorate of Industrial Safety & Health.
- (iii) Business related approvals obtained by Briar Chemicals Limited
- (a) Abstraction license dated July 29, 2023 issued by the Environment Agency, UK;
  - (b) Climate change levy underlying agreement dated December 22, 2023, valid up to March 31, 2027, issued by the Environment Agency, UK;
  - (c) Effluent assessment & monitoring protocol dated November 27, 2020, issued by Anglian Water Services Limited;
  - (d) Environmental Permitting License dated June 27, 2023, issued by the Environment Agency, UK;
  - (e) Green House Gas Emissions Permit dated May 30, 2024, issued by the Environment Agency, UK;
  - (f) Hazardous substances consent dated August 18, 2017, issued by Norwich City Council;
  - (g) Radioactive substances activities dated July 27, 2012, issued by the Environment Agency, UK;
  - (h) Surface water discharge consent dated October 17, 2024, issued by Anglian Water Services Limited; and
  - (i) Trade effluent discharge consent dated June 9, 2023, issued by Anglian Water Services Limited
- (iv) ***Registrations to manufacture and sell chemical products***
- (a) Our Company and Material Subsidiaries, to the extent applicable and in the ordinary course of business have obtained registrations under Insecticides Act for manufacturing of various insecticides

from the relevant authorities. These registrations may expire, in the ordinary course, from time to time and our Company and Material Subsidiaries, will apply for their renewals, as necessary; and

(v) ***Business approvals in relation to godowns***

- (a) In relation to the godowns operated by us, our Company and Material Subsidiaries, to the extent applicable and in the ordinary course of business have obtained registrations under Insecticides Act, 1968 to sell, stock or exhibit for sale or distribute various insecticides. These registrations may expire, in the ordinary course, from time to time and our Company and Material Subsidiaries, will apply for their renewals, as necessary.

(vi) ***Registrations under employment laws***

Our Company and Material Subsidiaries, to the extent applicable have obtained registrations under various employee and labour related laws including:

- (a) the Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- (b) the Contract Labour (Regulation and Abolition Act), 1970
- (c) the Employees' State Insurance Act, 1948 and
- (d) the relevant shops and establishment legislations, for the respective states in which we operate.

(vii) ***Tax related approvals***

- (a) Permanent account number AAACS0143F issued by the Income Tax Department under the Income Tax Act, 1961 to our Company.
- (b) Tax deduction account number DELS21384G issued by the Income Tax Department to our Company.
- (c) GST registrations for payments under various central and state goods and services tax legislations obtained by our Company.
- (d) Permanent account numbers AACCI5742A, AATCS0680C, AAACS6067N and AAMFB1112E issued by the Income Tax Department under the Income Tax Act, 1961 to our Material Subsidiaries, Indo Swiss Chemicals Limited, Smith N Smith Chemicals Limited and Shogun Organics Limited and JayCee Lifesciences, respectively.
- (e) Tax deduction account numbers DELI14349G, DELS51202E, MUMS19215A and DELB15964E issued by the Income Tax Department to our Material Subsidiaries, Indo Swiss Chemicals Limited, Smith N Smith Chemicals Limited, Shogun Organics Limited and JayCee Lifesciences, respectively.
- (f) GST registrations for payments under various state goods and services tax legislations obtained by our Material Subsidiaries.

**IV. Intellectual property**

For details of the intellectual property obtained by our Company and Subsidiaries, as on date of this Draft Red Herring Prospectus, please see "*Our Business – Intellectual Property*" on page 242.

**V. Pending Material Approvals in relation to our Company and its Material Subsidiaries:**

**A. *Material Approvals applied for but not received***

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no material approvals which our Company and Material Subsidiaries have applied for, but which have not been received:

| Applicant entity        | Description                                                                                                         | Authority                            | Date of application |
|-------------------------|---------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------|
| Company                 | Application for renewal of letter of authorisation under the Fertilizer (Control) Order, 1985 for Keshwana facility | Department of Agriculture, Rajasthan | June 24, 2025       |
| Shogun Organics Limited | Certificate for use of a boiler                                                                                     | Directorate of Steam Boilers         | June 25, 2025       |

**B. *Material Approvals that have expired and renewals are yet to be applied for or for which applications are in the process of being filed***

As on the date of this Draft Red Herring Prospectus, there are no material approvals which are expired, but which have not been renewed or applied for.

**C. *Material Approvals that are required but not obtained or for which no applications have been made***

As on the date of this Draft Red Herring Prospectus, there are no material approvals which our Company requires, but which have not been obtained or applied for.

## SECTION VII: OUR GROUP COMPANY

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification and disclosures in this Draft Red Herring Prospectus, group companies of our Company shall include:

- (a) Companies (other than corporate promoters and Subsidiaries) with which there were related party transactions, during the period for which Restated Consolidated Financial Information, have been disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards (i.e. Ind AS 24); and
- (b) other companies as considered material by the Board of Directors.

Accordingly, for (a) above, all such companies (other than our Subsidiaries) with which our Company had related party transactions during the periods covered in the Restated Consolidated Financial Information, as covered under the applicable accounting standards, have been disclosed as group companies in terms of the SEBI ICDR Regulations.

Further with respect to point (b), our Board, in its meeting held on June 28, 2025, has considered and adopted a policy of materiality for the identification of companies that shall be considered material and disclosed as a 'group company' in this Draft Red Herring Prospectus. In terms of such materiality policy, such companies shall be considered material and disclosed as a Group Company, if a company (i) is a member of the Promoter Group; and (ii) has entered into one or more transactions with our Company in the most recent period for which Restated Consolidated Financial Information is included in this Draft Red Herring Prospectus, which exceeds, individually or in the aggregate, 10% of the total restated consolidated revenue from operations of our Company derived from the Restated Consolidated Financial Information of the last completed full financial year.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Company has identified PKJ Advisors Private Limited as a Group Company.

Our Company is providing links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Company and other information provided on the websites given below does not constitute a part of this Draft Red Herring Prospectus. Such information should not be considered as part of information that any investor should consider before making any investment decision.

### **Details of our Group Company**

The details of our Group Company are provided below:

#### **1. PKJ Advisors Private Limited**

##### *Registered office*

The registered office of PKJ Advisors Private Limited is situated at 4th and 5th Floor, NDM-1, Netaji Subhash Place, North West Delhi, India – 110 034.

##### *Financial information*

In accordance with the SEBI ICDR Regulations, the financial information based on the audited financial statements of our Group Company for the Fiscals 2024, 2023 and 2022 with respect to: (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 extracted from their respective audited standalone financial statements (as applicable), are available at the website of the company at [safexchemicals.com/investorrelations](http://safexchemicals.com/investorrelations).

### **Nature and extent of interest of the Group Company**

#### ***In the promotion of our Company***

Our Group Company does not have any interest in the promotion of our Company.

#### ***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***

Our Group Company is not interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

***In transactions for acquisition of land, construction of building and supply of machinery, etc.***

Our Group Company is not interested in any transactions for acquisition of land, construction of buildings or supply of machinery, etc. with our Company.

**Common pursuits among the Group Company and our Company**

There are no common pursuits amongst our Group Company and our Company and its Subsidiaries.

**Related business transactions with our Group Company and significance on the financial performance of our Company**

Except as disclosed in “*Offer Document Summary – Summary of related party transactions*” and “*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – 44. Related parties*” on page 21 and 368, there are no related business transactions between the Group Company and our Company which are significant to the financial performance of our Company.

**Litigation**

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

**Business interest of Group Company**

Except in the ordinary course of business and as stated in “*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – 44. Related parties*” on page 368, our Group Company have any business interest in our Company.

**Other Confirmations**

Our Group Company does not have any securities listed on a stock exchange.

Further, our Group Company has not made any public or 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 authorised the Offer pursuant to the resolution passed at its meeting held on June 23, 2025 and our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated June 24, 2025 in terms of Section 62(1)(c) of the Companies Act, 2013. Further, our Board has taken on record the consent letters and authorisations/consents of each of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated July 3, 2025. This Draft Red Herring Prospectus has been approved by the resolution passed by our Board dated July 3, 2025.

### Authorisation by the Selling Shareholders

Each of the Selling Shareholders, severally and not jointly, confirms that their respective portion of the Offered Shares has been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholders, severally and not jointly confirm and authorize its participation in the Offer for Sale in relation to the Offered Shares, as set out below:

| Name of the Selling Shareholder      | Aggregate amount of Offer for Sale (₹ million) | Maximum number of Equity Shares of face value of ₹1 each offered in the Offer for Sale | Date of board resolution/ authorization | Date of consent letter |
|--------------------------------------|------------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------|------------------------|
| <b>Promoter Selling Shareholders</b> |                                                |                                                                                        |                                         |                        |
| Surinder Kumar Chaudhary*            | Up to ₹ [●] million                            | Up to 1,151,088 Equity Shares of face value of ₹1 each                                 | N.A.                                    | July 2, 2025           |
| Rajesh Kumar Jindal*                 | Up to ₹ [●] million                            | Up to 748,198 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Neeraj Kumar Jindal*                 | Up to ₹ [●] million                            | Up to 499,098 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Piyush Jindal                        | Up to ₹ [●] million                            | Up to 499,098 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| <b>Investor Selling Shareholders</b> |                                                |                                                                                        |                                         |                        |
| Sarcoline Limited                    | Up to ₹ [●] million                            | Up to 29,105,996 Equity Shares of face value of ₹1 each                                | June 16, 2025                           | July 3, 2025           |
| Anchor Partners                      | Up to ₹ [●] million                            | Up to 1,088,234 Equity Shares of face value of ₹1 each                                 | June 25, 2025                           | July 3, 2025           |
| Sage Investment Trust                | Up to ₹ [●] million                            | Up to 605,770 Equity Shares of face value of ₹1 each                                   | June 24, 2025                           | July 3, 2025           |
| <b>Other Selling Shareholders</b>    |                                                |                                                                                        |                                         |                        |
| Nivedita Jindal*                     | Up to ₹ [●] million                            | Up to 500,000 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Karishma Jindal*                     | Up to ₹ [●] million                            | Up to 500,000 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Garima Chaudhary*                    | Up to ₹ [●] million                            | Up to 264,000 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Ishan Jindal*                        | Up to ₹ [●] million                            | Up to 250,000 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Veena Jindal*                        | Up to ₹ [●] million                            | Up to 250,000 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Kiran Jindal*                        | Up to ₹ [●] million                            | Up to 125,900 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Rachna Chaudhary*                    | Up to ₹ [●] million                            | Up to 100,000 Equity Shares of face value of ₹1 each                                   | N.A.                                    | July 2, 2025           |
| Raghunathan Hariharan                | Up to ₹ [●] million                            | Up to 47,436 Equity Shares of face value of ₹1 each                                    | N.A.                                    | July 2, 2025           |

\* Authorised through power of attorney in favour of Piyush Jindal.

The Offered Shares are eligible to be offered for sale in the Offer in accordance with Regulations 8 of the SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus.

### 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, RBI or other Governmental Authorities

Our Company, Promoters, members of our Promoter Group and Directors are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Directors are associated with securities market related business, in any manner and there have been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers.

Our Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

Each of the Selling Shareholders severally and not jointly confirm that they have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

All the Equity Shares are fully paid up and there are no partly paid up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

### Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters and members of the Promoter Group, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Each of the Selling Shareholders severally and not jointly, confirms that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to it in relation to its respective holding 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, in the following manner:

- Our Company has net tangible assets of at least ₹30.00 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each);
- Our Company has an average operating profit of at least ₹150.00 million, calculated on a restated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- Our Company has a net worth of at least ₹10.00 million in each of the preceding three full years (of 12 months each), calculated on a restated basis; and
- Our Company has not changed its name in the last one year prior to the date of this Draft Red Herring Prospectus.

The computation of net tangible assets, operating profit, net worth, monetary assets, as restated and derived from the Restated Consolidated Financial Information, as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 is set forth below

| Particulars                                                                       | As at          |                |                |
|-----------------------------------------------------------------------------------|----------------|----------------|----------------|
|                                                                                   | March 31, 2025 | March 31, 2024 | March 31, 2023 |
| Net tangible assets <sup>(1)</sup> (A) (₹ in million)                             | 4,607.80       | 4,130.63       | 4,202.68       |
| Pre-tax operating profits <sup>(4)</sup> (B) (₹ in million)                       | 915.92         | 474.82         | 542.39         |
| Net Worth <sup>(5)</sup> (C) (₹ in million)                                       | 6,114.60       | 6,261.45       | 6,488.77       |
| Total Monetary Assets <sup>(2)</sup> (D) (₹ in million)                           | 1,893.40       | 1,340.37       | 1,435.05       |
| Monetary assets as a (%) of net tangible assets <sup>(3)</sup> (E)=(D)/(A) (in %) | 41.09%         | 32.45%         | 34.15%         |



*Notes:*

1. *Net tangible assets is the sum of all net assets of our Company as per the Restated Consolidated Financial Information as at March 31, 2025, March 31, 2024 and March 31, 2023, as applicable excluding intangible assets as defined in Indian Accounting Standard 38 (Ind AS 38) notified under the Companies (Indian Accounting Standards) Rule 2015 (as amended) read with Section 133 of the Companies Act and in accordance with Regulation 2(1)(gg) of the SEBI ICDR Regulations.*
2. *Total monetary assets represent the sum of cash and bank balances including deposits with banks and interest accrued thereon.*
3. *"Monetary assets, as a % of net tangible assets" means total monetary assets divided by net tangible assets, expressed as a percentage.*
4. *Pre-tax operating profits has been calculated as profit after tax and exceptional items excluding other income, finance costs and tax expenses each on a restated and consolidated basis.*
5. *Net worth as defined under Regulation 2(hh) of the SEBI ICDR Regulations 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 has been calculated as equity share capital plus securities premium and retained earnings.*

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

- (i) Our Company, Promoters, members of the Promoter Group each of the Selling Shareholders and our Directors are not debarred from accessing the capital markets by SEBI;
- (ii) The companies with which our Promoters or Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;
- (iii) None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower;
- (iv) None of our Promoters or Directors have been declared as a Fugitive Economic Offender;
- (v) There are no outstanding convertible securities of our Company or any other rights to convert debentures, loans or other instruments into, or which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;
- (vi) Our Company along with Registrar to the Offer has entered into tripartite agreements, each dated March 12, 2025 with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;
- (vii) The Equity Shares of our Company held by our Promoters are in dematerialized form;
- (viii) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus;
- (ix) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance; and
- (x) Our Company shall not make an Allotment if the number of prospective Allottees is less than 1,000 in accordance with Regulation 49(1) of the SEBI ICDR Regulations and other applicable law. Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the conditions specified in Regulations 5 and 7(1), to the extent applicable, of the SEBI ICDR Regulations and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

#### **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 AND EACH OF THE SELLING SHAREHOLDERS, SEVERALLY AND NOT JOINTLY, WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF AND ITS RESPECTIVE PORTION OF THE OFFERED SHARES. THE BOOK RUNNING LEAD MANAGERS, BEING AXIS CAPITAL LIMITED, JM FINANCIAL LIMITED AND SBI CAPITAL MARKETS LIMITED ("BRLMS"), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH**

**THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE BIDDERS 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 OF THE SELLING SHAREHOLDERS, SEVERALLY AND NOT JOINTLY, WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS 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 JULY 3, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (A) OF THE SEBI ICDR REGULATIONS.**

**THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.**

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

#### **Disclaimer from our Company, the Directors and Book Running Lead Managers**

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website [www.safexchemicals.com](http://www.safexchemicals.com), or the respective websites (as applicable) of our Promoter, Promoter Group, any affiliate of our Company or the BRLMs would be doing so at their own risk.

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 Bidders 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 Underwriters and their respective directors, officers, agents, affiliates, trustees and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and each of their respective directors, officers, agents, affiliates, trustees and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, and their respective directors and officers, partners, trustees, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company 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.

#### **Disclaimer from the Selling Shareholders**

It is clarified that neither the Selling Shareholders, nor their respective directors, affiliates, agents, partners, trustees, associates, officers and representatives accept and/or undertake any responsibility for any statements made or confirmations provided 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 its respective portion of the Offered Shares, and in this case only on a several and not joint basis.

Further, the Selling Shareholders, severally and not jointly, and their respective directors, affiliates, agents, partners, trustees, associates, officers and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Bidders will be required to confirm and will be deemed to have represented to each of the Selling Shareholders and their respective directors, affiliates, agents, partners, trustees, associates, officers 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.

### **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, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, public financial institutions under Section 2(72) of the Companies Act, 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 registered multilateral and bilateral development financial institutions) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi, Delhi, India only. This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including 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 the SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be issued, directly or indirectly, and the Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or any of the Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date. 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 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 offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and 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 in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S and the applicable laws of the jurisdiction where those offers and sales are made.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

### **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 to 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. [●] will 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 other time as prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI. The Selling Shareholders shall reimburse, severally and not jointly, and only to the extent of the Equity Shares offered by such Selling Shareholder in the Offer, any expenses and interest incurred by our Company on behalf of the Selling Shareholders for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Selling Shareholders shall not be responsible to pay any interest or expenses unless such delay is caused solely by and is directly attributable to, an act or omission of such Selling Shareholder in relation to its participation in the Offer (and in such cases, the Company shall be responsible to pay such interest).

The Selling Shareholders undertake, severally and not jointly, to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from each of the Selling Shareholders in relation to their respective portion of the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

### **Consents**

Consents in writing of each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, legal counsel to our Company as to Indian law, bankers to our Company, the BRLMs, Registrar to the Offer, Frost & Sullivan, Statutory Auditors, Independent Chartered Engineer and Independent Chartered Accountant, in their respective capacities, have been obtained, and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. Further, consents in writing of the Syndicate Members, Escrow Collection Bank(s)/ Refund Bank(s)/ Public Offer Account/ Sponsor Bank(s) and the Monitoring Agency to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

### **Experts to the Offer**

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

Our Company has received written consent dated July 3, 2025 from Walker Chandiok and Co LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 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, 2013 to the extent and in their capacity as our Statutory Auditor and in respect of their (i) examination report, dated June 28, 2025 on our Restated Consolidated Financial Information; and (ii) their report dated July 3, 2025 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However,

the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated July 3, 2025 from P N A M & Co. LLP, Chartered Accountants, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their names as required under section 26(5) of the Companies Act, 2013 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, 2013 in respect of various certificates issued by them in their capacity as the independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated July 3, 2025, from S. K. Jain, Independent Chartered Engineer, 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, 2013 to the extent and in their capacity as an independent chartered engineer, in relation to the certificate dated July 3, 2025, certifying, inter alia, the details of the installed production capacity of our manufacturing facilities and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

#### **Particulars regarding public or rights issues during the last five years**

Our Company has not made any rights issue of Equity Shares during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Further, our Company has not made any public issue of Equity Shares during the five years immediately preceding the date of this Draft Red Herring Prospectus.

#### **Particulars regarding capital issues by our Company and its listed subsidiaries, group companies, associate entities during the last three years**

Other than as disclosed in “*Capital Structure*” on page 83, 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 company, any listed associates or any listed subsidiary.

#### **Commission and Brokerage paid on previous issues of the Equity Shares in the last five years**

Since this is the initial public offer of 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 – Public/rights issue of our Company**

Our Company has not undertaken any public issue in the five years preceding the date of this Draft Red Herring Prospectus.

#### **Performance vis-à-vis objects – Public/rights issue of the listed subsidiaries and promoter**

As on the date of this Draft Red Herring Prospectus, none of our Subsidiaries is listed on any stock exchanges.

#### **Observations by regulatory authorities**

There are no findings or observations pursuant to any inspections by SEBI or any other regulatory authority in India which are material and 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.

**Price information of past issues handled by the Book Running Lead Managers (during the current Financial Year and two Financial Years preceding the current Financial Year)**

**I. Axis Capital Limited**

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Axis Capital Limited:

| Sr. No. | Issue Name                                                           | Issue Size (₹ million) | Issue Price (₹) | Listing Date | Opening Price on Listing Date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing |
|---------|----------------------------------------------------------------------|------------------------|-----------------|--------------|--------------------------------------|-----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|
| 1.      | Oswal Pumps Limited <sup>(2)</sup>                                   | 13,873.40              | 614.00          | 20-Jun-25    | 634.00                               | -                                                                                                   | -                                                                                                   | -                                                                                                    |
| 2.      | Schloss Bangalore Limited <sup>(2)</sup>                             | 35,000.00              | 435.00          | 02-Jun-25    | 406.00                               | -6.86%, [+3.34%]                                                                                    | -                                                                                                   | -                                                                                                    |
| 3.      | Belrise Industries Limited <sup>(2)</sup>                            | 21,500.00              | 90.00           | 28-May-25    | 100.00                               | +14.08%, [+3.02%]                                                                                   | -                                                                                                   | -                                                                                                    |
| 4.      | Ather Energy Limited <sup>\$(2)</sup>                                | 29,808.00              | 321.00          | 6-May-25     | 328.00                               | -4.30%, [+0.99%]                                                                                    | -                                                                                                   | -                                                                                                    |
| 5.      | Carraro India Limited <sup>(2)</sup>                                 | 12,500.00              | 704.00          | 30-Dec-24    | 651.00                               | -27.73%, [-2.91%]                                                                                   | -56.10%, [-0.53%]                                                                                   | -38.17%, [+8.43%]                                                                                    |
| 6.      | Ventive Hospitality Limited <sup>^(2)</sup>                          | 16,000.00              | 643.00          | 30-Dec-24    | 716.00                               | +5.51%, [-2.91%]                                                                                    | +10.80%, [-0.53%]                                                                                   | +7.10%, [+8.43%]                                                                                     |
| 7.      | Transrail Lighting Limited <sup>(1)</sup>                            | 8,389.12               | 432.00          | 27-Dec-24    | 585.15                               | +24.45%, [-3.19%]                                                                                   | +14.25%, [-1.79%]                                                                                   | +48.37%, [+4.26%]                                                                                    |
| 8.      | International Gemmological Institute (India) Limited <sup>^(2)</sup> | 42,250.00              | 417.00          | 20-Dec-24    | 510.00                               | +24.24%, [-1.63%]                                                                                   | -21.39%, [-2.88%]                                                                                   | -11.45%, [+5.37%]                                                                                    |
| 9.      | Zinka Logistics Solutions Limited <sup>%(1)</sup>                    | 11,147.22              | 273.00          | 22-Nov-24    | 280.90                               | +84.47%, [-1.36%]                                                                                   | +54.41%, [-4.02%]                                                                                   | +78.50%, [+2.62%]                                                                                    |
| 10.     | Niva Bupa Health Insurance Company Limited <sup>(2)</sup>            | 22,000.00              | 74.00           | 14-Nov-24    | 78.14                                | +12.97%, [+5.25%]                                                                                   | +8.09%, [-1.96%]                                                                                    | +14.96%, [+5.92%]                                                                                    |

Source: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

<sup>(1)</sup>BSE as Designated Stock Exchange

<sup>(2)</sup>NSE as Designated Stock Exchange

<sup>\$</sup> Offer Price was ₹ 291.00 per equity share to Eligible Employees

<sup>^</sup> Offer Price was ₹ 613.00 per equity share to Eligible Employees

<sup>^</sup> Offer Price was ₹ 378.00 per equity share to Eligible Employees

<sup>%</sup> Offer Price was ₹ 248.00 per equity share to Eligible Employees

**Notes:**

- Issue Size derived from Prospectus/final post issue reports, as available.
- 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.
- 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.
- 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 Capital Limited:

| Financial Year | Total no. of IPOs | Total amount of funds raised (₹ million) | No. of IPOs trading at discount - 30th calendar days from listing |                |               | No. of IPOs trading at premium - 30th calendar days from listing |                |               | No. of IPOs trading at discount - 180th calendar days from listing |                |               | No. of IPOs trading at premium - 180th calendar days from listing |                |               |
|----------------|-------------------|------------------------------------------|-------------------------------------------------------------------|----------------|---------------|------------------------------------------------------------------|----------------|---------------|--------------------------------------------------------------------|----------------|---------------|-------------------------------------------------------------------|----------------|---------------|
|                |                   |                                          | Over 50%                                                          | Between 25-50% | Less than 25% | Over 50%                                                         | Between 25-50% | Less than 25% | Over 50%                                                           | Between 25-50% | Less than 25% | Over 50%                                                          | Between 25-50% | Less than 25% |
| 2025-2026*     | 4                 | 100,181.40                               | -                                                                 | -              | 2             | -                                                                | -              | 1             | -                                                                  | -              | -             | -                                                                 | -              | -             |
| 2024-2025      | 20                | 445,928.65                               | -                                                                 | 1              | 2             | 7                                                                | 6              | 4             | -                                                                  | 3              | 3             | 9                                                                 | 1              | 4             |
| 2023-2024      | 18                | 218,638.22                               | -                                                                 | -              | 4             | 2                                                                | 6              | 6             | -                                                                  | -              | 3             | 7                                                                 | 4              | 4             |

Source: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

\* 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.

## II. JM Financial Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by JM Financial Limited:

| Sr. No. | Issue Name                                | Issue Size<br>(₹ million) | Issue<br>Price (₹) | Listing Date      | Opening<br>Price on<br>Listing<br>Date | +/- % change in closing<br>price, [+/- % change in<br>closing benchmark]- 30th<br>calendar days from listing | +/- % change in closing<br>price, [+/- % change in<br>closing benchmark]- 90th<br>calendar days from listing | +/- % change in closing price,<br>[+/- % change in closing<br>benchmark]- 180th calendar<br>days from listing |
|---------|-------------------------------------------|---------------------------|--------------------|-------------------|----------------------------------------|--------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| 1.      | HDB Financial Services Limited*           | 1,25,000.00               | 740.00             | July 2, 2025      | 835.00                                 | Not Applicable                                                                                               | Not Applicable                                                                                               | Not Applicable                                                                                                |
| 2.      | Kalpataru Limited* <sup>8</sup>           | 15,900.00                 | 414.00             | July 1, 2025      | 414.00                                 | Not Applicable                                                                                               | Not Applicable                                                                                               | Not Applicable                                                                                                |
| 3.      | Ellenbarrie Industrial Gases Limited*     | 8,525.25                  | 400.00             | July 1, 2025      | 486.00                                 | Not Applicable                                                                                               | Not Applicable                                                                                               | Not Applicable                                                                                                |
| 4.      | Arisinfra Solutions Limited*              | 4,995.96                  | 222.00             | June 25, 2025     | 205.00                                 | Not Applicable                                                                                               | Not Applicable                                                                                               | Not Applicable                                                                                                |
| 5.      | Oswal Pumps Limited*                      | 13,873.40                 | 614.00             | June 20, 2025     | 634.00                                 | Not Applicable                                                                                               | Not Applicable                                                                                               | Not Applicable                                                                                                |
| 6.      | Schloss Bangalore Limited*                | 35,000.00                 | 435.00             | June 2, 2025      | 406.00                                 | -6.86% [3.34%]                                                                                               | Not Applicable                                                                                               | Not Applicable                                                                                                |
| 7.      | Ather Energy Limited* <sup>7</sup>        | 29,808.00                 | 321.00             | May 6, 2025       | 328.00                                 | -4.30% [0.99%]                                                                                               | Not Applicable                                                                                               | Not Applicable                                                                                                |
| 8.      | Ajax Engineering Limited* <sup>10</sup>   | 12,688.84                 | 629.00             | February 17, 2025 | 576.00                                 | -2.86% [-0.55%]                                                                                              | 6.78% [8.97%]                                                                                                | Not Applicable                                                                                                |
| 9.      | Ventive Hospitality Limited* <sup>9</sup> | 16,000.00                 | 643.00             | December 30, 2024 | 716.00                                 | 5.51% [-2.91%]                                                                                               | 10.80%[-0.53%]                                                                                               | 7.10% [8.43%]                                                                                                 |
| 10.     | Inventurus Knowledge Solutions Limited*   | 24,979.23                 | 1,329.00           | December 19, 2024 | 1,900.00                               | 40.85% [-3.13%]                                                                                              | 13.77% [-4.67%]                                                                                              | 30.17% [4.15%]                                                                                                |

Source: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

# BSE as Designated Stock Exchange

\* NSE as Designated Stock Exchange

Notes:

- Opening price information as disclosed on the website of the Designated Stock Exchange.
- Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
- 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.
- In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
- 30<sup>th</sup> calendar day has been taken as listing date plus 29 calendar days; 90<sup>th</sup> calendar day has been taken as listing date plus 89 calendar days; 180<sup>th</sup> calendar day has been taken as listing date plus 179 calendar days.
- Restricted to last 10 issues.
- A discount of Rs. 30 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 38 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 30 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 59 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 Limited:

| Financial Year | Total no. of IPOs | Total amount of funds raised (₹ million) | No. of IPOs trading at discount - 30th calendar days from listing |                |               | No. of IPOs trading at premium - 30th calendar days from listing |                |               | No. of IPOs trading at discount - 180th calendar days from listing |                |               | No. of IPOs trading at premium - 180th calendar days from listing |                |               |
|----------------|-------------------|------------------------------------------|-------------------------------------------------------------------|----------------|---------------|------------------------------------------------------------------|----------------|---------------|--------------------------------------------------------------------|----------------|---------------|-------------------------------------------------------------------|----------------|---------------|
|                |                   |                                          | Over 50%                                                          | Between 25-50% | Less than 25% | Over 50%                                                         | Between 25-50% | Less than 25% | Over 50%                                                           | Between 25-50% | Less than 25% | Over 50%                                                          | Between 25-50% | Less than 25% |
| 2025-2026      | 7                 | 2,33,102.61                              | -                                                                 | -              | 2             | -                                                                | -              | -             | -                                                                  | -              | -             | -                                                                 | -              | -             |
| 2024-2025      | 13                | 2,55,434.10                              | -                                                                 | -              | 5             | 5                                                                | 2              | 1             | 1                                                                  | 3              | 1             | 4                                                                 | 1              | 2             |
| 2023-2024      | 24                | 2,88,746.72                              | -                                                                 | -              | 7             | 4                                                                | 5              | 8             | -                                                                  | -              | 5             | 7                                                                 | 5              | 7             |

### III.

#### SBI Capital Markets Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by SBI Capital Markets Limited:

| Sr. No. | Issue Name                                                           | Issue Size<br>(₹ 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.      | Schloss Bangalore Limited <sup>#</sup>                               | 35,000.00                 | 435.00          | June 02, 2025     | 406.00                        | -6.86%<br>[+3.34%]                                                                                 |                                                                                                    |                                                                                                     |
| 2.      | Belrise Industries Limited <sup>#</sup>                              | 21,500.00                 | 90.00           | May 28, 2025      | 100.00                        | +14.08%<br>[+3.22%]                                                                                | -                                                                                                  | -                                                                                                   |
| 3.      | Ajax Engineering Limited <sup>#(3)</sup>                             | 1,269.35                  | 629.00          | February 17, 2025 | 576.00                        | -2.86%<br>[-0.55%]                                                                                 | +6.78%<br>[+8.97%]                                                                                 | -                                                                                                   |
| 4.      | Laxmi Dental Limited <sup>@</sup>                                    | 6980.58                   | 428.00          | January 20, 2025  | 528.00                        | -18.04%<br>[-1.44%]                                                                                | -4.98%<br>[+1.92%]                                                                                 | -                                                                                                   |
| 5.      | Ventive Hospitality Limited <sup>#(1)</sup>                          | 16,000.00                 | 643.00          | December 30, 2024 | 716.00                        | +5.51%<br>[-2.91%]                                                                                 | +10.80%<br>[-0.53%]                                                                                | +7.10%<br>[+8.43%]                                                                                  |
| 6.      | International Gemmological Institute (India) Limited <sup>#(2)</sup> | 42,250.00                 | 417.00          | December 20, 2024 | 510.00                        | +24.24%<br>[-1.63%]                                                                                | -21.39%<br>[-2.88%]                                                                                | -11.45%<br>[+5.37%]                                                                                 |
| 7.      | One Mobikwik Systems Limited <sup>#</sup>                            | 5,720.00                  | 279.00          | December 18, 2024 | 440.00                        | +69.50%<br>[-3.67%]                                                                                | +17.49%<br>[-6.98%]                                                                                | -4.34%<br>[+2.15%]                                                                                  |
| 8.      | Suraksha Diagnostic Limited <sup>@</sup>                             | 8,462.49                  | 441.00          | December 06, 2024 | 437.00                        | -14.32%<br>[-2.81%]                                                                                | -37.11%<br>[-9.54%]                                                                                | -23.90%<br>[-0.95%]                                                                                 |
| 9.      | Afcons Infrastructure Limited <sup>#</sup>                           | 54,300.00                 | 463.00          | November 04, 2024 | 430.05                        | +6.56%<br>[+1.92%]                                                                                 | +2.18%<br>[-2.14%]                                                                                 | -9.29%<br>[+1.46%]                                                                                  |
| 10.     | Godavari Biorefineries Limited <sup>@</sup>                          | 5,547.50                  | 352.00          | October 30, 2024  | 310.55                        | -0.16%<br>[-1.12%]                                                                                 | -35.24%<br>[-5.72%]                                                                                | -49.47%<br>[-0.91%]                                                                                 |

Source: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

Notes:

\* The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.

\*\* The information is as on the date of this document.

\* The information for each of the financial years is based on issues listed during such financial year.

@ The S&P BSE SENSEX index is considered as the Benchmark Index, BSE being the designated stock exchange

# The Nifty 50 index is considered as the Benchmark Index, NSE being the designated stock exchange

1. Price for eligible employee was Rs 613.00 per equity share
2. Price for eligible employee was Rs 378 per equity share
3. Price for eligible employee was Rs 570.00 per equity share

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 SBI Capital Markets Limited:

| Financial Year | Total no. of IPOs | Total amount of funds raised (₹ million) | No. of IPOs trading at discount - 30th calendar days from listing |                |               | No. of IPOs trading at premium - 30th calendar days from listing |                |               | No. of IPOs trading at discount - 180th calendar days from listing |                |               | No. of IPOs trading at premium - 180th calendar days from listing |                |               |
|----------------|-------------------|------------------------------------------|-------------------------------------------------------------------|----------------|---------------|------------------------------------------------------------------|----------------|---------------|--------------------------------------------------------------------|----------------|---------------|-------------------------------------------------------------------|----------------|---------------|
|                |                   |                                          | Over 50%                                                          | Between 25-50% | Less than 25% | Over 50%                                                         | Between 25-50% | Less than 25% | Over 50%                                                           | Between 25-50% | Less than 25% | Over 50%                                                          | Between 25-50% | Less than 25% |
| 2025-26*       | 2                 | 56,500.00                                | -                                                                 | -              | 1             | -                                                                | -              | 1             | -                                                                  | -              | -             | -                                                                 | -              | -             |
| 2024-25        | 16                | 4,00,550.30                              | -                                                                 | -              | 6             | 6                                                                | 3              | 1             | -                                                                  | 1              | 5             | 5                                                                 | 1              | 2             |
| 2023-24        | 12                | 1,32,353.46                              | -                                                                 | -              | 6             | 2                                                                | 3              | 1             | -                                                                  | -              | 3             | 5                                                                 | 2              | 2             |

\* The information is as on the date of this Offer Document.

# Date of Listing for the issue is used to determine which financial year that particular issue falls into

### Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the BRLMs, as specified in the SEBI circular dated January 10, 2012, bearing reference number CIR/MIRSD/1/2012, see the websites of the BRLMs, as provided in the table below.

| S. No. | Name of the Book Running Lead Manager | Website                                                          |
|--------|---------------------------------------|------------------------------------------------------------------|
| 1.     | Axis Capital Limited                  | <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a> |
| 2.     | JM Financial Limited                  | <a href="http://www.jmfl.com">www.jmfl.com</a>                   |
| 3.     | SBI Capital Markets Limited           | <a href="http://www.sbicaps.com">www.sbicaps.com</a>             |

### Stock Market Data of Equity Shares

This being the 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 Bidders to approach the Registrar to the Offer for redressal of their grievances.

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 Bidders shall be compensated by the SCSBs in accordance with the 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 SCSBs and the Book Running Lead Managers shall compensate the Bidders at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay, in terms of the SEBI ICDR Master Circular. Further, in terms of 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.

All Offer-related grievances, other than for Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the 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 through the UPI Mechanism), date of Bid cum Application Form and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

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 terms of the SEBI ICDR Master Circular, 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.

The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, 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 | 1. Instantly revoke the blocked funds other than the original application amount; and<br>2. ₹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                                     | 1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and<br>2. ₹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, each of the Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of SEBI ICDR Regulations.

For helpline details of the Book Running Lead Managers pursuant to the SEBI ICDR Master Circular, see “*General Information – Book Running Lead Managers*” on page 76.

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 of this Draft Red Herring Prospectus, obtain authentication on the SCORES in terms of the SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 read with SEBI circular bearing reference number SEBI/HO/OIAE/IGRD/CIR/P/2023/183 dated December 1, 2023, 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 SCSB in case of ASBA Bidders or the relevant Designates Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/ unblocking of funds, investor complaints shall be resolved on 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, has authorized the Company Secretary and the Compliance Officer of our Company and the Registrar to the Offer to redress investor grievances, if any, in relation to the statements specifically made by each Selling Shareholder in relation to itself and its respective portion of the Offered Shares, provided that in any such

case requiring a written response in respect of any investor grievance, the prior written approval (which includes any approval obtained over e-mail) of the relevant Selling Shareholder on such response shall be obtained by the Company and the Registrar.

Our Company has not received any investor grievances in the last three Financial Years prior to the filing of this Draft Red Herring Prospectus, hence no investor complain in relation to our Company is pending as on the date of filing of the Draft Red Herring Prospectus.

Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. Our Company has also appointed Manju Pathak Khulbe, as our Company Secretary and Compliance Officer. For details, see “*General Information – Company Secretary and Compliance Officer*” on page 75. For further details, see “*General Information*” on page 75.

Our Company has constituted a Stakeholders Relationship Committee comprising Yogesh Kapur, Neeraj Kumar Jindal and Piyush Jindal as members. For details, see “*Our Management – Committees of our Board - Stakeholders Relationship Committee*” on page 285.

### **Exemption from complying with any provisions of SEBI ICDR Regulations**

Our Company has not applied for or received any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

### **Other confirmations**

No person connected with the Offer 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.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) and the Company, Promoters, Promoter Group, Group Company, Key Managerial Personnel and Directors.

There is no conflict of interest between the lessor of immovable properties and the Company, Promoters, Promoter Group, Group Company, Key Managerial Personnel and Directors.

## SECTION IX: OFFER INFORMATION

### TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital, Offer for Sale and listing and trading of securities, issued from time to time, by SEBI, the GoI, 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 GoI, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

#### The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. For details in relation to the sharing of Offer expenses amongst our Company and the Selling Shareholders, see “*Objects of the Offer*” on page 102.

#### Ranking of the Equity Shares

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares being offered and Allotted/ transferred in the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, MoA and AoA and shall rank *pari passu* with the existing Equity Shares in all respects including voting, right to receive dividends and other corporate benefits. For further details, see “*Description of Equity Shares and Terms of Articles of Association*” on page 517.

#### Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association, dividend distribution policy of our Company, and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted or transferred 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 Articles of Association*” on pages 299 and 517, respectively.

#### Face Value, Offer Price and Price Band

The face value of each Equity Share 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 Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and published and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of Delhi, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date, along 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 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 Book Running Lead Managers, after the Bid/Offer Closing Date.

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

#### Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claims 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 of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see “*Description of Equity Shares and Terms of Articles of Association*” on page 517.

## **Allotment 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, 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 March 12, 2025 amongst our Company, NSDL and Registrar to the Offer; and
- Tripartite agreement effective as of March 12, 2025 amongst our Company, CDSL and Registrar to the Offer.

For details in relation to the Basis of Allotment, see “*Offer Procedure*” on page 494.

## **Market Lot and Trading Lot**

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details, see “*Offer Procedure*” on page 494.

## **Joint Holders**

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

## **Jurisdiction**

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in New Delhi, Delhi, India.

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and 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 in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in ‘offshore transactions’ in reliance on Regulation S and the applicable laws of the jurisdiction where those offers and sales are made.**



The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### Period of operation of subscription list

See “– Bid/ Offer Programme” on page 485.

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, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest 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 and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

### Bid/ Offer programme

|                            |           |
|----------------------------|-----------|
| <b>BID/OFFER OPENS ON</b>  | [●](1)    |
| <b>BID/OFFER CLOSES ON</b> | [●](2)(3) |

<sup>(1)</sup> 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.

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

<sup>(3)</sup> 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 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 Bidder 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. RIBs 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 (3 in 1 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, any of the Selling Shareholders or the BRLMs.**

**Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.**

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 from the Bid/Offer Closing Date or such other time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/ Offer Period by our Company, in consultation with the BRLMs, revision of the Price Band by our Company in consultation with the BRLMs, or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

**The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date 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 the confirmation to the BRLMs and the Registrar to the Offer on a daily basis in accordance with the SEBI RTA Master Circular and SEBI ICDR Master Circular.**

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 from the Bid/Offer Closing Date or such other time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/ Offer Period by our Company, in consultation with the BRLMs, revision of the Price Band by our Company, in consultation with the BRLMs, or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date 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 the confirmation to the BRLMs and the Registrar to the Offer on a daily basis in accordance with the SEBI RTA Master Circular and SEBI ICDR Master Circular. SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

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 such period 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. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

**Submission of Bids (other than Bids from Anchor Investors):**

| <b>Bid/ Offer Period (except the Bid/ Offer Closing Date)</b>                                                                                                                               |                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| Submission and revision in Bids                                                                                                                                                             | Only between 10.00 a.m. and 5.00 p.m. IST                                  |
| <b>Bid/ Offer Closing Date*</b>                                                                                                                                                             |                                                                            |
| Submission of electronic applications (Online ASBA through 3-in-1 accounts) - For Retail Individual Bidders                                                                                 | Only between 10.00 a.m. and up to 5.00 p.m. IST                            |
| Submission of electronic applications (Bank ASBA through Online channels like internet banking, mobile banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million) | Only between 10.00 a.m. and up to 4.00 p.m. IST                            |
| 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 ₹0.50 million)                                                         | Only between 10.00 a.m. and up to 12.00 p.m. IST                           |
| <b>Modification/ revision/cancellation of Bids</b>                                                                                                                                          |                                                                            |
| 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                                                                                                                         | Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date |

\* UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date, i.e. [●].

# 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 NIBs, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIB and Eligible Employees Bidding in the Employee Reservation Portion.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case 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 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days during the Bid/ Offer Period. 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 and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/ Offer Period till 5:00 pm on the Bid/ Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. In 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. The Floor Price shall not be less than the face value of the Equity Shares.

**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 unforeseen circumstances, our Company, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Days, subject to the Bid/ Offer Period not**

**exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the 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-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**

The requirement of minimum subscription is not applicable to the Offer for Sale in accordance with the SEBI ICDR Regulations. In the event our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue, on the Bid/ Offer Closing Date; or (ii) minimum subscription in the Offer as specified under Rule 19(2)(b) of the 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 issued or offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular, T+3 Notification. If there is a delay beyond two days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum.

However, in the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the balance valid Bids (if there remain any valid Bids in the Offer) will be (i) first made towards the sale of the Offered Shares by the Investor Selling Shareholders (in proportion to the Offered Shares being offered by each Investor Selling Shareholder); (ii) then towards the remaining Offered Shares offered by the Promoter Selling Shareholders and Other Selling Shareholders (in proportion to the Offered Shares being offered by each Promoter Selling Shareholder and Other Selling Shareholder, respectively); and (iii) followed by allocation towards the balance part of the Fresh Issue.

Under subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company in consultation with the Book Running Lead Managers and subject to applicable law, and the Designated Stock Exchange. 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.

### **Arrangements for disposal of odd lots**

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

### **New Financial Instruments**

Our Company is not issuing any new financial instruments through this Offer.

### **Withdrawal of the Offer**

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Offer and for each of the Selling Shareholders, reserve the right not to proceed with, the Offer for Sale, in whole or in part thereof, to the extent of its respective portion of the Offered Shares, after the Bid/ Offer Opening Date but before 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 promptly on which the Equity Shares are proposed to be listed. The Book Running Lead Managers, 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. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly. If our Company, in consultation with the Book Running Lead Managers withdraw the Offer after the Bid/ Offer Closing Date and thereafter determine that our Company will proceed with a public

issue 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 (i) the filing of the Prospectus with the RoC; and (ii) obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

**Restrictions, if any on transfer and transmission of Equity Shares**

Except for the lock-in of the pre-Offer Equity Share 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*" on page 83, and except as provided in our Articles of Association as detailed in "*Description of Equity Shares and Terms of Articles of Association*" on page 517, there are no restrictions on transfer and transmission 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.

## OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹1 each for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹[●] million comprising of a Fresh Issue of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹ 4,500 million by our Company and an Offer for Sale of an aggregate of up to 35,734,818 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by the Selling Shareholders. For details, see “*The Offer*” on page 67.

The Offer includes a reservation of up to [●] Equity Shares of face value ₹1 each aggregating to ₹[●] million for subscription by Eligible Employees. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. The Offer less the Employee Reservation Portion is the Net Offer.

The Offer comprises a Net Offer of up to [●] Equity Shares of face value ₹1 each.

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 Regulation 6(1) and Regulation 31 of the SEBI ICDR Regulations.

| Particulars                                                       | Eligible Employees <sup>#</sup>                                                                                       | QIBs <sup>(1)</sup>                                                                                                                                                                                                                                                                                                                                                                                                                 | NIBs                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | RIBs                                                                                                                                    |
|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| Number of Equity Shares available for Allotment or allocation*(2) | Up to [●] Equity Shares                                                                                               | Not more than [●] equity shares of face value of ₹1 each                                                                                                                                                                                                                                                                                                                                                                            | 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 or allocation    | The Employee Reservation Portion constitutes up to [●]% of the post-Offer paid-up equity share capital of our Company | Not more than 50% of the Net Offer shall be available for allocation to QIBs. However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to the other QIBs. | Not less than 15% of the Net Offer, or the Offer less allocation to QIB Bidders and RIBs shall be available for allocation, subject to the following:<br><br>(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 ₹1,000,000; and<br><br>(ii) two-third of the portion available to NIBs shall be reserved for applicants with application size of more than ₹1,000,000<br><br>provided that the unsubscribed portion in either of the subcategories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders. | Not less than 35% of the Net Offer or Offer less allocation to QIBs and NIBs will be available for allocation.                          |

| Particulars                                                  | Eligible Employees <sup>#</sup>                                                                                                                                                                                                                                                                                                                                                                   | QIBs <sup>(1)</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | NIBs                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | RIBs                                                                                                                                                                                                                                                                           |
|--------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Basis of Allotment if respective category is oversubscribed* | Proportionate; <sup>#</sup> unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.20 million. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹0.20 million up to ₹0.50 million | Proportionate as follows (excluding the Anchor Investor Portion):<br>a) Up to [●] Equity Shares of face value of ₹1 each shall be available for allocation on a proportionate basis to Mutual Funds only; and<br>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<br>c) 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 one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price. | The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following:<br>a) one third of the portion available to NIBs being [●] Equity Shares are reserved for Bidders Biddings more than ₹200,000 and up to ₹1,000,000; and<br>b) two third of the portion available to NIBs being [●] Equity Shares are reserved for Bidders Bidding more than ₹1,000,000.<br>Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other category.<br>The allotment to each Non- Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis 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 494. | 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 details, see “Offer Procedure” on page 494. |
| Mode of Bid <sup>^</sup>                                     | Through ASBA process only (excluding the UPI Mechanism) (except in case of Anchor Investors) <sup>(3)</sup>                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                |
| Minimum Bid                                                  | [●] Equity Shares                                                                                                                                                                                                                                                                                                                                                                                 | Such number of Equity Shares of face value of ₹1 each that the Bid Amount exceeds ₹0.20 million and in multiples of [●] Equity Shares of face value of ₹1 each thereafter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Such number of Equity Shares of face value of ₹1 each that the Bid Amount exceeds ₹0.20 million and in multiples of [●] Equity Shares of face value of ₹1 each thereafter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | [●] Equity Shares                                                                                                                                                                                                                                                              |
| Maximum Bid                                                  | Such number of Equity Shares of face value of ₹1 each and in multiple of [●] Equity Shares, so that the maximum Bid of ₹1 each Amount by each Eligible Employee in the Employee                                                                                                                                                                                                                   | Such number of Equity Shares of face value of ₹1 each and in multiple of [●] Equity Shares of face value of ₹1 each not exceeding the size of the Net Offer (excluding the                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Such number of Equity Shares of face value of ₹1 each and in multiples of [●] Equity Shares of face value of ₹1 each not exceeding the size of the Net Offer (excluding QIB                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Such number of Equity Shares of face value of ₹1 each and in multiples of [●] Equity Shares of face value of ₹1 each so that the Bid Amount does not exceed ₹0.20 million                                                                                                      |

| Particulars                  | Eligible Employees <sup>#</sup>                                                                                                                                                                                                                                                                                                                                                                                                                    | QIBs <sup>(1)</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | NIBs                                                                                                                                                                                                                                                | RIBs                                                                       |
|------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|
|                              | Reservation Portion does not exceed ₹0.50 million                                                                                                                                                                                                                                                                                                                                                                                                  | Anchor Investor Portion), subject to applicable limits                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | portion), subject to applicable limits                                                                                                                                                                                                              |                                                                            |
| Mode of Allotment            | Compulsory in dematerialized form                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                     |                                                                            |
| Bid Lot                      | [●] Equity Shares of face value of ₹1 each and in multiples of [●] Equity Shares of face value of ₹1 each thereafter                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                     |                                                                            |
| Allotment Lot                | A minimum of [●] Equity Shares of face value of ₹1 each and thereafter in multiples of one Equity Share of face value of ₹1 each for QIBs and RIBs. The Allotment to NIBs shall not be less than the minimum non-institutional application size (i.e., ₹0.20 million)                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                     |                                                                            |
| Trading Lot                  | One Equity Share                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                     |                                                                            |
| Who can apply <sup>(4)</sup> | Eligible Employees                                                                                                                                                                                                                                                                                                                                                                                                                                 | 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, 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 section 3(1) 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. | Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies and trusts, and FPIs who are individuals, corporate bodies and family offices and registered with SEBI | Resident Indian individuals, Eligible NRIs and HUFs (in the name of karta) |
| Terms of Payment             | <b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(5)</sup><br><b>In case of all other Bidders:</b> Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors), that is specified in the ASBA Form at the time of submission of the ASBA Form |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                     |                                                                            |

Assuming full subscription in the Offer

<sup>#</sup> Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹0.50 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹0.20 million. 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 ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

<sup>(1)</sup> Our Company in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by our Company in consultation with the Book Running Lead Managers.



- (2) Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the 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.
- (3) Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide its SEBI ICDR Master Circular has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NIB 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.
- (4) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories. Further, a Bidder bidding in the Employee Reservation Portion may also Bid under the Net Offer and such Bids shall not be treated as multiple Bids. To clarify, an Eligible Employee Bidding in the Employee Reservation Portion above ₹[●] shall not be allowed to Bid in the Net Offer as such Bids shall be treated as multiple Bids.
- (5) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN

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, at the time of making a Bid.

Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer. Allotment to an Eligible Employee in the Employee Reservation Portion may not exceed ₹ 0.20 million in value. Only in the event of an under-subscription in the Employee Reservation Portion, post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million in value. Subsequent under-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer.

Bidders will be required to confirm and will be deemed to have represented to our Company, each of the Selling Shareholders, the Underwriters, their respective directors, affiliates, agents, partners, trustees, associates, officers and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Bids by FPIs with certain structures as described under “Offer Procedure - Bids by Foreign Portfolio Investors (“FPIs”)” on page 502 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

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 proportionately from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see “Terms of the Offer” on page 483.

**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 accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism. 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 Bidders 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, 2013 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.

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, had introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective until June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by UPI Bidders through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 had extended the timeline for implementation of UPI Phase II until further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, SEBI vide the SEBI RTA Master Circular, consolidated and rescinded the aforementioned circulars to the extent relevant for RTAs. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and SEBI master circular with circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023 applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of Bidders (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021 (to the extent not rescinded by the SEBI ICDR Master Circular and SEBI RTA Master Circular), and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and BRLMs 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. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, as amended, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. 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 this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.*

*Our Company, each of the Selling Shareholders and the BRLMs 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, each of 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 one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, 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 ₹200,000 and up to ₹1,000,000; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional 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.

Furthermore, up to [●] Equity Shares of face value ₹1 each, aggregating up to ₹[●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges. However, Allotees may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

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 ₹0.20 million, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

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.

## **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to

mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase had become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 had extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**T+3 Notification**”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Offer will be made under UPI Phase III of the UPI Circular (on mandatory basis). The Offer will be advertised in all editions of [●], a widely circulated English national daily newspaper and in all editions of [●], a widely circulated Hindi national daily newspaper (Hindi also being the regional language of Delhi, where our Registered and Corporate Office is located), each with wide circulation on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint SCSBs as the Sponsor Bank(s) 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.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the UPI Circulars, 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 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 finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.

Pursuant to 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 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 Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the

payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

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 and Corporate Office. Electronic copies of the Bid cum Application Forms will also be available for download on the websites of NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://www.bseindia.com)) at least one day prior to the Bid/ Offer Opening Date. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI. 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. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected.

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, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders).

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For all IPOs opening on or after September 1, 2022, as was specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (rescinded and replaced by the SEBI ICDR Master Circular), all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors, i.e. RIB, QIB, NIB and other reserved categories and also for all modes through which the applications are processed. Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- (i) RIBs and NIBs (other than NIBs 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.
- (ii) UPI Bidders 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.
- (iii) QIBs and NIBs (not using the UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.
- (iv) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked including details as prescribed in the SEBI ICDR Master Circular.

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 <sup>(1)</sup>                               | [●]                                 |
| Non-Residents including Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis <sup>(1)</sup> | [●]                                 |
| Anchor Investors <sup>(2)</sup>                                                                                                                           | [●]                                 |
| Eligible Employees Bidding in the Employee Reservation Portion <sup>(3)</sup>                                                                             | [●]                                 |

\* Excluding electronic Bid cum Application Forms

Notes:

<sup>(1)</sup> Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the website of NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://www.bseindia.com))

<sup>(2)</sup> Bid cum Application Forms for Anchor Investors shall be available at the office of the BRLMs

<sup>(3)</sup> Bid cum Application forms for Eligible Employees shall be available at the Registered and Corporate Office of the Company.

In case of ASBA forms (except ASBA forms submitted by UPI Bidders), the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. 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, the Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The 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 UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration 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 in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the Bankers to the Offer) 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 Book Running Lead Managers for analysing the same and fixing liability.

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 Book Running Lead Managers in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, core banking solution data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in the SEBI ICDR Master Circular. For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm IST on the Bid/Offer Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders 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) 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 the UPI Bidders may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular and SEBI ICDR Master Circular, in a format prescribed by SEBI or applicable law.

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and 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 in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in ‘offshore transactions’ in reliance on Regulation S and the applicable laws of the jurisdiction where those offers and sales are made.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**Participation by the Promoters and Promoter Group of the Company, the BRLMs and the Syndicate Members and persons related to Promoter/Promoter Group/the BRLMs**

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the 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.

Neither (i) 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 fund sponsored by entities which are associate of the BRLMs nor; (ii) any person related to the Promoter or Promoter Group shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoter or Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoter or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of 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.

Each of the Selling Shareholders, except to the extent of its respective portion of the Offered Shares, and the other members of the Promoter Group will not participate in the Offer. Further, persons related to our Promoter and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

**Bids by Mutual Funds**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged 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 exchange traded fund

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 Non-Resident Indians (“NRIs”)**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

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. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form. In accordance with FEMA Non-debt Instruments Rules, 2019, 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 share 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 or such other limit as may be stipulated by RBI in each case, from time to time. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

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).

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts. For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 515.

For details of investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 515. Participation of Eligible NRIs shall be subject to the FEMA Non-debt Instruments Rules.

### **Bids by Hindu Undivided Families (“HUFs”)**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the *Karta*. The Bidder 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: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Bids by HUFs will be considered at par with Bids from individuals.

### **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 Book Running Lead Managers.
- 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) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds subject to valid Bids being received from domestic Mutual Funds at or above Anchor Investor Allocation Price.



- 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 Book Running Lead Managers 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 more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.
- 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 Book Running Lead Managers 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) 50% of the Equity Shares Allotted to Anchor Investors in 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 Anchor Investors will be locked in for a period of 30 days from the date of Allotment.
- 10) Neither the Book Running Lead Managers or any associate of the Book Running Lead Managers (other than Mutual Funds sponsored by entities which are associates of the BRLMs or AIFs sponsored by entities which are associates of the BRLMs or FPIs (other than individuals, corporate bodies and family offices) which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs) shall apply in the Offer under the Anchor Investors Portion. For details, see “*Offer Procedure – Participation by the Promoters and Promoter Group of the Company, the BRLMs and the Syndicate Members and persons related to Promoter/Promoter Group/the BRLMs*” on page 499. Further, no person related to the Promoters or Promoter Group shall 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. 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.**

#### **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 ₹ 0.50 million. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million. Allotment in the Employee Reservation Portion will be as detailed in the section “*Offer Structure*” on page 490.

However, Allotments to Eligible Employees in excess of ₹0.20 million 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 ₹0.50 million. Subsequent under-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. For the method of proportionate basis of Allotment, see “*Offer Procedure*” on page 494

Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

- (a) Made only in the prescribed Bid cum Application Form or Revision Form (i.e. [●] colour form).
- (b) Only Eligible Employees (as defined in this Draft Red Herring Prospectus) would be eligible to apply in this Offer under the Employee Reservation Portion.
- (c) 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.
- (d) Only those Bids, which are received at or above the Offer Price, would be considered for allotment under this category.
- (e) Bids by Eligible Employees may be made at Cut-off Price.
- (f) In case of joint bids, the Sole Bidder or the First Bidder shall be an Eligible Employee.
- (g) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.
- (h) Eligible Employees bidding in the Employee Reservation Portion may Bid either through the UPI mechanism or ASBA (including syndicate ASBA) as per the SEBI ICDR Master Circular.
- (i) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form.
- (j) 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 ₹0.50 million.
- (k) Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism.

#### **Bids by Foreign Portfolio Investors (“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.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018 (Circular No.: IMD/FPIC/CIR/P/2018/114), 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 the 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 funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the Book Running Lead Managers in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form

### **Bids by Securities and Exchange Board of India (“SEBI”) registered Venture Capital Funds (“VCFs”), Alternate Investment Funds (“AIFs”) and Foreign Capital Investors (“FVCIs”)**

The SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs. The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. While the SEBI VCF Regulations have since been repealed, the funds registered as VCFs under the SEBI VCF Regulations 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. The holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF of FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs. Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorised under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs.

All non-resident Bidders 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 or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA NDI Rules.

### **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, subject to applicable law.

### **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 reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law. 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.

The investment limit for banking companies in non-financial services companies as per the as per the Banking Regulation Act, 1949 (“**Banking Regulation Act**”) and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank’s own paid-up share capital and reserves, whichever is lower. Further, the aggregate

investment by a banking company in subsidiaries and other entities engaged in financial 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; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. Further no bank shall 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 does not apply to the cases mentioned in (i) and (ii) above.

The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves. Bids by banking companies should not exceed the investment limits prescribed for them under the applicable laws.

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 applicable law, including the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013, respectively. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **Bids by 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, reserves 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, 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 (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024, 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 with minimum corpus of ₹250 million 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, subject to applicable laws, 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 reserves 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 NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the 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.

**In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer.**

**The above information is given for the benefit of the Bidders. Our Company, each of the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus and the Prospectus, when filed.**

### **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**

Please note that QIBs and NIBs are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. 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.

#### ***Do's:***

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account number (i.e. bank account number or UPI ID, as applicable) and PAN in the Bid cum Application Form if you are not an UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in the list available on the

website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43](http://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;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
8. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
9. 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;
10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the First Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders Bidding using the UPI Mechanism);
11. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgement specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary, if applicable;
12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
13. 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;
14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
15. 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;
16. RIBs not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
17. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), 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 through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
18. 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 Bidders 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 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 Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for Bidders residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the

exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

19. Ensure that the Demographic Details are updated, true and correct in all respects;
20. 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;
21. 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;
22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
23. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
24. Since the Allotment will be in dematerialised 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;
25. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI;
26. UPI Bidders who wish to Bid using the UPI Mechanism, 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;
27. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;
28. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid/ Offer Closing Date;
29. 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;
30. 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, a 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 Bank(s) to block the Bid Amount mentioned in the Bid Cum Application Form; and
31. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders bidding using the UPI Mechanism) 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](http://www.sebi.gov.in)).
32. The ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the list available on



the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43](http://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, 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 NIBs);
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 Forms per ASBA Account;
9. If you are a UPI Bidder and are using UPI Mechanism, do not submit more than one ASBA 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 ASBA 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 in excess of what is specified for each category;
21. If you are a QIB, do not submit your Bid after 3 p.m. 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 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 NIB. 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 and are using UPI Mechanism, 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 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 using the UPI Mechanism;
27. Do not submit a Bid cum Application Form with a third-party UPI ID or using a third-party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism);
28. Do not submit the Bid cum Application Forms to any non-SCSB bank;
29. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned in the list provided on the SEBI website is liable to be rejected;
30. Do not Bid if you are an OCB; and
31. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any Bids above ₹0.50 million;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/ dematerialised credit/refund orders/unblocking etc., Bidders can reach out to our Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see “*General Information*” on page 75.

For helpline details of the BRLMs pursuant to the SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see “*General Information - Book Running Lead Managers*” on page 76.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

(i) 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 Bidder 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.

**Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchanges, along with the 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 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. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, NIBs 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 RIB shall not be less than the minimum Bid Lot, subject to the availability of shares in RIB Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment of Equity Shares to each NIB shall not be less than minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in the SEBI ICDR Regulations.

#### **Payment into Escrow Account(s) for Anchor Investors**

Our Company in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

- (a) In case of resident Anchor Investors: “[●]”
- (b) In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement amongst our Company, the Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

#### **Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC and at least two Working Days prior to the Bid/Offer Opening Date, publish a pre- Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of Delhi, where our Registered and Corporate Office is located), each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date, Floor Price, Price Band, and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule 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 to the Offer shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of Delhi, where our Registered and Corporate Office is located), each with wide circulation.

**The above information is given for the benefit of the Bidders/applicants. Our Company, each of the Selling Shareholders and the members of the Syndicate 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 the RoC Filing**

- (a) Our Company, each of the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement (a) prior to filing the Red Herring Prospectus with the RoC, or (b) on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus with the RoC, as applicable, in accordance with the nature of underwriting which is determined in accordance with Regulation 40 (3) of SEBI ICDR Regulations.
- (b) After signing the Underwriting Agreement and finalisation of the Offer Price, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

### **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*” on page 483.

### **Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- (a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹1 million or 1% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

### **Undertakings by our Company**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders (including ASBA Form and Anchor Investor Application Form from Anchor Investors, as the context requires);
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI under applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds/unblocking (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- except for (a) the Fresh Issue, and the (b) the Pre-IPO Placement, if any, no further issue of securities shall be made by our Company until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.;
- our Company, in consultation with the BRLMs, reserve the right not to proceed with the Offer, in whole or in part thereof, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed;
- if our Company, in consultation with the BRLMs withdraw the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI;
- that there are no other agreements, arrangements and clauses or covenants which are material and which needs to be disclosed or the non disclosure of which may have bearing on the investment decision, other than the ones which have already been disclosed in this DRHP; and
- that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received;

#### **Undertakings by the Selling Shareholders**

Each Selling Shareholder severally and not jointly, in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares specifically undertakes that:

- its respective portion of the Offered Shares has been held by it in accordance with Regulation 8 of the SEBI ICDR Regulations;
- it is the legal and beneficial owner of its respective Offered Shares;
- its respective Offered Shares are free and clear of any encumbrances; and
- Only the statements and undertakings provided above, in relation to each of the Selling Shareholders and its respective portion of the Offered Shares, are statements which are specifically confirmed or undertaken, severally and not jointly, by each Selling Shareholder in relation to itself and its respective portion of the Offered Shares. No other statement in this Draft Red Herring Prospectus will be deemed to be “made or confirmed” by a Selling Shareholder, even if such statement relates to such Selling Shareholder.

### **Utilisation of Offer Proceeds**

Our Board of Directors certifies and declares that:

- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section 3 of Section 40 of the Companies Act;
- details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains un-utilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and details of all un-utilised monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such un-utilised monies have been invested.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the GoI and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991 unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“**FDI**”) through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy, which, with effect from October 15, 2020 consolidated and superseded all previous press notes, press releases, circulars and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The FDI Policy will be valid until the DPIIT issues an updated circular. Currently, foreign direct investment in the manufacturing sector is up to 100% under the automatic route.

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 the SEBI/ RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Non-debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the GoI 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.

As per the FEMA Non-debt Instruments Rules and FDI Policy read with Press Note, 100% foreign direct investment is permitted under the automatic route in our Company, however, 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.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure – Bids by Eligible NRIs*” and “*Offer Procedure – Bids by Foreign Portfolio Investors (“FPIs”)*” on page 502. As per the existing policy of the Government of India, OCBs cannot participate in the Offer.

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and 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 in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in ‘offshore transactions’ in reliance on Regulation S and the applicable laws of the jurisdiction where those offers and sales are made.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the Bidders. Our Company, the 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 have the meaning that has been given to such terms in the Articles of Association of our Company. The main provisions of the Articles of Association of our Company are detailed below. No material clause of the Articles of Association having bearing on the Offer or the disclosures required in this Draft Red Herring Prospectus has been omitted.

The Articles of Association of the Company include two parts, Part A and Part B, which parts shall, unless the context otherwise requires, coexist with each other until the date of commencement of listing of the equity shares of the Company (“**Equity Shares**”) in connection with the initial public offering (the “**IPO**”) on the recognized stock exchange(s) in India (such date being the “**Event**”). 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 special provisions of Part B.

In case of any inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall prevail over Part A and be applicable until the Event. All articles of Part B shall automatically terminate and cease to have any force and effect from the Event and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

### PART A OF THE ARTICLES OF ASSOCIATION

#### PRELIMINARY

##### TABLE ‘F’ PROVISIONS

1. The regulations contained in the Table marked ‘F’ in Schedule I to the Companies Act, 2013 as amended from time to time, shall apply to this Company in so far as they are applicable to a public company and save in so far as they are expressly or impliedly excluded or modified by the following Articles.
2. The regulations for the management of the Company and for the observance by the Members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to addition, alteration, substitution, modification, repeal and variation thereto by approval of Shareholders as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

#### DEFINITIONS AND INTERPRETATION

3. In the interpretation of these Articles, the following words and expressions, unless repugnant to the subject or context, shall mean the following:

“**Act**” means the Companies Act, 2013 and the rules enacted and any statutory modification or reenactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable. Reference to Act shall also include the Secretarial Standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act;

“**Annual General Meeting**” means the annual general meeting of the Company convened and held in accordance with the Act;

“**Articles of Association**” or “**Articles**” mean these articles of association of the Company, as may be altered from time to time in accordance with the Act;

“**Board**” or “**Board of Directors**” means the board of directors of the Company, as constituted at applicable times, in accordance with law and the provisions of these Articles;

“**Board Meeting**” shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

“**Company**” means Safex Chemicals (India) Limited, a company incorporated under the laws of India;

“**Committee**” means committee of Board constituted in accordance with the Act;

“**Depository**” means a depository, as defined in clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of

registration under sub-section (1A) of section 12 of the Securities and Exchange Board of India Act, 1992;

“*Director*” shall mean any director of the Company, including alternate directors, additional directors, Independent Directors and nominee directors appointed in accordance with law and the provisions of these Articles;

“*Equity Share Capital*” shall mean the total issued and paid-up equity share capital of the Company;

“*Equity Shares*” or “*Shares*” shall mean the issued, subscribed and fully paid-up equity shares of the Company having a face value of such amount as prescribed under the Memorandum of Association;

“*Extraordinary General Meeting*” means an extraordinary general meeting of the Company convened and held in accordance with the Act;

“*General Meeting*” means any duly convened meeting of the Shareholders of the Company and any adjournments thereof;

“*Independent Director*” shall mean an independent director as defined under the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

“*Listing Regulations*” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

“*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;

“*Memorandum*” or “*Memorandum of Association*” means the memorandum of association of the Company, as may be altered from time to time;

“*Office*” means the registered office, for the time being, of the Company;

“*Officer*” shall have the meaning assigned thereto by the Act;

“*Ordinary Resolution*” shall have the meaning assigned thereto by the Act;

“*Register of Members*” means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to section 11 of the Depositories Act, 1996, in case of shares held in a Depository;

“*Special Resolution*” shall have the meaning assigned thereto by the Act;

“*Stock Exchanges*” means the National Stock Exchange of India Limited, the BSE Limited or such other recognized stock exchange in India or outside of India; and

**4.** Except where the context requires otherwise, these Articles will be interpreted as follows:

- (a) headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles;
- (b) where a word or phrase is defined, other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;
- (c) words importing the singular shall include the plural and vice versa;
- (d) all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neutral genders;
- (e) the expressions “hereof”, “herein” and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in which the relevant expression appears;
- (f) any reference to *a person* includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political subdivision thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in these Articles shall, where the context

permits, include such person's executors, administrators, heirs, legal representatives and permitted successors and assigns;

- (g) a reference to any document (including these Articles) is to that document as amended, consolidated, supplemented, novated or replaced from time to time;
- (h) references made to any provision of the Act or the Rules shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs, Government of India;
- (i) the applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act, 2013 have been notified;
- (j) a reference to a statute or statutory provision includes, to the extent applicable at any relevant time;
- (k) that statute or statutory provision as from time to time consolidated, modified, reenacted or replaced by any other statute or statutory provision; and
- (l) any subordinate legislation or regulation made under the relevant statute or statutory provision;
- (m) references to writing include any mode of reproducing words in a legible and non-transitory form;
- (n) references to *Rupees, Rs., Re, INR, ₹* are references to the lawful currency of India; and save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context bear the same meaning in these Articles;
- (o) save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context bear the same meaning in these Articles.

## **SHARE CAPITAL AND VARIATION OF RIGHTS**

### **5. AUTHORISED SHARE CAPITAL**

The authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as may from time to time be provided in Clause V of the Memorandum of Association, with power to the Company to increase or reduce such capital and/or the nominal value of the shares forming part thereof from time to time and power to divide share capital into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with these Articles, subject to the provisions of applicable law for the time being in force.

### **6. NEW CAPITAL PART OF THE EXISTING CAPITAL**

Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

### **7. KINDS OF SHARE CAPITAL**

The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:

- (a) Equity share capital:
  - (i) with voting rights; and/or
  - (ii) with differential rights as to dividend, voting or otherwise in accordance with the Act.
- (b) Preference share capital.

The Board shall also be entitled to issue, from time to time, subject to any other legislation for the time being in force,

any other securities, including securities convertible into shares, exchangeable into shares, or carrying a warrant, with or without any attached securities, carrying such terms as to coupon, returns, repayment, servicing, as may be decided by the terms of such issue.

## **8. SHARES AT THE DISPOSAL OF THE BOARD OF DIRECTORS**

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such persons or employees under any employee stock options scheme passed by a Special Resolution, in such proportion and on such terms and conditions and either at a premium or at par or at a discount 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 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 of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

## **9. CONSIDERATION FOR ALLOTMENT**

The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares.

## **10. SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CAPITAL**

Subject to the provisions of section 61 of the Act and these Articles, the Company may:

- (a) increase the authorised share capital by such sum to be divided into shares of such amount as it thinks expedient;
- (b) divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;
- (c) cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;
- (d) consolidate and divide all or any of its share capital into shares of larger or smaller amount than its existing shares, provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act;
- (e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; and
- (f) The cancellation of shares under point (c) above shall not be deemed to be a reduction of the authorised share capital.

## **11. FURTHER ISSUE OF SHARES**

- (1) Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

(A)

- (i) to the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;
- (ii) The offer aforesaid shall be made by notice specifying the number of shares offered and

limiting a time not being less than fifteen (15) days (or such lesser number of days as may be prescribed under the Act or the rules made thereunder, or other applicable law) and not exceeding thirty (30) days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three (3) days before the opening of the issue or such other time as may be prescribed under applicable Law;

- (iii) 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 (ii) shall contain a statement of this right;
  - (iv) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members 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 rules and such other conditions, as may be prescribed under applicable law; or
- (C) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, subject to compliance of applicable law;
- (2) Nothing in sub-clause (iii) of clause (1)(A) shall be deemed:
- (i) to extend the time within which the offer should be accepted; or
  - (ii) to authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the Shares compromised in the renunciation
- (3) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company. Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by the shareholders of the Company in a General Meeting.
- (4) Notwithstanding anything contained in Article 11(2) hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

Where the Government has, by an order, 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 or where such appeal has been dismissed, the memorandum of the Company shall, stand altered and the authorized share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the terms of these Articles, the Act and the rules made thereunder.

- (5) Subject to the provisions of the Act and these Articles, the Company may from time to time issue sweat equity shares.
- (6) The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act, other applicable provisions of the Act and the Rules and to the extent applicable, any SEBI regulations or guidelines.

## **12. RIGHT TO CONVERT LOANS INTO CAPITAL**

Notwithstanding anything contained in sub-clauses(s) of Article 11 above, but subject, however, to the provisions of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company.

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

## **13. ISSUE OF FURTHER SHARES NOT TO AFFECT RIGHTS OF EXISTING MEMBERS**

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.

## **14. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES**

Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register of Members, shall, for the purpose of these Articles, be a Member.

## **15. RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT**

The Board shall observe legal requirements applicable to the allotment of shares to the public contained in the Act and other applicable law, and as regards return on allotments, the Directors shall comply with applicable provisions of the Act.

## **16. MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY**

The money (if any) which the Board shall, on the allotment of any shares being made by the Company, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by the Company, shall immediately on the inscription of the name of allottee in the Register of Members or the index of beneficial owners maintained by a depository under section 11 of the Depository Act, 1996 in accordance with section 88 of the Act as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly as per the terms prescribed by the Board.

## **17. MEMBERS OR HEIRS TO PAY UNPAID AMOUNTS**

Every Member or their heirs, executors or administrators shall pay to the Company the portion of the capital represented by their share or shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time, in accordance with these Articles require or fix for the payment thereof.

## **18. VARIATION OF SHAREHOLDERS' RIGHTS**

- (a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth 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 issued shares of that class, as prescribed by the Act.
- (b) Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to meeting shall *mutatis mutandis* apply.

## **19. PREFERENCE SHARES**

### **(a) Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

### **(b) Convertible Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such securities on such terms as they may deem fit.

## **20. AMALGAMATION**

Subject to provisions of these Articles, the Company may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate subject to the provisions of the Act and other applicable law.

### **SHARE CERTIFICATES**

## **21. ISSUE OF CERTIFICATE**

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 their name, or if the Directors so approve (upon paying such fee as the Directors so 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, within two (2) months from the date of allotment, 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. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that 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 shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two (2) directors or by a director and the company secretary, wherever the company has appointed a company secretary. Provided that in case the Company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

The Company may sub-divide or consolidate the share certificates.

## **22. RULES TO ISSUE SHARE CERTIFICATES**

The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the formal, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the Act.

## **23. ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED**

If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of any fees or upon payment of such fee (not exceeding ₹ 20/-) as prescribed under applicable

law for each certificate, and as the Board of Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is slated 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 of the Company.

#### **UNDERWRITING AND BROKERAGE**

##### **24. COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.**

- (a) Subject to the provisions of the Act and other applicable laws, the Company may at any time pay a commission in connection with the subscription to its securities.
- (b) The rate or amount of the commission shall not exceed the rate or amount prescribed in section 40 of the Act.
- (c) The Company may also, in any issue, pay such brokerage as may be lawful.
- (d) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid-up shares or partly in the one way and partly in the other.

#### **LIEN**

##### **25. COMPANY'S LIEN ON SHARES / DEBENTURES**

The Company shall subject to applicable law have a first and paramount lien on every share / debenture (not being a fully paid-up share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created 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.

The fully paid-up shares/ debentures shall be free from all lien and in the case of partly paid-up shares the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares/ debentures.

##### **26. LIEN TO EXTEND TO DIVIDENDS, ETC.**

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

##### **27. ENFORCING LIEN BY SALE**

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made -

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of their death or insolvency or otherwise.

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 them have not been paid, or in regard to which the Company has exercised any right of lien.



**28. VALIDITY OF SALE**

To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall their title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

**29. VALIDITY OF COMPANY'S RECEIPT**

The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be considered as the holder of the share.

**30. APPLICATION OF SALE PROCEEDS**

The proceeds of any such 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 and 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.

**31. OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN**

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

**32. PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.**

The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

**CALLS ON SHARES**

**33. BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES**

The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such calls as it thinks fit upon the Members in respect of all monies unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one (1) month from the date fixed for the payment of the last preceding call. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the Shareholders' in a General Meeting and as maybe permitted by law.

**34. NOTICE FOR CALL**

Each Member shall, subject to receiving at least fourteen (14) 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 their shares.

The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call, in respect of one (1) or more Members, as the Board may deem appropriate in any circumstances.

**35. CALL WHEN MADE**

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board and may be required to be paid in instalments.

**36. LIABILITY OF JOINT HOLDERS FOR A CALL**

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

**37. CALLS TO CARRY INTEREST**

If a Member fails to pay any call due from them on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at ten per cent or at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

**38. DUES DEEMED TO BE CALLS**

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.

**39. EFFECT OF NON-PAYMENT OF SUMS**

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.

**40. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST**

The Board -

- (a) may, subject to provisions of the Act, if it thinks fit, agree to and receive from any Member willing to advance the same, whole or any part of the monies due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made;
- (b) 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 as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the monies so paid by them, until the same would, but for such payment, become presently payable by them. The Board of Directors may at any time repay the amount so advanced.

No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall *mutatis mutandis* apply to calls on debentures issued by the Company.

**41. PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.**

The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities, including debentures, of the Company, to the extent applicable.

**FORFEITURE OF SHARES**

**42. BOARD TO HAVE A RIGHT TO FORFEIT SHARES**

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 them or their legal representatives requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

**43. NOTICE FOR FORFEITURE OF SHARES**

The notice aforesaid shall:

- (a) name a further day (not being earlier than the expiry of fourteen (14) 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.

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.

**44. RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE**

Neither a judgment nor a decree in favour of the Company for calls or other monies due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided, provided such forfeiture is undertaken in accordance with the Act. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by applicable law.

**45. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY**

Any share forfeited in accordance with these Articles, shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit and subject to the provisions of the Act.

**46. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS**

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid, unless otherwise required under the Act.

**47. MEMBER TO BE LIABLE EVEN AFTER FORFEITURE**

A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by them to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. 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.

**48. EFFECT OF FORFEITURE**

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.

**49. CERTIFICATE OF FORFEITURE**

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.

**50. TITLE OF PURCHASER AND TRANSFEREE OF FORFEITED SHARES**

The Company may receive the consideration, if any, given for the share on any sale, re-allotment 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. The transferee shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall their title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

**51. VALIDITY OF SALES OF FORFEITED SHARES**

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if

necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and after their name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person.

**52. CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES**

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

**53. BOARD ENTITLED TO CANCEL FORFEITURE**

- (i) A forfeited share may be sold or reallocated or otherwise disposed off on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

**54. SURRENDER OF SHARE CERTIFICATES**

The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering them on such terms as they think fit.

**55. SUMS DEEMED TO BE CALLS**

The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

**56. PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.**

The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

**TRANSFER AND TRANSMISSION OF SHARES**

**57. REGISTER OF TRANSFERS**

The Company 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.

**58. ENDORSEMENT OF TRANSFER**

In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at its discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

**59. INSTRUMENT OF TRANSFER**

- (a) The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of 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, 1996 shall apply.
- (b) The Board may decline to recognize any instrument of transfer unless-
  - (i) the instrument of transfer is in the form prescribed under the Act;

- (ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - (iii) the instrument of transfer is in respect of only one class of shares.
- (c) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

#### **60. EXECUTION OF TRANSFER INSTRUMENT**

Every such instrument of transfer shall be executed, by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

#### **61. CLOSING REGISTER OF TRANSFERS AND OF MEMBERS**

Subject to compliance with the Act and other applicable law, the Board shall be empowered, on giving not less than seven (7) days' notice or such period as may be prescribed, to close the Register of Transfer, Register of Members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty (30) days at a time and not exceeding an aggregate forty five (45) days in each year as it may seem expedient.

#### **62. DIRECTORS MAY REFUSE TO REGISTER TRANSFER**

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 (at its own absolute and uncontrolled discretion) 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, after providing sufficient cause, 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 the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/debentures in whatever lot shall not be refused.

#### **63. TRANSFER OF PARTLY PAID SHARES**

Where in the case of partly paid-up shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application to the transferee in accordance with the provisions of the Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

#### **64. TITLE TO SHARES OF DECEASED MEMBERS**

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by them jointly with any other person. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnity or otherwise) as the Directors may consider necessary or desirable.

#### **65. TRANSFERS NOT PERMITTED**

No share shall in any circumstances be transferred to any infant, insolvent or a person of unsound mind, except fully paid-up shares through a legal guardian.

#### **66. TRANSMISSION OF SHARES**

Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the

death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of their title, elect to either be registered themselves as holder of the shares or elect to have some person nominated by them and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share themselves, he shall deliver or send to the Company a notice in writing signed by them stating that he so elects. Provided, nevertheless, if such person shall elect to have their nominee registered, he shall testify that election by executing in favour of their nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer 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.

#### **67. RIGHTS ON TRANSMISSION**

A person becoming entitled to a share by reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, 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 a notice requiring any such person to elect either to be registered themselves or to transfer the share and if the notice is not complied with within ninety (90) days, the Board may thereafter withhold payment of all dividends, bonus or other monies payable in respect of such share, until the requirements of notice have been complied with.

#### **68. SHARE CERTIFICATES TO BE SURRENDERED**

Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer (in case of a transfer of physical shares).

#### **69. COMPANY NOT LIABLE TO NOTICE OF EQUITABLE RIGHTS**

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

#### **70. TRANSFER AND TRANSMISSION OF DEBENTURES**

The provisions of these Articles, shall, *mutatis mutandis*, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

### **ALTERATION OF CAPITAL**

#### **71. RIGHTS TO ISSUE SHARE WARRANTS**

The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid-up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

#### **72. BOARD TO MAKE RULES**

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon

may be issued by way of renewal in case of defacement, loss or destruction.

### **73. SHARES MAY BE CONVERTED INTO STOCK**

Where shares are converted into stock.

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same 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;

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
- (c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/ “Member” shall include “stock” and “stockholder” respectively.

### **74. REDUCTION OF CAPITAL**

The Company may, by approval of Shareholders as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act—

- (a) its share capital; and/or
- (b) any capital redemption reserve account; and/or
- (c) any share premium account

and in particular without prejudice to the generality of the foregoing power may by: (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.

### **75. DEMATERIALISATION AND REMATERIALISATION OF SECURITIES**

- (a) The Company shall recognise interest in dematerialised securities under the Depositories Act, 1996.

Subject to the provisions of the Act, either the Company or the Member may exercise an option to 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, 1996 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.

- (b) Dematerialisation/Re-materialisation of securities

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its existing securities, re materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

- (c) Option to receive security certificate or hold securities with the Depository

Every person subscribing to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, subject to applicable law, the Company shall intimate such Depository of the details of allotment of the

security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the beneficial owner of that Security.

(d) Securities in electronic form

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.

(e) Beneficial owner deemed as absolute owner

Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

(f) Register and index of beneficial owners

The Company shall cause to be kept a register and index of members with details of securities held in dematerialised forms in any media as may be permitted by law including any form of electronic media in accordance with all applicable provisions of the Act and the Depositories Act, 1996. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of this 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.

(g) Notwithstanding anything contained herein, in the case of transfer of shares or other securities where the Company has not issued any certificates and where such shares or other securities are being held in an electronic and fungible form, provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.

## **76. BUY-BACK OF SHARES**

Notwithstanding anything contained in these Articles, but subject to all applicable provisions 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**

### **77. ANNUAL GENERAL MEETINGS**

- (a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.
- (b) An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act and other applicable law.

### **78. EXTRAORDINARY GENERAL MEETINGS**

All General Meetings other than the Annual General Meeting shall be called “Extraordinary General Meeting”. Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

### **79. EXTRAORDINARY MEETINGS ON REQUISITION**

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

### **80. NOTICE FOR GENERAL MEETINGS**

All General Meetings shall be convened by giving not less than clear twenty one (21) days’ notice, in such manner as



is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws.

**81. SHORTER NOTICE ADMISSIBLE**

Upon compliance with the relevant provisions of the Act, an Annual General Meeting may be convened by giving a notice shorter than twenty one (21) days if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting. Any other General Meeting may be convened by giving a notice shorter than twenty one (21) days if consent is given in writing or by electronic mode by not less (i) the majority in number of Shareholders entitled to vote at that meeting and (ii) who represent not less than 95 (ninety five) percent of such part of the paid-up Share Capital of the Company as gives a right to vote at such meeting.

**82. CIRCULATION OF MEMBERS' RESOLUTION**

The Company shall comply with provisions of section 111 of the Act, as to giving notice of resolutions and circulating statements on the requisition of Members.

**83. SPECIAL AND ORDINARY BUSINESS**

- (a) Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors, in case of any other meeting, all business shall be deemed to be special.
- (b) In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

**84. QUORUM FOR GENERAL MEETING**

The quorum for the Shareholders' Meeting shall be in accordance with section 103 of the Act or the applicable law for the time being in force prescribes, and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

**85. TIME FOR QUORUM AND ADJOURNMENT**

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon at the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week (not being a national holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

**86. CHAIRMAN OF GENERAL MEETING**

The Chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company.

**87. ELECTION OF CHAIRMAN**

Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairman.

**88. ADJOURNMENT OF MEETING**

Subject to the provisions of the Act, the chairman of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from

place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting

Any member who has not appointed a proxy to attend and vote on their behalf at a general meeting may appoint a proxy for any adjourned general meeting, not later than forty-eight hours before the time of such adjourned Meeting.

**89. VOTING AT MEETING**

At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Further, no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.

**90. DECISION BY POLL**

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

**91. CASTING VOTE OF CHAIRMAN**

The Chairman shall have a casting vote in the case of equality of votes.

**92. PASSING RESOLUTIONS BY POSTAL BALLOT**

- (a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.
- (b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.
- (c) If a resolution is assented to by the requisite majority of the Shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

**VOTE OF MEMBERS**

**93. VOTING RIGHTS OF MEMBERS**

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 holding Equity Shares and present in person shall have one vote.
- (b) On a poll, every Member holding Equity Shares shall have voting rights in proportion to their share in the paid-up equity share capital.
- (c) A Member may exercise their vote at a meeting by electronic means in accordance with the Act and shall vote only once.

**94. VOTING BY JOINT-HOLDERS**

In case of joint holders the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

**95. VOTING BY MEMBER OF UNSOUND MIND**

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 their committee or other legal guardian, and any such committee

or legal guardian may, on a poll, vote by proxy.

**96. NO RIGHT TO VOTE UNLESS CALLS ARE PAID**

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by such Member have been paid, or in regard to which the Company has lien and has exercised any right of lien.

**97. PROXY**

Subject to the provisions of the Act and these Articles, any Member entitled to attend and vote at a General Meeting may do so either personally or through their constituted attorney or through another person as a proxy on their behalf, for that meeting or with regards to which the Company has lien and has exercised any right of lien.

**98. INSTRUMENT OF PROXY**

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 their attorney duly authorized in writing or if appointed by a body corporate either under its common seal or under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority must be deposited at the registered 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.

**99. VALIDITY OF PROXY**

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 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.

**100. CORPORATE MEMBERS**

Any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

**DIRECTOR**

**101. NUMBER OF DIRECTORS**

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year.

Provided that the Company may appoint more than fifteen (15) directors after taking approval of the Shareholders as per applicable provisions / laws.

**102. THE BOARD OF DIRECTORS**

Notwithstanding anything to the contrary set out in these Articles:

- (a) **Authority of the Board:** Subject to the provisions of the Act, the Board shall be responsible for the management, supervision, direction and control of the Company.
- (b) **Chairman and Managing Director/Chief Executive Officer:** The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

**103. SHARE QUALIFICATION NOT NECESSARY**

Any person whether a Member of the Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.

**104. ADDITIONAL DIRECTORS**

Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional Director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Any such additional Director shall hold office only up to the date of the upcoming Annual General Meeting.

**105. ALTERNATE DIRECTORS**

- (a) The Board may, appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate Director for a Director during their absence for a period of not less than three (3) months from India (hereinafter in this Article called the “**Original Director**”). No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
- (b) 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 returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate Director.

**106. APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY**

If the office of any Director appointed by the Company in General Meeting is vacated before their term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board 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 which the director in whose place he is appointed would have held office if it had not been vacated.

**107. REMUNERATION OF DIRECTORS**

- (a) A Director (other than a managing Director or whole-time Director) may receive a sitting fee as fixed by the Board not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any Committee thereof attended by them. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.
- (b) The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or of any Committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of their residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.
- (c) The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

**108. REMUNERATION FOR EXTRA SERVICES**

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Director as a Member of any Committee formed by the Directors) in going or residing away from the town in which the Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act, the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of

profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.

**109. CONTINUING DIRECTOR MAY ACT**

The continuing Directors may act notwithstanding any vacancy in the Board, but if the number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company, but for no other purpose.

**110. VACATION OF OFFICE OF DIRECTOR**

The office of a Director shall be deemed to have been vacated under the circumstances enumerated under Act.

**ROTATION AND RETIREMENT OF DIRECTOR**

**111. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR**

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 multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Subject to the provisions of the Act, the Board shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of directors by rotation. Provided that an independent Director duly appointed by the Company shall not be liable to retire by rotation. Further provided that, during the term of his / her appointment, the managing director of the Company shall not be liable to retire by rotation.

**112. RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION**

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.

**113. WHICH DIRECTOR TO RETIRE**

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.

**114. POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION**

Subject to the provisions of the Act, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of their period of office and may, by an Ordinary Resolution, appoint another person instead.

Provided that an independent Director re-appointed for second term under the provisions of the Act shall be removed by the Company only by passing a Special Resolution and after giving them a reasonable opportunity of being heard.

**115. DIRECTORS NOT LIABLE FOR RETIREMENT**

The Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

**116. DIRECTOR FOR COMPANIES PROMOTED BY THE COMPANY**

Directors of the Company may be or become a director of any company promoted by the Company or in which it may be interested as vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company subject to compliance with applicable provisions of the Act.

**PROCEEDINGS OF BOARD OF DIRECTORS**

**117. MEETINGS OF THE BOARD**

- (a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of 120 (one

hundred and twenty) days between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the Chairman of the Board.

- (b) The Chairman may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at their usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent Director, if any, shall be present at the meeting and in case of absence of independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent Director, if any.
- (c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.
- (d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any Committee thereof, through electronic mode, that is, by way of video conferencing or by any other audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

#### **118. QUESTIONS HOW DETERMINED**

- (a) A Committee may meet and adjourn as it thinks proper.
- (b) Questions arising at any time at a meeting of the Board shall be decided by majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

#### **119. QUORUM**

Subject to the provisions of the Act and other applicable law, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

#### **120. ADJOURNED MEETING**

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

#### **121. ELECTION OF CHAIRMAN**

- (a) The Board may from time to time appoint one of the Directors as Chairman of the Board and determine the period for which he is to hold such office. The positions, duties and responsibilities of the Chairman (whether whole-time or not and notwithstanding the fact that his appointment may be in the designation of a whole-time Director under the Act) and the Chief Executive Officer (by whatever designation described) shall be accordingly defined by the Board. The Board may authorize maintenance of a Chairman's office at Company's expense to support him in the performance of his duties.

- (b) Subject to the provisions of the Act, these Articles and of any contract between him and the Company the remuneration of the Chairman (notwithstanding the fact that his appointment may be in the designation of a whole-time Director under the Act) may from time to time be fixed by the Directors, subject to the approval of the Company in General Meeting, and may be by way of fixed monthly payments, commission on profits of the Company; any or all of these modes or any other mode not expressly prohibited in the Act.
- (c) The Chairman shall preside over as chairman at every meetings of the Board. If the Chairman has notified the Company of his inability to be present at a Board meeting or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman or if no such Chairman has been appointed, the Directors present may choose one of the Directors to act as the Chairman of the meeting.

## **122. POWERS OF DIRECTORS**

- (a) The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act or any other applicable law, or by the Memorandum or by the Articles required to be exercised by the Company in a General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other applicable law and to such regulations not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting; but no regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- (b) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case maybe, by such person and in such manner as the Board shall from time to time by resolution determine.

## **123. DELEGATION OF POWERS**

- (a) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such members of its body as it thinks fit.
- (b) Any Committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

## **124. ELECTION OF CHAIRMAN OF COMMITTEE**

- (a) A Committee may elect a chairman of its meeting, unless the Board, while constituting a Committee, has appointed a chairman of such Committee. If no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be the chairman of the Committee meeting.
- (b) The quorum of a Committee may be fixed by the Board of Directors.

## **125. VALIDITY OF ACTS DONE BY BOARD OR A COMMITTEE**

All acts done by any meeting of the Board, 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 even such Director or such person has been duly appointed and was qualified to be a Director.

## **126. RESOLUTION BY CIRCULATION**

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the Committee, as the case may be and to all other Directors or Members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

## **127. MAINTENANCE OF FOREIGN REGISTER**

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and

the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respecting the keeping of any register.

## **128. BORROWING POWERS**

- (a) Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, 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; provided however, that the monies to be borrowed, together with the money already borrowed by the Company apart from temporary loans (as defined under section 180(1) of the Act) obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by approval of Shareholders at a General Meeting as per applicable provisions / laws, exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium. Provided that every such approval of Shareholders by the Company in General Meeting as per applicable provisions / laws in relation to the exercise of the power to borrow shall specify the total amount up to which monies may be borrowed by the Board of Directors.
- (b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a Committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.
- (c) 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.
- (d) 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 shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and 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) in 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 sanction of the Company in General Meeting accorded by way of a special resolution as per applicable provisions / laws.

## **129. NOMINEE DIRECTORS**

- (a) Subject to the provisions of the Act and Article 101 hereinabove, so long as any moneys remain owing by the Company to Financial Institutions regulated by the Reserve Bank of India, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the “**Corporation**”) so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non whole-time (which Director or Director/s is/are hereinafter referred to as “**Nominee Director/s**”) on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).
- (b) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices



and minutes.

- (c) The Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.
- (d) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

#### **130. REGISTER OF CHARGES**

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.

#### **131. MANAGING DIRECTOR(S) AND/OR WHOLE-TIME DIRECTORS**

- (a) The Board may from time to time and with such sanction of the Central Government as may be required by the Act, appoint one or more of the Directors to the office of the managing Director and/ or whole-time Directors for such term and subject to such remuneration, terms and conditions as they may think fit and subject to the provisions of the Act.
- (b) The Directors may from time to time resolve that there shall be either one or more managing Directors and/ or whole-time Directors.
- (c) In the event of any vacancy arising in the office of a managing Director and/or whole-time Director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members, as required under applicable law.
- (d) If a managing Director and/or whole-time Director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing Director/whole time Director.
- (e) The managing Director(s) shall not be liable to retirement by rotation as long as he/they hold the office as managing Director(s).

#### **132. POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR**

The managing Director/whole time Director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The managing Directors/whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

#### **133. REIMBURSEMENT OF EXPENSES**

The managing Director/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

#### **134. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER**

Subject to the provisions of the Act —

- (a) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.

- (b) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer. 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.
- (c) A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

## **DIVIDEND**

### **135. COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS**

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

### **136. INTERIM DIVIDENDS**

Subject to the provisions of section 123 of the Act, the Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the Company.

### **137. RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND**

- (a) Where any amount is paid-up in advance of calls on any share, it may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared.
- (b) Where capital is paid in advance of calls on shares, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.
- (c) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration to any shareholder entitled to payment of the dividend, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called “*Unpaid Dividend Account of Safex Chemicals (India) Limited*”.
- (d) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act subject to the provisions of section 125 of the Act and the rules.
- (e) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.
- (f) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

### **138. DIVISION OF PROFITS**

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.

### **139. DIVIDENDS TO BE APPORTIONED**

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.

### **140. RESERVE FUNDS**

- (a) The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied for any

purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for 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 think fit,

- (b) The Board may also carry forward any profits when it may consider necessary not to divide, without setting them aside as a reserve.

**141. DEDUCTION OF ARREARS**

Subject to the Act, no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever whether alone or jointly with any other person or persons and the Board may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company.

**142. RETENTION OF DIVIDENDS**

The Board may retain dividends payable upon shares in respect of which any person is, under Articles 57 to 70 hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such shares.

**143. RECEIPT OF JOINT HOLDER**

Any one of two or more joint holders of a share may give effective receipt for any dividends, bonuses or other monies payable in respect of such shares.

**144. DIVIDEND HOW REMITTED**

Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

**145. DIVIDENDS NOT TO BEAR INTEREST**

No dividends shall bear interest against the Company.

**146. TRANSFER OF SHARES AND DIVIDENDS**

Subject to the provisions of the Act, any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

**CAPITALISATION OF PROFITS**

**147. CAPITALISATION OF PROFITS**

- (a) The Company in General Meeting, may, on recommendation of the Board resolve:
  - (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and
  - (ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
- (b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in sub-clause (c) below, either in or towards:
  - (i) paying up any amounts for the time being unpaid on shares held by such Members respectively;

- (ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid; or
- (iii) partly in the way specified in sub-clause (i) and partly that specified in sub-clause (ii).
- (iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid-up bonus shares.
- (v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

#### **148. POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE**

- (a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
  - (i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid-up shares or other securities, if any; and
  - (ii) generally, do all acts and things required to give effect thereto.
- (b) The Board shall have full power:
  - (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and
  - (ii) 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 or other securities 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 the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.
- (c) Any agreement made under such authority shall be effective and binding on such Members.

### **ACCOUNTS**

#### **149. WHERE BOOKS OF ACCOUNTS TO BE KEPT**

The Books of Account shall be kept at the Office or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Act.

#### **150. INSPECTION BY DIRECTORS**

Subject to applicable law, each Director shall be entitled to examine the books, accounts and records of the Company or any Subsidiary and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the business affairs and financial position of the Company as any Director may require, subject to applicable law.

#### **151. REGISTER**

The Company shall keep and maintain at its registered office or at such other place as permitted under the Act or the rules made thereunder, all statutory registers and annual returns for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the rules made thereunder. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Act and the rules made thereunder.

Any Member, beneficial owner, debenture or other security holder or any other person entitled to inspection of any documents/registers/records required to be maintained by the Company under the provisions of the Act or the rules made thereunder or to any copy thereof or extract therefrom shall be entitled to the same upon payment of such fee as may be determined by the Board from time to time and in absence of such determination, a fee of Rs. 10 per page or the maximum fees fixed by the Act or the rules made thereunder, whichever is lower.

A copy of the Memorandum of Association and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent to a member requesting for the same within seven days thereof upon payment of such fees as may be prescribed under the Act or the rules made thereunder or Rs. 10 for each copy thereof.

**152. INSPECTION BY MEMBERS**

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

**SERVICE OF DOCUMENTS AND NOTICE**

**153. MEMBERS TO NOTIFY ADDRESS IN INDIA**

Each registered holder of shares from time to time shall notify in writing to the Company such place in India to be registered as their address and such registered place of address shall for all purposes be deemed to be their place of residence.

**154. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS**

If a Member has no registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to them, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to them on the day on which the advertisement appears.

**155. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF MEMBERS**

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

**156. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS**

Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given:

- (a) To the Members of the Company as provided by these Articles.
- (b) To the persons entitled to a share in consequence of the death or insolvency of a Member.
- (c) To the Directors of the Company.
- (d) To the auditors for the time being of the Company; in the manner authorized by as in the case of any Member or Members of the Company.

**157. NOTICE BY ADVERTISEMENT**

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.

**158. MEMBERS BOUND BY DOCUMENT GIVEN TO PREVIOUS HOLDERS**

Every person, who by the operation of law, transfer or other means whatsoever, shall become entitled to any shares, shall be bound by every document in respect of such share which, previously to their name and address being entered in the Register of Members, shall have been duly served on or sent to the person from whom he derived their title to such share.

**159. NOTICES BY COMPANY AND SIGNATURE THERETO**

Any notice to be given by the Company shall be signed by the managing Director or by such Director or company secretary (if any) or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

## **WINDING UP**

**160.** Subject to the applicable provisions of the Act-

- (a) If the Company shall be wound up, the liquidator may, with the sanction of Shareholders of the Company as per applicable provisions / laws and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.
- (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
- (d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to their liability, if any, to contribute as an ordinary member, be liable to make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

## **161. APPLICATION OF ASSETS**

Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the Members according to their rights and interests in the Company.

## **INDEMNITY**

## **162. DIRECTOR'S AND OTHERS' RIGHT TO INDEMNITY**

Subject to the provisions of the Act and other applicable law, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by them in their capacity as Director or Officer of the Company including in relation to defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which he is acquitted or in which relief is granted to them by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, wilful misconduct or bad faith acts or omissions of such Director or officer of the Company.

## **163. INSURANCE**

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.

## **SECRECY CLAUSE**

## **164. SECRECY**

No Member or other person (not being a Director) shall be entitled to inspect the Company's works without the permission of the Chairman/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, or of any matter whatsoever, which may be related to the conduct of the business of the Company and which in the opinion of the Chairman/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.

## **GENERAL POWER**

**165.** 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.

- 166.** At any point of time from the date of adoption of these Articles, if these Articles are or become contrary to the provisions of the Act, the Rules, the Listing Regulations, byelaws issued by the Stock Exchanges and any other applicable laws, the provisions of the Act, the Rules, the Listing Regulations, byelaws issued by the Stock Exchanges and other applicable laws shall prevail over these Articles to such extent and the Company shall, at all times, discharge all of its obligations as prescribed under applicable Laws, from time to time.

## **PART B**

Part B of the Articles of Association provides for, amongst other things, the rights of certain shareholders pursuant to the Shareholders Agreement. For more details in relation to the Shareholders Agreement, see *“History and Certain Corporate Matters – Shareholders’ agreements and other agreements”* on page 259.

As on the date of this Draft Red Herring Prospectus, the clauses/ covenants of Articles are in compliance with the Companies Act and the securities laws, as applicable.

## SECTION XI: OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus/ Prospectus which will be filed with the RoC. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. IST on all Working Days and shall be also available on the web link [www.safexchemicals.com/investorrelations](http://www.safexchemicals.com/investorrelations) from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer Closing Date).

#### A. Material Contracts for the Offer

- a) Offer Agreement dated July 3, 2025 entered into amongst our Company, the Selling Shareholders and the BRLMs.
- b) Registrar Agreement dated July 3, 2025 entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer.
- c) Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.
- d) Cash Escrow and Sponsor Banks Agreement dated [●] amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Banks, Public Offer Account Bank and the Refund Bank(s).
- e) Share Escrow Agreement dated [●] amongst the Selling Shareholders, our Company and the Share Escrow Agent.
- f) Syndicate Agreement dated [●] amongst our Company, the Selling Shareholders, Registrar to the Offer, the BRLMs and Syndicate Members.
- g) Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders and the Underwriters.

#### B. Material Documents

- a) Certified copies of our MoA and AoA, as updated from time to time.
- b) Certificate of incorporation dated January 8, 1991 in the name of 'Safex Chemicals (India) Private Limited'.
- c) Fresh certificate of incorporation dated March 2, 1995 issued by the RoC, consequent upon change in the name of our Company from Safex Chemicals (India) Private Limited to Safex Chemicals (India) Limited, pursuant to conversion to a public limited company.
- d) Resolution of the Board of Directors dated June 23, 2025 authorising the Offer and other related matters.
- e) Shareholders' resolution dated June 24, 2025, approving the Fresh Issue and other related matters.
- f) Resolution of the Board of Directors dated July 3, 2025 approving this Draft Red Herring Prospectus.
- g) Resolution of the Board of Directors dated July 3, 2025, taking on record the consent of each of the Selling Shareholders to participate in the Offer for Sale.
- h) Resolution of the Board of Directors dated July 3, 2025, approving the Objects of the Fresh Issue;
- i) Consent letters and authorisations from each of the Selling Shareholders, as applicable, authorising their respective participation in the Offer. For further details, see "*Other Regulatory and Statutory Disclosures*" on page 467.



- j) The report titled “*Industry report on Global and Indian Agrochemicals Industry for Safex Chemicals*” dated July 2, 2025, prepared by Frost & Sullivan, which has been exclusively commissioned by and paid for by our Company pursuant to an engagement letter with Frost & Sullivan dated December 13, 2024, for the purposes of the Offer, which is available on the website of our Company at [www.safexchemicals.com/investorrelations](http://www.safexchemicals.com/investorrelations).
- k) The examination report dated June 28, 2025 of the Statutory Auditors on our Restated Consolidated Financial Information.
- l) The statement of possible special tax benefits of the Company and its Shareholders dated July 3, 2025 from the Statutory Auditor.
- m) The statement of possible special tax benefits of Indo Swiss Chemicals Limited, Smith N Smith Chemicals Limited and Shogun Organics Limited, each dated July 3, 2025 from the Statutory Auditor.
- n) The statement of possible special tax benefits of Safex Holdings UK Limited and Briar Chemicals Limited, each dated July 3, 2025 from Lovewell Blake LLP, Chartered Accountants.
- o) The statement of possible special tax benefits of JayCee Lifesciences dated July 3, 2025 from BGMG & Associates, Chartered Accountants.
- p) Copies of annual reports of our Company for the Fiscals 2025, 2024 and 2023.
- q) Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, legal counsel to our Company as to Indian law, bankers to our Company, Banker(s) to the Offer, the BRLMs, Syndicate Members, Registrar to the Offer, Monitoring Agency, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s), Sponsor Bank(s), industry report provider in their respective capacities.
- r) Consent letter dated July 3, 2025 from Walker Chandiok and Co LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 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, 2013 to the extent and in their capacity as our Statutory Auditor and in respect of their (i) examination report, dated June 28, 2025 on our Restated Consolidated Financial Information; and (ii) their report dated July 3, 2025 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
- s) Consent letter dated July 3, 2025 from P N A M & Co. LLP, Chartered Accountants, having a firm registration number as 001092N/N500395, holding a valid peer review certificate from ICAI, to include their names as required under section 26 (5) of the Companies Act, 2013 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, 2013 in respect of various certificates issued by them in their capacity as the independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
- t) Consent letter dated July 3, 2025, from S. K. Jain, Chartered Engineer, 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, 2013 to the extent and in their capacity as an Independent Chartered Engineer, in relation to the certificate dated July 3, 2025, certifying, inter alia, the details of the installed production capacity of our manufacturing facilities. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
- u) Resolution dated July 3, 2025 passed by the Audit Committee approving the KPIs.
- v) Certificate dated July 3, 2025, issued by P N A M & Co. LLP, Chartered Accountants, having a firm registration number as 001092N/N500395, certifying the KPIs of our Company.
- w) Consent dated July 2, 2025 from F&S to rely on and reproduce part of whole of the report “*Industry report on Global and Indian Agrochemicals Industry for Safex Chemicals*” dated July 3, 2025.

- x) Share purchase agreement dated August 13, 2019 entered into by and amongst Amit Ramaswamy Kalyanaram, K. Sharda, Lata Mohan Iyer, Sapna Amit Ramaswamy (together, the “**Sellers**”), the Company and Shogun Organics Limited, as amended by the amendment and supplementary agreement dated December 26, 2019; amendment and supplementary agreement dated March 20, 2020, amendment and supplementary agreement dated June 25, 2020, and the addendum to the share purchase agreement dated September 18, 2021, entered into by and amongst the Sellers, the Company and Shogun Organics Limited.
- y) Share purchase agreement dated August 13, 2019 entered into by and amongst Avalokiteshvar Valinv Ltd., Renaissance Asset Management Co. Pvt. Ltd. (together, the “**Sellers**”), the Company and Shogun Organics Limited, as amended by the amendment and supplementary agreement dated December 26, 2019 and amendment and supplementary agreement dated March 20, 2020 entered into by and amongst the Sellers, the Company and Shogun Organics Limited.
- z) Share purchase agreement dated May 13, 2021 entered into by and amongst Pareshbhai Girishbhai Patel, Kinnariben Pareshbhai Patel, Shogun Lifesciences Private Limited and Shogun Organics Limited.
- aa) The Securities Purchase Agreement dated March 1, 2021 entered into by and amongst Sarcoline Limited, our Company and BanyanTree Growth Capital II, LLC.
- bb) Share purchase agreement dated October 10, 2022 entered into by and amongst Briar Holding GmbH, AURELIUS Equity Opportunities SE & Co. KGaA, Safex Holdings UK Limited and our Company.
- cc) Valuation memorandum dated August 26, 2022 prepared by Corporate CapitalVentures Private Limited, registered valuer.
- dd) Shareholders’ agreement dated March 1, 2021, entered into by and amongst the Company, Sarcoline Limited, Anchor Partners, Sage Investment Trust and Raghunathan Hariharan, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal, Veena Jindal, Sahil Chaudhary, Ishan Jindal, Garima Chaudhary, Rachna Chaudhary, Mehak Chaudhary, Kiran Jindal, Karishma Jindal, Nivedita Jindal, Vidhi Chand Mittal, Ashish Aggarwal, AKB Family Office LLP, Parul Bansal, Bharat Bhushan Jindal, Sangita Aggarwal, Bodhi Tree Corporate Advisors LLP, Pooja Bansal, Krishan Kumar Jindal, Sanjiv Gupta, Hanish Kumar Gupta, Kiran Aggarwal, Abhay Kumar Gupta, Himanshu Singhal, Manju Pathak Khulbe, Rajni Bansal, Ashok Gaindmal Surana, Sanket Agarwal, Dr. S R Gautam, Sima Agarwal, Shweta Aggarwal, Vinod Kumar Garg, Shashikant Rathi, Mithlesh Singh, Sanjeev Mittal, Raunak Gupta, Priyanka Gupta, Giriraj Gupta, Anil Agarwal, Nakul Agarwal, Varinder Kaur, Nirmala Gupta, Rubina Arora, Kamlesh Kumar Gupta, Dinesh Gupta, Pragati Ryali Gupta, Sanyogita Chauhan and Mishika Jindal, read with deeds of adherence dated August 9, 2021, October 31, 2022, March 17, 2025 and May 17, 2025, as amended pursuant to the amendment agreement dated June 24, 2025.
- ee) Memorandum of family arrangement dated June 30, 2025 entered into by and amongst Surinder Kumar Chaudhary, Rachna Chaudhary, Sahil Chaudhary, Garima Chaudhary, Mehak Chaudhary, Rajesh Kumar Jindal, Ishan Jindal, Kiran Jindal and Mishika Jindal, Veena Jindal, Neeraj Kumar Jindal and Nivedita Jindal, Piyush Jindal, Veena Jindal and Karishma Jindal.
- ff) Subscription and shareholders’ agreement dated February 20, 2016, entered into by and amongst our Company, Veena Jindal, Surinder Kumar Chaudhary, Neeraj Kumar Jindal, Piyush Jindal, Rajesh Kumar Jindal, Ishan Jindal, Sahil Chaudhary and BanyanTree Growth Capital II, LLC.
- gg) Subscription agreement dated August 30, 2022, entered into by and amongst Sarcoline Limited, Anchor Partners, Sage Investment Trust, Raghunathan Hariharan, our Company, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, Piyush Jindal, Veena Jindal, Sahil Chaudhary, Ishan Jindal, Nivedita Jindal and Karishma Jindal.
- hh) Subscription agreement dated October 31, 2022, entered into by and amongst Safex Ventures LLP, Piyush Jindal, Neeraj Kumar Jindal, Veena Jindal, Rachna Chaudhary, Mehak Singla, Kiran Jindal and our Company.
- ii) Securities subscription and purchase agreement dated March 1, 2021 entered into by and amongst our Company, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal, Piyush Jindal, Veena

Jindal, Sahil Chaudhary, Ishan Jindal, Sarcoline Limited, Anchor Partners, Sage Investment Trust and Raghunathan Hariharan.

- jj) Partnership deed for Him Bio Agro dated June 16, 2016 entered into by and amongst our Company, Rajesh Kumar Jindal, Sahil Chaudhary, Piyush Jindal and Indo Swiss Chemicals Limited.
- kk) Partnership deed dated for JayCee Lifesciences July 1, 2020 entered into by and amongst our Company, Surinder Kumar Chaudhary, Rajesh Kumar Jindal, Neeraj Kumar Jindal and Piyush Jindal.
- ll) Due diligence certificate dated July 3, 2025 addressed to SEBI from the BRLMs.
- mm) In-principle listing approvals dated [●] and [●], issued by BSE and NSE, respectively.
- nn) Final observation letter bearing number [●] dated [●] issued by SEBI.
- oo) Tripartite agreement dated March 12, 2025 amongst our Company, NSDL and Registrar to the Offer.
- pp) Tripartite agreement dated March 12, 2025 amongst our Company, CDSL and Registrar to the Offer.

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.

We confirm that there are no other agreements, arrangements and clauses or covenants which are material and which need to be disclosed or the non-disclosure of which may have bearing on the investment decision in the Offer, other than the ones which have already been disclosed in this DRHP.

## **DECLARATION**

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Surinder Kumar Chaudhary**

*Chairman and Whole-time Director*

**Date:** July 3, 2025

**Place:** Delhi

## **DECLARATION**

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Rajesh Kumar Jindal**

*Vice Chairman and Whole-time Director*

**Date:** July 3, 2025

**Place:** Delhi

## **DECLARATION**

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Neeraj Kumar Jindal**

*Managing Director*

**Date:** July 3, 2025

**Place:** Norwich

## **DECLARATION**

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Piyush Jindal**

*Joint Managing Director and Chief Financial Officer*

**Date:** July 3, 2025

**Place:** Delhi

## DECLARATION

I hereby confirm and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or 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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**Raghav Ramdev**

*Nominee Director*

**Date:** July 3, 2025

**Place:** Delhi, India



## **DECLARATION**

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Prem Chand**

*Independent Director*

**Date:** July 3, 2025

**Place:** Gurgaon

## **DECLARATION**

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Yogesh Kapur**

*Independent Director*

**Date:** July 3, 2025

**Place:** Delhi

## **DECLARATION**

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Savan Rashmikanth Godiawala**

*Independent Director*

**Date:** July 3, 2025

**Place:** Ahmedabad

## **DECLARATION**

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Bipinchandra Solanki**

*Independent Director*

**Date:** July 3, 2025

**Place:** Vadodra

## **DECLARATION**

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Manisha Raghunath Kadagathur**

*Independent Director*

**Date:** July 3, 2025

**Place:** Tokyo

#### **DECLARATION BY SELLING SHAREHOLDER**

I, Surinder Kumar Chaudhary, as a Promoter Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made, confirmed or undertaken by me in this Draft Red Herring Prospectus about or in relation to me as a Promoter 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Surinder Kumar Chaudhary**

**Date:** July 3, 2025

**Place:** Delhi

#### **DECLARATION BY SELLING SHAREHOLDER**

I, Rajesh Kumar Jindal, as a Promoter Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made, confirmed or undertaken by me in this Draft Red Herring Prospectus about or in relation to me as a Promoter 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Rajesh Kumar Jindal**

**Date:** July 3, 2025

**Place:** Delhi

#### **DECLARATION BY SELLING SHAREHOLDER**

I, Neeraj Kumar Jindal, as a Promoter Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made, confirmed or undertaken by me in this Draft Red Herring Prospectus about or in relation to me as a Promoter 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Neeraj Kumar Jindal**

**Date:** July 3, 2025

**Place:** Norwich



#### **DECLARATION BY SELLING SHAREHOLDER**

I, Piyush Jindal, as a Promoter Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made, confirmed or undertaken by me in this Draft Red Herring Prospectus about or in relation to me as a Promoter 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Piyush Jindal**

**Date:** July 3, 2025

**Place:** Delhi

#### **DECLARATION BY SELLING SHAREHOLDER**

I, Garima Chaudhary, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made, confirmed or undertaken by me in this Draft Red Herring Prospectus about or in relation to me as an Other 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Garima Chaudhary**

**Date:** July 3, 2025

**Place:** Delhi

#### **DECLARATION BY SELLING SHAREHOLDER**

I, Ishan Jindal, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made, confirmed or undertaken by me in this Draft Red Herring Prospectus about or in relation to me 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Ishan Jindal**

**Date:** July 3, 2025

**Place:** Delhi

#### **DECLARATION BY SELLING SHAREHOLDER**

I, Nivedita Jindal, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made, confirmed or undertaken by me in this Draft Red Herring Prospectus about or in relation to me 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Nivedita Jindal**

**Date:** July 3, 2025

**Place:** Delhi

#### **DECLARATION BY SELLING SHAREHOLDER**

I, Karishma Jindal, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made, confirmed or undertaken by me in this Draft Red Herring Prospectus about or in relation to me 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Karishma Jindal**

**Date:** July 3, 2025

**Place:** Delhi

#### **DECLARATION BY SELLING SHAREHOLDER**

I, Veena Jindal, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made, confirmed or undertaken by me in this Draft Red Herring Prospectus about or in relation to me 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Veena Jindal**

**Date:** July 3, 2025

**Place:** Delhi

#### **DECLARATION BY SELLING SHAREHOLDER**

I, Kiran Jindal, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made, confirmed or undertaken by me in this Draft Red Herring Prospectus about or in relation to me 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Kiran Jindal**

**Date:** July 3, 2025

**Place:** Gurgaon

#### **DECLARATION BY SELLING SHAREHOLDER**

I, Rachna Chaudhary, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made, confirmed or undertaken by me in this Draft Red Herring Prospectus about or in relation to me 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Rachna Chaudhary**

**Date:** July 3, 2025

**Place:** Gurgaon



#### **DECLARATION BY SELLING SHAREHOLDER**

I, Raghunathan Hariharan, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made, confirmed or undertaken by me in this Draft Red Herring Prospectus about or in relation to me 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Raghunathan Hariharan**

**Date:** July 3, 2025

**Place:** Singapore

#### **DECLARATION BY THE SELLING SHAREHOLDER**

We, Sarcoline Limited, hereby confirm that all statements and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, as an Investor 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Signed for and on behalf of Sarcoline Limited**

**Name:** Shah Ahmud Khalil Peerbocus

**Designation:** Director

**Date:** July 3, 2025

**Place:** Mauritius

## **DECLARATION BY THE SELLING SHAREHOLDER**

We, Anchor Partners, hereby confirm that all statements and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, as an Investor 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Signed for and on behalf of Anchor Partners**

**Name:** Ashley Menezes

**Designation:** Authorised Signatory

**Date:** July 3, 2025

**Place:** Delhi, India

#### **DECLARATION BY THE SELLING SHAREHOLDER**

We, Sage Investment Trust, hereby confirm that all statements and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, as an Investor 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 Shareholders or any other persons in this Draft Red Herring Prospectus.

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**Signed for and on behalf of Sage Investment Trust**

**Name:** Ashley Menezes

**Designation:** Authorised Signatory

**Date:** July 3, 2025

**Place:** Delhi, India